



Tide Water Oil Co. (India) Limited

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

CIN: L23209WB1921PLC004357;

Phone: 91-33-22421086; Fax: 91-33-22421087;

Email: tidecal@tidewaterindia.co.in; www.tidewaterindia.com

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

Dear Shareholders,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 to transact the following special business by the members of Tide Water Oil Co. (India) Ltd. by passing resolution through Postal Ballot:

1. Approval for sub-division of shares

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary 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 30,00,000 (Thirty Lakhs) Ordinary Shares of the face value of Rs.10/- each aggregating to Rs.3,00,00,000 (Rupees Three Crores) only be and is hereby sub-divided into 60,00,000 (Sixty Lakhs) Ordinary Shares of face value of Rs.5/- 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 8,71,200 (Eight Lakhs Seventy One Thousand Two Hundred) Ordinary Shares of the face value of Rs.10/- each aggregating to Rs. 87,12,000 (Rupees Eighty Seven Lakhs Twelve Thousand) only be sub-divided into 17,42,400 (Seventeen Lakhs Forty Two Thousand Four Hundred) Ordinary Shares of the face value of Rs. 5/- each as on the Record Date to be determined or as determined by the Board from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required in the said connection and to delegate all or any of the powers herein vested in them to give effect to this resolution.”

2. Approval for increase in Authorized Share Capital of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary 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 be and is hereby increased from Rs.3,00,00,000 (Rupees Three Crores) only divided into 60,00,000 (Sixty Lakhs) Ordinary Shares of Rs.5/- each to Rs. 20,00,00,000 (Rupees Twenty Crores) only comprising of 4,00,00,000 (Four Crores) Ordinary Shares of Rs.5/- each by creation of 3,40,00,000 (Three Crore Forty Lakhs) Ordinary Shares of Rs.5/- each.”

3. 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 4,00,00,000 (Four Crores) Ordinary Shares of Rs.5/- 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 (hereinafter referred to as ‘the Board’, which expression shall be deemed to include the existing Committee of Directors 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 give effect to this resolution.”

4. 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 4,00,00,000 (Four Crores) Ordinary shares of Rs.5/- each.”

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as ‘the Board’, which expression shall be deemed to include the existing Committee of Directors 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 give effect to this resolution.”

5. 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 28th January, 2016 (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, 2009 (“the SEBI Regulations”) as in force, subject to all applicable laws and in accordance with all relevant provisions of the Memorandum & 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 listing agreements entered into by the company with the Stock Exchanges where the Company's shares are listed 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. 87,12,000 (Rupees Eighty Seven Lakhs and Twelve 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 31st March, 2015 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of ordinary shares not exceeding 17,42,400 (Rupees Seventeen Lakhs Forty Two Thousand Four Hundred) ordinary shares of Rs. 5/- each as bonus shares credited as fully paid up, to the eligible members of the Company holding ordinary shares of Rs. 5/- each (Ratio 1:1) held 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 subdivided 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 the Board 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 Listing Agreements with the Stock Exchanges concerned, the Regulations 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 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 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 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."

Explanatory Statements 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 Ltd. (NSE) and the Calcutta Stock Exchange Association Limited (CSE). The shares are also traded in the Bombay Stock Exchange Ltd. (BSE) under permitted category. In order to improve the liquidity of the Equity Shares with higher floating stock in absolute numbers and to make the Equity Shares more affordable to the investors, the Board of Directors of the Company, at its meeting held on 28th January, 2016, has recommended sub-division of the face value of equity shares of the Company from Rs. 10/- per share to the face value of Rs. 5/- 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. 3 and Item No. 4 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 an Ordinary 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 in such manner as stated under the head 'Instructions' printed overleaf of the Postal Ballot Form.

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

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

Item No. 2, 3 & 4

The present Authorized Share Capital of the Company is Rs. 3,00,00,000 (Rupees Three Crores) only. In view of the proposal for issue of Bonus Shares, as referred under Item No. 5, it is proposed to increase the Authorized Share Capital of the Company from Rs. 3,00,00,000 (Rupees Three Crores) only divided into 60,00,000 (Sixty Lakhs) ordinary shares of Rs. 5/- each to Rs. 20,00,00,000 (Rupees Twenty Crores) only divided into 4,00,00,000 (Four Crores) ordinary shares of Rs. 5/- each.

The Board of Directors at their meeting held on 28th January, 2016 approved the proposal for increase in Authorized Share Capital of the Company and consequent amendments to the Memorandum and Articles of Association of the Company.

Increase 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 considers that the proposed resolutions are in the interest of the Company and recommends the same for your approval.

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

Item No. 5

In keeping with the Company's tradition of rewarding shareholders, the Board of Directors of the Company ('the Board') at its meeting held on 28th January, 2016 has recommended issue of bonus shares in the ratio of 1:1 i.e. one new fully paid up ordinary share of Rs. 5/- each for every one fully paid up ordinary share of Rs. 5/- each, to the eligible members of the Company as on the Record Date as determined or to be determined by the Board for this purpose.

The capitalization of reserves shall be to the extent of Rs.87,12,000 (Rupees Eighty Seven Lakhs and Twelve Thousand) only in lieu of issue of bonus shares of Rs. 5/- each in the proportion of 1:1 [i.e. one fully paid bonus share of face value of Rs. 5/- each for every eligible existing fully paid (sub-divided) ordinary share of Rs. 5/- each] held by the members as on the Record Date.

The Company satisfied the conditions of and requirements for, issue of Bonus Shares contained in Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as presently in force.

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

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

On behalf of the Board
For **Tide Water Oil Co. (India) Ltd.**

Sd/-

(S. Ganguli)

Company Secretary

Place: Kolkata

Date: 28.01.2016

INSTRUCTIONS

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed to the Notice.
2. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if sent by courier, at the expense of the Member will also be accepted.
3. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent in the Column 'FOR' or dissent in the Column 'AGAINST' by placing a tick mark (✓) in the appropriate Column, in the attached pre-paid envelope, so as to reach the Scrutinizer at 'Yule House', 8, Dr. Rajendra Prasad Sarani, Kolkata 700 001, on or before Sunday, 6th March, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Scrutinizer will submit his final report to the Chairman after completion of scrutiny but not later than 12 Noon of Monday, 7th March, 2016. The Chairman shall announce the result of Postal Ballot on Monday, 7th March, 2016 at 4.00 p.m. at the registered office of the Company at 'Yule House', 8, Dr. Rajendra Prasad Sarani, Kolkata 700 001. The date of declaration of result of Postal Ballot will be taken to be date of passing of the resolutions.
4. This form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. Unsigned Postal Ballot Form(s) will be rejected.
5. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of members.
6. A Member need not use all the votes nor needs to cast all the votes in the same way.
7. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a Certified True Copy of Board Resolution / Authority.
8. The Board of Directors at its meeting held on Thursday, 28th January, 2016 has appointed Shri Manoj Prasad Shaw, Company Secretary in Whole Time Practice, as Scrutinizer to receive and scrutinize the completed ballot papers from the Members.
9. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days up to Friday, 4th March, 2016.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on the cut off date i.e. 29th January, 2016
11. Postal Ballot cannot be exercised by Proxy.
12. Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope, except document(s) as specified in point 7 above.
14. The Notice is being sent to all the Members of the Company, whose names would appear in the Register of Members as on Friday, 29th January, 2016 (Cut-Off date/BENPOS Date)
15. Instructions for Remote Electronic Voting (e-voting)
The company is offering remote e-voting facility to its members enabling them to cast their votes electronically. The company has signed an agreement with the National Securities Depository Limited (NSDL) for facilitating remote e-voting to enable the shareholders to cast their votes electronically pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Remote e-voting is optional.
 - a. In case of Shareholders receiving e-mail from NSDL:
 - i. Open e-mail and open PDF file viz. "TWO e-voting.pdf" with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing URL: <https://www.evoting.nsdl.com>.
 - iii. Click on 'Shareholder-Login'.
 - iv. Put user ID and password as initial password noted in step i. above. Click Login.
 - v. Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on e-voting: Active E-voting Cycles.
 - vii. Select "EVEN" of Tide Water Oil Company (India) Limited.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail shawmanoj2003@gmail.com with a copy marked to evoting@nsdl.co.in.
 - b. In case of Shareholders receiving Postal Ballot Form by post:
 - i. Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
 - ii. Please follow all steps from Sl. No. (ii) to (xii) above, to cast vote.
 - c. 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 Downloads section of www.evoting.nsdl.com or e-mail at evoting@nsdl.co.in or call on toll free no. 1800-222-990.
 - d. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - e. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
16. Shareholders who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form can download Postal ballot Form from the link www.evoting.nsdl.com or www.tidewaterindia.com or seek duplicate Postal Ballot Form from the Registered Office of the Company, fill in the details and send the same to the Scrutinizer.
17. Kindly note that the shareholders can opt for only one mode of voting i.e. either by remote e-voting or physical mode. If you are opting for remote e-voting then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and remote e-voting, then voting done through remote e-voting will prevail and voting done through physical ballot will be treated as invalid.
18. The voting period under both the modes i.e. physical and remote e-voting starts from Friday, 5th February, 2016 (9.30 a.m. IST) and ends on Sunday, 6th March, 2016 (5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
19. The result of the Postal Ballot will be published in Newspapers (English and Vernacular) within 48 hours of the declaration of the result and will be placed at the website of the Company at www.tidewaterindia.com for information of Members besides being communicated to all the Stock Exchanges on which the shares of the Company are listed.

