

# 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: 28<sup>th</sup> September, 2020

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(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 19<sup>th</sup> August, 2020 along with Postal Ballot Form, as circulated on 28<sup>th</sup> September, 2020, 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, 18<sup>th</sup> September, 2020.

This is for your information and records.

Thanking you,

Yours faithfully,  
For Tide Water Oil Co. (India) Ltd.



(A. Dey)  
Officer (Secretarial)

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](http://www.tidewaterindia.com); [www.veedolindia.com](http://www.veedolindia.com)

Email : [tidecal@tidewaterindia.co.in](mailto: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 36 of the Securities and Exchange Board of India (SEBI) (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 19<sup>th</sup> August, 2020, has considered, approved and recommended re-appointment of Shri P. Y. Gurav and Shri P. S. Bhattacharyya, Independent Directors for their second term of appointment, for a further period of 5 years from the expiry of their respective first term of appointment, as per Company's policy.

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 SEBI (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 5<sup>th</sup> November, 2020. 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 5<sup>th</sup> November, 2020 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 5<sup>th</sup> November, 2020 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](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 resolution is passed by requisite majority, the date of passing of the resolution shall be deemed to be 5<sup>th</sup> November, 2020, i.e. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

**Item No. 1 - Approval for re-appointment of Shri P. Y. Gurav (DIN: 02004317) as Independent Director.**

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 149, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri P. Y. Gurav, who was appointed as an Independent Director of the Company for a term up to 12<sup>th</sup> November 2020 by the shareholders, be and is hereby reappointed as an Independent Director of the Company with effect from 13<sup>th</sup> November, 2020 to 12<sup>th</sup> November, 2025, not liable to retire by rotation.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorized to delegate all or any powers conferred herein, to any Committee of Directors, with power to further delegate to any executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.”

**Item No. 2 - Approval for re-appointment of Shri P. S. Bhattacharyya (DIN: 00329479) as Independent Director.**

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 149, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri P. S. Bhattacharyya, who was appointed as an Independent Director of the Company for a term up to 12<sup>th</sup> November 2020 by the shareholders, be and is hereby reappointed as an Independent Director of the Company with effect from 13<sup>th</sup> November, 2020 to 12<sup>th</sup> November, 2025, not liable to retire by rotation.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorized to delegate all or any powers conferred herein, to any Committee of Directors, with power to further delegate to any executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary 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 : 19<sup>th</sup> August, 2020

**Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013**

**Item No. 1**

Shri P. Y. Gurav is due for retirement from his first term as Independent Director. Based on his skills, experience, knowledge and performance evaluation, it is proposed that Shri P. Y. Gurav be re-appointed for another term from 13<sup>th</sup> November, 2020 to 12<sup>th</sup> November, 2025 as an Independent Director of the Board.

In accordance with Section 149 (10) and (11) of the Companies Act, 2013 an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director.

As Shri P. Y. Gurav fulfills the requirement of Independent Directors as laid down under Section 149(6) of the Companies Act, 2013 hence his re-appointment is being proposed.

Shri P. Y. Gurav joined the Board of Directors (the Board) of the Company on 13<sup>th</sup> November, 2017 and he was appointed as an Independent Director by the shareholders pursuant to the Companies Act, 2013 through shareholders' resolution dated 14<sup>th</sup> August, 2018 for a term up to 12<sup>th</sup> November, 2020 (first term under the Companies Act, 2013).

The Company has received from Shri P. Y. Gurav (i) consent in writing to act as a Director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of The Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration confirming his eligibility that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Shri Gurav has also provided a declaration as referred to in Rule 6(3) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019.

Performance of Shri P. Y. Gurav has been evaluated by the Board and Nomination and Remuneration Committee (NRC) thereof. The Board and NRC considered and noted the valuable guidance and contribution provided by Shri Gurav to the Board and the Company during his tenure. This may be deemed to be disclosure as required under applicable Secretarial Standards with regard to re-appointment of Independent Director(s).

In the opinion of the Board and based on the Board's evaluation, Shri P. Y. Gurav fulfills the condition specified in the Companies Act, 2013 and Rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for re-appointment of Shri P. Y. Gurav as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered 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, 5<sup>th</sup> November, 2020 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) under Investor Relations.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri P. Y. Gurav as an Independent Director. This may be deemed to be the justification for the proposed re-appointment. Accordingly, the Board recommends the resolution in relation to the re-appointment of Shri P. Y. Gurav as an Independent Director, for the approval by Members of the Company.

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

## **Item No. 2**

Shri P. S. Bhattacharyya is due for retirement from his first term as Independent Director. Based on his skills, experience, knowledge and performance evaluation, it is proposed that Shri P. S. Bhattacharyya be re-appointed for another term from 13<sup>th</sup> November, 2020 to 12<sup>th</sup> November, 2025 as an Independent Director of the Board.

In accordance with Section 149 (10) and (11) of the Companies Act, 2013 an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director.

As Shri P. S. Bhattacharyya fulfills the requirement of Independent Directors as laid down under Section 149(6) of the Companies Act, 2013 hence his re- appointment is being proposed.

Shri P. S. Bhattacharyya joined the Board of Directors (the Board) of the Company on 13<sup>th</sup> November, 2017 and he was appointed as an Independent Director by the shareholders pursuant to the Companies Act, 2013 through shareholders' resolution dated 14<sup>th</sup> August, 2018 for a term up to 12<sup>th</sup> November, 2020 (first term under the Companies Act, 2013).

The Company has received from Shri P. S. Bhattacharyya (i) consent in writing to act as a Director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of The Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration confirming his eligibility that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Shri Bhattacharyya has also provided a declaration as referred to in Rule 6(3) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019.

Performance of Shri P. S. Bhattacharyya has been evaluated by the Board and Nomination and Remuneration Committee (NRC) thereof. The Board and NRC considered and noted the valuable guidance and contribution provided by Shri Bhattacharyya to the Board and the Company during his tenure. This may be deemed to be disclosure as required under applicable Secretarial Standards with regard to re-appointment of Independent Director(s).

In the opinion of the Board and based on the Board's evaluation, Shri P. S. Bhattacharyya fulfills the condition specified in the Companies Act, 2013 and Rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for re-appointment of Shri P. S. Bhattacharyya as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered 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, 5<sup>th</sup> November, 2020, 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) under Investor Relations.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri P. S. Bhattacharyya as an Independent Director. This may be deemed to be the justification for the proposed re-appointment. Accordingly, the Board recommends the resolution in relation to the re-appointment of Shri P. S. Bhattacharyya as an Independent Director, for the approval by Members of the Company.

No person, as specified under Section 102(1)(a) of the Companies Act, 2013, other than Shri P. S. Bhattacharyya, is in any way concerned or interested in this Resolution No. 2 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 : 19<sup>th</sup> August, 2020

**Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the details of the Directors seeking appointment/re-appointment are provided as under:**

1	Name of Director	<b>Shri P. Y. Gurav</b>
2	Date of Birth (Age in years)	28 <sup>th</sup> December, 1953 (66)
3	Date of Appointment	13 <sup>th</sup> November, 2017
4	Expertise in specific functional area (experience in years)	Accounting and Financial Reporting, Audit, Taxation, Costing, Information Technology, Corporate Finance and Business Management (More than 40 years)
5	Qualification	Qualified Chartered Accountant and Master Degree in Commerce
6	Shareholding in the Company (either personally or on beneficial basis)	NIL
7	List of other Public Limited Companies in which Directorship held	Powerica Limited, Commercial Engineers and Body Builders Company Limited, Kolte-Patil Developers Limited and Kolte- Patil I-Ven Townships (Pune) Limited. Commercial Engineers and Body Builders Company Limited and Kolte-Patil Developers Limited are listed entities.
8	Chairman / Member of the Committees of the Board across all Public Companies in which he is a Director	Chairman of Audit Committee - Powerica Limited, Commercial Engineers and Body Builders Company Limited, Kolte-Patil Developers Limited and Kolte-Patil I-Ven Townships (Pune) Limited Chairman of Nomination and Remuneration Committee - Kolte-Patil I-Ven Townships (Pune) Limited Chairman of Corporate Social Responsibility Committee - Kolte-Patil I-Ven Townships (Pune) Limited Member of Nomination and Remuneration Committee - Kolte-Patil Developers Limited and Commercial Engineers and Body Builders Company Limited Member of Corporate Social Responsibility Committee - Powerica Limited, Kolte-Patil Developers Limited and Commercial Engineers and Body Builders Company Limited Member of Stakeholders Relationship Committee - Kolte-Patil Developers Limited and Commercial Engineers and Body Builders Company Limited
9	Chairman/Member of the Committees of the Board of the Company	Member-Audit 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 Director(s) and Independent Director(s) are entitled to sitting fees only.
12	Remuneration sought to be paid / last drawn	Sitting Fee of Rs. 50,000/- is paid for attending each Board Meeting and Rs. 25,000/- for attending each Committee Meeting.
13	Number of Board Meetings attended during the year	2 (Two)

1	Name of Director	<b>Shri P. S. Bhattacharyya</b>
2	Date of Birth (Age in years)	27 <sup>th</sup> February, 1951 (69)
3	Date of Appointment	13 <sup>th</sup> November, 2017
4	Expertise in specific functional area (experience in years)	Finance, Management, Operations and Administration (More than 42 years)
5	Qualification	M.Sc. (Physics) and FICMA
6	Shareholding in the Company (either personally or on beneficial basis)	NIL
7	List of other Public Limited Companies in which Directorship held	Deepak Fertilisers and Petrochemicals Corporation Limited, Ramkrishna Forgings Limited, Haldia Petrochemicals Limited, Performance Chemiserve Limited, Karam Chand Thapar & Bros. (Coal Sales) Limited, Smartchem Technologies Limited, NIS Management Limited and Colonial Coal International Corporation, Canada. Deepak Fertilisers and Petrochemicals Corporation Limited, Ramkrishna Forgings Limited and Colonial Coal International Corporation, Canada are listed entities.
8	Chairman / Member of the Committees of the Board across all Public Companies in which he is a Director	Chairman of Audit Committee - Karam Chand Thapar & Bros. (Coal Sales) Limited and Deepak Fertilisers and Petrochemicals Corporation Limited Member of Audit Committee - Haldia Petrochemicals Limited Member of Corporate Social Responsibility Committee - Deepak Fertilisers and Petrochemicals Corporation Limited Member of Nomination and Remuneration Committee - Karam Chand Thapar & Bros. (Coal Sales) Limited
9	Chairman/Member of the Committees of the Board of the Company	NIL as on the date of the Notice (Chairman – Audit Committee w.e.f. 29 <sup>th</sup> August, 2020)
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 Director(s) and Independent Director(s) are entitled to sitting fees only.
12	Remuneration sought to be paid / last drawn	Sitting Fee of Rs. 50,000/- is paid for attending each Board Meeting and Rs. 25,000/- for attending each Committee Meeting.
13	Number of Board Meetings attended during the year	2 (Two)

#### 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, 18<sup>th</sup> September, 2020 (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, 5<sup>th</sup> November, 2020. 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, 7<sup>th</sup> October, 2020 at 10:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Thursday, 5<sup>th</sup> November, 2020. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, i.e. Friday, 18<sup>th</sup> September, 2020, 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, 5<sup>th</sup> November, 2020 i.e. the date of declaration of result by the Managing Director of the Company.
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.
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 Thursday, 5<sup>th</sup> November, 2020 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?

A. 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.nsd.com/>**

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

**Details on Step 1 is mentioned below:**

### **How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.nsd.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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is</b>
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 ForexampleifyourBeneficiaryIDis12***** 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, 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](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.
  - 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.

**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](mailto:shawmanoj2003@gmail.com) and/or [shawmanoj2003@yahoo.co.in](mailto:shawmanoj2003@yahoo.co.in), with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Mr. Amit Vishal, Sr. Manager or Ms. Pallavi Mhatre, Manager of National Securities Depository Limited at 022-24994200 or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). You may also contact National Securities Depository Ltd. at their address Trade World, ‘A’ Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
4. 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 shall be communicated to the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed.



## 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 resolution to be passed through Postal Ballot for the business stated in the Notice dated 19<sup>th</sup> August, 2020 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 re-appointment of Shri P. Y. Gurav (DIN: 02004317) as Independent Director.			
2	Special Resolution for approval of re-appointment of Shri P. S. Bhattacharyya (DIN: 00329479) as Independent Director.			

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 19<sup>th</sup> August, 2020.