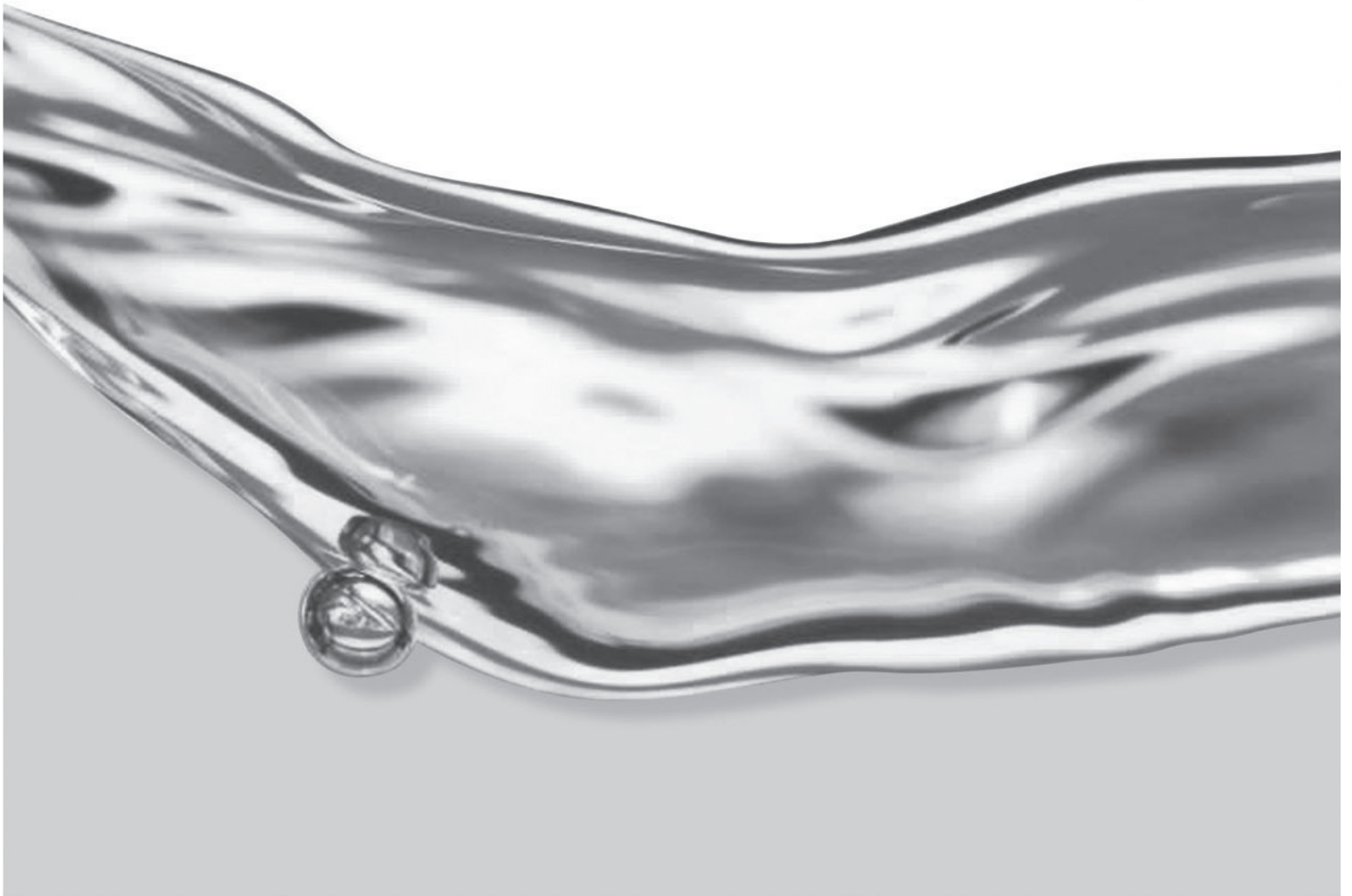




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## ANNUAL REPORT 2014-15

TIDE WATER OIL CO. (INDIA) LTD.



**Board of Directors**

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

**CFO** S. BASU

**Secretary** S. GANGULI

**Auditors** RAY & RAY

**Registered Office** 'YULE HOUSE'  
8, DR. RAJENDRA PRASAD SARANI  
KOLKATA 700 001  
Tel : 033 2242 1086  
Fax : 033 2242 1087  
[www.tidewaterindia.com](http://www.tidewaterindia.com)  
[tidecal@tidewaterindia.co.in](mailto:tidecal@tidewaterindia.co.in)

**CIN** L23209WB1921PLC004357

**MUMBAI OFFICE**

1301-1306, 13th Floor  
Kesar Solitaire  
Plot No. 5, Sector-19  
Palm Beach Road  
Sanpada (East)  
Navi Mumbai - 400 705

**DELHI OFFICE**

1201-1207, 'A' Block, 12th Floor  
Naurang House  
21, Kasturba Gandhi Marg  
New Delhi -110 001

**CHENNAI OFFICE**

"Seshachalam Centre"  
10th Floor  
636/1, Anna Salai  
Nandanam  
Chennai - 600 035

### NOTICE TO MEMBERS

Notice is hereby given that the Ninety Second Annual General Meeting of the members of Tide Water Oil Company (India) Limited will be held at the Williamson Magor Hall of the Bengal Chamber of Commerce & Industry, Royal Exchange, 6, Netaji Subhas Road, Kolkata - 700001 on Wednesday, the 22nd day of July, 2015 at 10.15 a.m. to transact the following business:

- 1) To consider and adopt the Statement of Profit & Loss Account for the year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
- 2) To declare final dividend for the financial year ended 31st March, 2015.
- 3) To appoint a Director in place of Shri S. Das (DIN: 00199255) who retires by rotation and being eligible offers himself for re-appointment.
- 4) To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:-

“RESOLVED that Messrs. Ray & Ray, Chartered Accountants (Firm Registration No. 301072E) who have offered their services and who are not disqualified under Section 139 of the Companies Act, 2013, be appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Ninety Third Annual General Meeting at such a remuneration plus service tax, out of pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

#### **SPECIAL BUSINESS**

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

- 5) As an Ordinary Resolution  
“RESOLVED that Shri Sunil Munshi (DIN: 02749579) be and is hereby appointed a Director of the Company.”
- 6) As an Ordinary Resolution  
“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, read together with Schedule IV to the Act, as amended from time to time and Clause 49 of the Standard Listing Agreement with the Stock Exchange(s), Shri S. Sundareshan (DIN: 01675195), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 3rd November, 2014 in terms of Section 161(1) of the Act and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read together with the said clause of Listing Agreement and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term upto 2nd November, 2017.”
- 7) As an Ordinary Resolution  
“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, read together with Schedule IV to the Act, as amended from time to time and Clause 49 of the Standard Listing Agreement with the Stock Exchange(s), Ms. Nayantara Palchoudhuri (DIN:00581440), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th April, 2015 in terms of Section 161(1) of the Act and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence

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

8) As a Special Resolution

"RESOLVED that pursuant to the provisions of Sections 177 and 188 of the Companies Act, 2013, (Act) read together with the provisions of the Rules under Chapter XII of the Act and read with all circulars, notifications, provisions of the Standard Listing Agreement with Stock Exchange(s) and other provisions of law, as applicable for the time being, consent of the members of the Company be and is hereby accorded to the Company for entering into transactions involving sale, purchase or supply of goods or material and / or availing or rendering of any services with Standard Greases and Specialities Private Limited, a related party as per the definition of the term under the Act, upto an amount of Rs.160 Crores (Rupees One Hundred and Sixty Crores only) during the financial year ending on 31st March, 2016.

"RESOLVED FURTHER that the Board of Directors (Board) of the Company be and is hereby authorized to execute, transact, enter into any contract to carry out or perform all such acts, deeds, matters, things, agreements, contracts, etc. as may be required to be done to give effect to the instant resolution or for the matters incidental to or ancillary thereof, through decisions of the Board or through delegation of relevant authority to any person or to any committee of persons."

9) As a Special Resolution

"RESOLVED that pursuant to the provisions of Sections 177 and 188 of the Companies Act, 2013, (Act) read together with the provisions of the Rules under Chapter XII of the Act and read with all circulars, notifications, provisions of the Standard Listing Agreement with Stock Exchange(s) and other provisions of law, as applicable for the time being, consent of the members of the Company be and is hereby accorded to the Company for entering into transactions involving sale, purchase or supply of any goods or material and / or availing or rendering of any services with JX Nippon TWO Lubricants India Private Limited, a related party as per the definition of the term under the Act, upto an amount of Rs.145 Crores (One Hundred and Forty Five Crores only) during the financial year ending on 31st March, 2016."

"RESOLVED FURTHER that the Board of Directors (Board) of the Company be and is hereby authorized to execute, transact, enter into any contract to carry out or perform all such acts, deeds, matters, things, agreements, contracts, etc. as may be required to be done to give effect to the instant resolution or for the matters incidental to or ancillary thereof, through decisions of the Board or through delegation of relevant authority to any person or to any committee of persons."

10) As an Ordinary Resolution

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

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

Registered Office :

"Yule House"

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

Dated : 30th May, 2015

By Order of the Board

**S. Ganguli**

Company Secretary

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

**Item No. 5**

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

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

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

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

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

**Item No.6**

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

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

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

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

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

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

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

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

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

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

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

**Item No.7**

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

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

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

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

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

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

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

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

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

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

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

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

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

**Item No.8**

Your Company has been procuring lubricating oil and other chemicals from Standard Greases and Specialities Private Limited (SGSPL), which has been offering competitive rates for its products to your Company. SGSPL is one of the largest greases producers in Asia and they are processing grease on behalf of your Company to meet the needs of Western Region of the Company as there is no grease plant thereat.

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

Pursuant to the enactment of the Companies Act, 2013, the Securities & Exchange Board of India (SEBI) has made consequential amendments in the Standard Listing Agreement with the Stock Exchange(s), effective on and from 1st October, 2014. As per the revised Clause 49, 'Material Related Party Transaction' has been defined to include transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeding 10% of the annual consolidated turnover, as per the last audited financial statements, of the Company and that material related party transactions must have prior approval of the members of the Company by way of a Special Resolution.

As your Company proposes to procure lubricating oil and other chemicals from SGSPL and also process grease through them, cumulative transaction value whereof during the financial year ending 31st March, 2016, is envisaged to exceed the limits stated under revised Clause 49, your approval is sought by way of passing a Special Resolution.

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

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

The Audit committee of your Company has approved this resolution in the meeting of the said committee held on 7th April, 2015.

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

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

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

As per the agreement, your company acts as toll manufacturer of the Joint Venture Company with respect to Factory Fill oil segment (FF segment) and provides manufacturing, warehousing & logistics, sales, invoicing, accounting and collection services in relation to Service Fill oil segment (SF segment). As such, the said arrangement(s) may be deemed to invoke provisions as contained in Section 188 of the Companies Act, 2013 and rules made thereunder.

Pursuant to the enactment of the Companies Act, 2013, the Securities & Exchange Board of India (SEBI) has made consequential amendments in the Standard Listing Agreement with the Stock Exchange(s), effective on and from 1st October, 2014. As per the revised Clause 49, 'Material Related Party Transaction' has been defined to include transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeding 10% of the annual consolidated turnover, as per the last audited financial statements, of the Company and that material related party transactions must have prior approval of the members of the company by way of a Special Resolution.

As your Company manufactures / supplies oil relating to FF segment and SF segment on behalf of / to the Joint Venture Company viz. JX Nippon TWO Lubricants India Private Limited and also provides allied services, referred above, with respect to the concerned business, cumulative transaction value whereof during the financial year ending on 31st March, 2016, is envisaged to exceed the limits stated under revised Clause 49, your approval is sought by way of passing a Special Resolution.

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

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

The Audit Committee of your company has approved this resolution in the meeting of the said committee held on 7th April, 2015.

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

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

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

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

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

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

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

#### **Notes :**

- (1) A Member entitled to attend and vote at this meeting may appoint a Proxy to attend and vote in his stead. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the meeting. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (2) Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- (3) Messrs. Ray & Ray, Chartered Accountants, the retiring Auditors have offered themselves for re-appointment as auditors of the Company, and accordingly, their name has been proposed for appointment.
- (4) Dividend that may be declared by the Company will be paid to those members whose names will appear on the Register of Members of the Company on 22nd July, 2015.
- (5) Messrs. MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata - 700 026 has been appointed as Registrars and Share Transfer Agents for both physical and dematerialised shares of the Company.



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

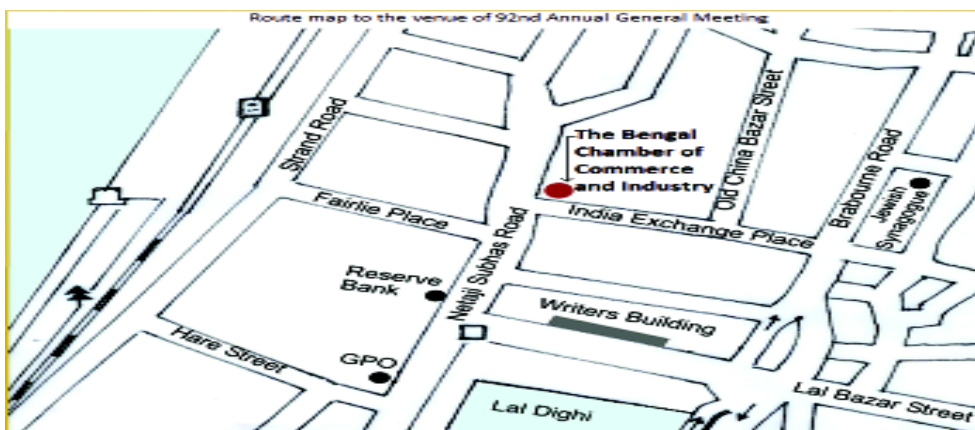
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- (6) Instructions regarding change of address and / or mandate should be sent so as to reach the Registrars or Registered Office of the Company latest by 22nd July, 2015.
- (7) Members holding shares in more than one account are requested to intimate to the Registrars of the Company the ledger folios to enable the Company to consolidate the same into one account.
- (8) Members are encouraged to claim payment of dividend through Electronic Clearing Service (ECS). Members holding shares in dematerialized form should approach the Depository Participant with whom they are maintaining account for change in address, bank mandate, nomination, if any. Other members who have not furnished the details and / or whose details have since changed are requested to forward the following details immediately under the signature of the named shareholder:
- |  |   |
|--|---|
| Folio No.                              | No of shares.   |
| Bank Account No.                       | Nature of Bank Account  |
| Bank name & address<br>(with pin code) | Nine digit code no. of the Bank & Branch<br>as appearing in the cheque book<br>(with photocopy of a cheque) |
- (9) Pursuant to the provision of Section 205A of the Companies Act, 1956, as amended, interim and final dividend for the financial year ended 31st March, 2007, which remained unpaid or unclaimed have been transferred to the Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrants so far for the financial year ended 31st March, 2008 or any subsequent financial years are requested to make their claim to the Registered Office of the Company. It may be noted that once the unclaimed dividend is transferred to the Central Government, as above, no claim shall lie in respect thereof. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 29th August, 2014 (date of last Annual General Meeting) on the website of the Company ([www.tidewaterindia.com](http://www.tidewaterindia.com)), as also on the website of the Ministry of Corporate Affairs.
- (10) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participants in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
- (11) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. This may be effected by way of a written request to the Company.
- (12) Pursuant to 'Green Initiative' Circular No. 17/2011 issued by the Ministry of Corporate Affairs, read with Clause 32 of the Standard Listing Agreement with the Stock Exchange(s), the Company will effect electronic delivery of notice of Annual General Meeting and Annual Report for the year ended 31st March, 2015 to those shareholders, whose email-ids were registered with the respective depository participants and down-loadable from the depositories viz., NSDL / CDSL. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- (13) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 92nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM will be provided by National Securities Depository Limited (NSDL).
- The instructions for remote e-voting are as under:
- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):
- Open the e-mail and also open PDF file namely "TWO e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user / login ID and password for e-voting. Please note that the password is an initial password.
  - Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
  - Click on Shareholder - Login.
  - If you are already registered with NSDL for e-voting then you can use your existing user / login ID and password.
  - If you are logging in for the first time, please enter the user / login ID and password provided in the PDF file attached.
  - The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - Once the e-voting home page opens, click on e-voting> Active Voting Cycles.

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

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

Name of Director	Shri S. Das	Shri Sunil Munshi	Shri S.Sundareshan	Ms. Nayantara Palchoudhuri
Date of Birth	24th November, 1958	22nd August, 1957	28th October, 1952	24th June, 1962
Date of Appointment	2nd August, 2007	3rd November, 2014	3rd November, 2014	7th April, 2015
Expertise in specific functional area	Finance, Legal & Management	Administration, Planning, Sales & Marketing and Research & Expansion	Administration and Management	Management, Operations and Administration
Qualification	Chartered Accountant	Bachelors Degree in Agriculture & Animal Husbandry	Master of Arts and Master of Business Administration	Master of Arts and M. Phil.
Shareholding in the Company	NIL	NIL	NIL	NIL
List of other Public Limited Companies in which directorship held	Allbank Finance Limited	1. Andrew Yule & Co. Ltd. 2. WEBFIL Ltd. 3. Hooghly Printing Co. Ltd. 4. Katras Jheriah Coal Co. Ltd. 5. The Bengal Coal Co. Ltd. 6. Yule Agro Industries Ltd. 7. Yule Engineering Ltd. 8. Yule Electrical Ltd.	1. Patspin India Ltd. 2. GTN Textiles Ltd. 3. Krishnapatnam Port Company Ltd. 4. India Power Corporation Ltd. 5. Great Eastern Energy Corporation Ltd.	1. Rossell India Ltd. 2. Ludlow Jute & Specialities Ltd. 3. Vesuvius India Ltd. 4. Amba River Coke Ltd. 5. JSW Bengal Steel Ltd. 6. Tollygunge Club Limited
Chairman/Member of the Committees of the Board across all public Companies in which he / she is a Director	1. Chairman of Audit Committee - Allbank Finance Limited 2. Member of Nomination & Remuneration Committee - Allbank Finance Limited	1. Chairman of Corporate Social Responsibility Committee - Andrew Yule & Co. Ltd. 2. Chairman of Risk Management Committee - WEBFIL Ltd. 3. Member of Committee of Board of Director - Andrew Yule & Co. Ltd. and WEBFIL Ltd. 4. Member of Nomination & Remuneration Committee - WEBFIL Ltd.	1. Member of Audit Committee - GTN Textiles Ltd., Patspin India Ltd., Great Eastern Energy Corporation India Ltd. and Krishnapatnam Port Company Ltd. 2. Member of Stakeholders Relationship Committee - GTN Textiles Ltd. and Patspin India Ltd. 3. Member of Nomination & Remuneration Committee - GTN Textiles Ltd., Patspin India Ltd. and Great Eastern Energy Corporation Ltd.	1. Member of Audit Committee - Rossell India Ltd. and Vesuvius India Ltd. 2. Member of Share Transfer & Investor Grievance & Redressal Committee - Vesuvius India Ltd. 3. Member of Nomination & Remuneration Committee - Vesuvius India Ltd.
Chairman/Member of the Committees of the Board of Directors of the Company	1. Member-Audit Committee 2. Member-Corporate Social Responsibility Committee	1. Chairman - Stakeholders Relationship Committee 2. Member - Nomination & Remuneration Committee, Compensation Committee, Risk Management Committee and Committee of Directors	Member-Audit Committee and Nomination & Remuneration Committee	Nil
Disclosure of relationships between Directors inter-se	No relationship shared between Directors inter-se	No relationship shared between Directors inter-se	No relationship shared between Directors inter-se	No relationship shared between Directors inter-se



## DIRECTORS' REPORT

Dear Shareholders,

Your Directors take pleasure in presenting their Ninety Second Annual Report on the operations of the Company together with audited accounts for the year ended 31st March, 2015.

	Amount (Rupees in crores)	
	Year ended 31st March, 2015	Year ended 31st March, 2014
The Accounts before charging depreciation show a profit of	250.86	112.58
From which has been deducted :		
Depreciation (Net)	7.45	8.82
Provision for Taxation	<u>72.25</u> <u>79.70</u>	<u>35.42</u> <u>44.24</u>
	171.16	68.34
To which is added the balance brought forward from the last accounts of	<u>304.61</u>	<u>263.48</u>
	475.77	331.82
The Directors have transferred to General Reserve	-	6.83
Leaving a balance of	475.77	324.99
The Directors have paid Interim Dividend @ 1000% on the Ordinary Shares amounting to	8.71	-
And the Directors now recommend a final dividend @ 2500% (p.y. 2000%) on the Ordinary Shares amounting to	21.78	17.42
Tax on Dividend	7.23	2.96
Leaving a balance to be carried forward	<u>438.05</u>	<u>304.61</u>

### PERFORMANCE AND STATE OF COMPANY'S AFFAIRS

Your Company has completed another year of excellent performance by achieving an impressive turnover of Rs.1207.28 Crores (net of discount and rebates Rs. 1111.28 Crores) as compared to Rs.1154.91 Crores (net of discount and rebates Rs. 1065.90 Crores) in the previous year, an increase of 4.53%. Notwithstanding the slowdown in the economy and continued fierce competition from various players in the industry, the increase in sales could be possible through adoption of aggressive marketing strategies and continued focus on the premium segment. The Profit before Tax at Rs. 243.41 Crores was substantially higher than that

recorded in the previous year of Rs.103.76 Crores primarily on account of adjustment of the following exceptional items:

- i. Rs.107.39 Crores representing profit on transfer of business as Slump Sale to Joint Venture Company (JVC) promoted with JX Nippon Oil & Energy Corporation, Japan (JXNOE);
- ii. Rs.12.75 Crores representing profit on sale of property at Royapuram, Chennai;
- iii. Rs. 30.20 Crores representing depreciation written back in view of change of depreciation method.

As such, during 2014-15, the Company achieved an operating Profit before Tax of Rs. 93.07 Crores, even though the business relating to 'ENEOS' range of products had been transferred to the newly formed JVC viz. JX Nippon TWO Lubricants India Pvt. Ltd. (JXTL) during the year under review. This profit could be achieved through rationalization of pricing structure, adoption of austerity measures and optimum procurement of raw materials. Nonetheless, the overall lubricant industry sales volume remained stagnant due to use of better quality fuels, advanced engine design, long drain lubes and lower sump capacity.

Good brand equity of the Company's products has helped the Company in achieving brand loyalty in niche market segments even in such a competitive market. Brand building effort remained a major focus area during the year which your company addressed by adopting a more customer-oriented approach, executing extensive campaigns on the electronic media and undertaking elaborate field level activities. The 'baazar' segment also remained one of the main focal points during the year and tie-up with the leading Original Equipment Manufacturers (OEMs) also helped in extending the product line of the Company and increase its presence in new markets.

The Company's Plants at Silvassa, Turbhe, Oragadam, Faridabad and Ramkrishnapur continue to be accredited under ISO 9001:2008 quality standards. The Silvassa and Oragadam Plants had obtained accreditation under ISO 14001:2004 for environmental standards. The support provided by the Company's accredited R&D Centers has immensely helped in improving the quality of products and upgrading product formulation.

The Company's products primarily marketed under the 'VEEDOL' brand name are well established and accepted in the industry for their quality and range.

On 21st July, 2014, the Company signed an agreement with JXNOE to form a JVC viz. JXTL, wherein your Company and JXNOE have 50:50 stake. On and from commencement of operations of JXTL, marketing of the 'ENEOS' brand of products has been undertaken by the new JVC. The production facilities, warehousing, logistic and other ancillary support are extended by your Company to the JVC. Details of performance of this joint venture are stated in the later part of the report.

#### **BRAND 'VEEDOL'**

With the acquisition of Veedol International Limited, the Company got the global rights to a wide portfolio of registered trademarks for the master brand 'VEEDOL' as well as its associate product sub-brands and iconic logos. The Company has exploited this opportunity for marketing lubricants under the 'VEEDOL' brand in various geographies around the world.

#### **INTERNATIONAL OPERATIONS**

The Company has floated two wholly owned subsidiaries viz. Veedol International DMCC, Dubai and Veedol International BV, Netherlands to cater to the Middle East Asian Region and Europe, respectively.

Veedol Deutschland GmbH has been incorporated as a 100% subsidiary of Veedol International BV to relaunch the brand in Germany, Austria and Switzerland.

Further during the year, Veedol International Americas Inc has also been floated as a wholly owned subsidiary of Veedol International Limited, UK. This shall relaunch Veedol in Andean region of South America.

Veedol International Limited has also licensed the Veedol brand to a licensee in North America and another licensee in Bangladesh for sales thereat.

#### **WIND ENERGY BUSINESS**

During the year 2014-15, the revenue generated from the Wind Energy Project amounted to Rs.1.60 Crores. The Company produces enough clean energy to offset its electricity consumption from fossil fuel sources. The sector is poised to provide adequate returns and continue to generate cash profits over the years.

#### **DIVIDEND**

In view of improved financial results, your Directors have the pleasure in recommending a final Dividend of 2500% (Rs. 250.00 per ordinary share) on the Ordinary Shares for the financial year 2014-15 as against 2000% (Rs. 200.00 per ordinary share) for the previous year to the equity shareholders of the Company. In view of improved operations, the Directors at its 298th Meeting held on 3rd November 2014 declared interim dividend of 1000% (Rs.100.00 per ordinary share) involving a total dividend outflow of Rs.8.71 Crores. The same was distributed to the Shareholders on 1st December, 2014. The final dividend is in addition to the interim dividend, as already distributed.

#### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s) in India is presented in a separate section forming part of the Annual Report as Annexure I.

#### **CORPORATE GOVERNANCE**

Your Directors affirm their commitment to good Corporate Governance practices. The report on Corporate Governance as per the requirement of the Listing Agreement with the Stock Exchange(s) together with a certificate from the Statutory Auditors of the Company and declaration by the Managing Director forms part of this report.

#### **SUBSIDIARY COMPANIES**

On acquisition of 100% shares, Veedol International Limited had become a wholly owned subsidiary of the Company with effect from October, 2011. Further to explore possibilities of marketing the products under 'Veedol' brand in the Middle East Asian markets, your Company had floated another wholly owned subsidiary under the name Veedol International DMCC at Dubai, UAE.

With a view to cater to the European markets (excepting the DACH region), the Company had set up another wholly owned subsidiary viz. Veedol International BV, having its office at Amsterdam, Netherlands.

As the 'Veedol' brand enjoys considerable brand equity in the DACH region, Veedol Deutschland GmbH had been set up as a 100% subsidiary of Veedol

International BV. Veedol Deutschland GmbH had initiated its marketing operations for the DACH region and the same operates from Hamburg, Germany.

Veedol International Americas Inc. has been incorporated during the year as a 100% subsidiary of Veedol International Limited. Veedol International Americas Inc. will market Veedol products in the Andean region of South America. This Company operates from Ontario, Canada.

The Statement of Accounts along with the Report of the Board of Directors and Auditors relating to your Company's Overseas Subsidiaries viz., Veedol International Limited, Veedol International DMCC and Veedol International BV for the financial year 2014-15 are not annexed. Shareholders, who wish to have a copy of the full Report and Accounts of the aforesaid subsidiary companies, will be provided the same, on receipt of a written request. These documents will also be available for inspection by any shareholder at the Registered Office of the Company and the concerned subsidiary companies during business hours on all working days.

#### **PERFORMANCE OF SUBSIDIARIES AND JOINT VENTURE COMPANIES AS PER RULE 8(1) OF THE COMPANIES (ACCOUNTS) RULES, 2014**

A report on the performance and the financial position of each of the Subsidiaries and Joint Venture Companies as per the Companies Act, 2013 is annexed to the Consolidated Financial Statement and hence not repeated here for the sake of brevity.

The policy for determining material subsidiaries, as approved may be referred to, at the official website of the Company at the weblink [www.tidewaterindia.com/pdf/Material-Subsidiary-Policy.pdf](http://www.tidewaterindia.com/pdf/Material-Subsidiary-Policy.pdf).

#### **CONSOLIDATED FINANCIAL STATEMENT**

The Consolidated Financial Statements have been prepared in accordance with the principles and procedures for the preparation and presentation of Consolidated Accounts as set out in the Accounting Standards (AS 21) on Consolidated Financial Statements notified by the Companies' Accounting Standard Rules, 2006, (as amended). The Audited Consolidated Financial Statement together with Auditors' Report forms part of the Annual Report.

The group recorded a Consolidated Profit before Tax of Rs. 232.12 Crores for the financial year 2014-15 as

compared to Rs. 100.22 Crores, as achieved in the preceding year.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with the proper explanation relating to material departures, if any;
- ii. The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors had prepared the annual accounts on a going concern basis;
- v. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and
- vi. The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Particulars of loan given, investment made and guarantee given alongwith the purpose for which the loan or guarantee is proposed to be utilized by the recipient is provided in the financial statement (Please refer Note No. 10, 11, 22.1 and 22.8 to the standalone financial statement).

## **TRANSFER OF AMOUNTS TO INVESTOR EDUCATION & PROTECTION FUND**

Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, relevant amounts which remained unpaid or unclaimed for a period of seven years have been transferred by the Company, from time to time on due dates, to the Investor Education and Protection Fund.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 29th August, 2014 (date of last AGM) on the Company's website ([www.tidewaterindia.com](http://www.tidewaterindia.com)), as also on the Ministry of Corporate Affairs' website.

## **CORPORATE WEBSITE**

The website of your company, [www.tidewaterindia.com](http://www.tidewaterindia.com) carries a comprehensive database of information of interest to the stakeholders including the corporate profile, information with regard to products, plants and various depots, financial performance of your Company and others.

## **CHANGE IN THE NATURE OF BUSINESS**

There has been no change in the nature of business, during the period under review.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There has been no material change(s) and commitment(s) affecting the financial position of the Company, during the period under review.

## **REPORTABLE FRAUDS**

No fraud has been reported by the auditors under Section 143(12) of the Companies Act, 2013, during the period under review.

## **DIRECTORS**

Shri Sunil Munshi has been appointed as Additional Director with effect from 3rd November, 2014. He will hold office upto the date of the ensuing Annual General Meeting and is eligible for re-appointment. The

Company has received notice under Section 160 of the Companies Act, 2013 proposing his appointment as Director.

In accordance with the provisions of Section 152(6)(c) of the Companies Act, 2013 and your Company's Articles of Association, Shri S. Das, Director retires by rotation and is eligible for re-appointment.

On recommendation of the Nomination and Remuneration Committee, the Board on 3rd November, 2014 and 7th April, 2015 appointed Shri S. Sundareshan and Ms. Nayantara Palchoudhuri, respectively as Independent Directors designated as Additional Directors for a period of 3 years with effect from their respective date of appointment. However, being Additional Directors, they will hold office upto the date of the ensuing Annual General Meeting and are eligible for appointment for specified period(s), on approval of the shareholders. The Company has received notices under Section 160 of the Companies Act, 2013 proposing their appointment as Directors.

Appropriate resolutions seeking appointment of Shri S. Sundareshan, Shri Sunil Munshi and Ms. Nayantara Palchoudhuri as Directors are appearing in the Notice convening the 92nd Annual General Meeting of the Company. Brief resume / details relating to Shri S. Das, Shri S. Sundareshan, Shri Sunil Munshi and Ms. Nayantara Palchoudhuri are furnished in the said notice.

Shri S. Swaminathan resigned from the Board of Directors of the Company with effect from 3rd November, 2014 in view of envisaged paucity of adequate time as deemed necessary for effective discharge of his duties as a Director of the Company. The same has been noted by the Board at its 298th meeting held on 3rd November, 2014. The Board of Directors also placed on record the valued guidance received from him during his tenure of directorship in the Company.

Pursuant to Clause 49 it is disclosed that no Directors share any relationship inter-se.

## **DECLARATIONS BY THE INDEPENDENT DIRECTORS**

All Independent Directors have given declarations to the Company stating their independence pursuant to Section 149 of the Companies Act, 2013 and the same have been noted by the Board as and when such Directors were appointed.

## **POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION**

Section 178 of the Companies Act, 2013, is applicable to the Company. The Company appoints Independent Directors, being persons having rich experience and domain knowledge, to serve on the Board. Independent Directors are initially appointed by the Board on recommendation of the Nomination & Remuneration Committee. Non-Executive Directors are appointed by the Board from time to time, subject to approval of the shareholders. Executive Director(s) are appointed based on their performance and their contribution towards the Company. Appointment(s) of all Directors are formalized on approval of the shareholders.

The Company has framed a Remuneration Policy, in relation to remuneration of Directors, Key Managerial Personnel, Senior Management and other employees, as recommended by the Nomination & Remuneration Committee of the Board of Directors. The same, inter-alia contains matters stated under Section 178 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement, as revised. The details of such policy i.e. summary, web link, etc. have been furnished in the Corporate Governance Report forming part of this Annual Report.

The Remuneration Policy, as framed, is enclosed with the Directors' Report as Annexure II.

Shri R. N. Ghosal, Managing Director does not receive any remuneration from any other subsidiary company. This may be deemed to be a disclosure as required under Section 197(14) of the Companies Act, 2013.

A statement indicating manner in which annual evaluation of the Board (including Committees) and individual Directors is carried out has been provided separately in this report.

Necessary disclosure as required under Schedule V has been provided under Corporate Governance report in relation to remuneration of Shri R. N. Ghosal, Managing Director.

## **ANNUAL EVALUATION OF BOARD'S PERFORMANCE**

In compliance with the Companies Act, 2013 and Clause 49 of the Listing Agreement, the performance evaluation of the Board was carried out during the year under review. The Board Evaluation and Diversity Policy has been framed by the Company for this purpose

establishing, inter-alia, qualifications, positive attributes, independence of Directors and determination of criteria based on which such evaluation is required to be carried out. Separate meetings of Independent Directors were held on 4th February, 2015 and 7th April, 2015 wherein the said policy was approved and required evaluation was carried out in terms thereof. More details on the same are given in the Corporate Governance Report.

## **CORPORATE SOCIAL RESPONSIBILITY**

The Company recognizes that its operations impact a wide community of stakeholders, including investors, employees, customers, business associates and local communities and that appropriate attention to the fulfillment of these social responsibilities can enhance overall performance.

The Board of Directors of the Company, in this regard, has devised a Corporate Social Responsibility (CSR) Policy which, inter-alia states mode of constitution of CSR Committee, activities which can be undertaken, mode of implementation, quantum of investment, etc. The same is available on the Company's website at the weblink [www.tidewaterindia.com/pdf/CSR-Policy.pdf](http://www.tidewaterindia.com/pdf/CSR-Policy.pdf). The said policy is also enclosed with the Directors' Report as Annexure III. Imparting of training to mechanics / garage owners for skill development by way of setting up an auto-mechanic school had been identified as a CSR activity being covered under Schedule VII of the Companies Act, 2013.

The CSR Committee has also been constituted by the Board, which as on 31st March, 2015 comprises of Shri A. Mukherjee, as Chairman, Shri R. N. Ghosal and Shri S. Das. The Committee met twice during the year on 4th April, 2014 and 27th May, 2014 to finalize the CSR Policy, identify CSR activities, etc. During the year the Company has appointed an organization viz. Utkarsh for setting up the school, referred above.

The details in relation to CSR reporting as required under Rule 8 of Companies (CSR Policy) Rules, 2014 is enclosed with this report as Annexure IV.

Other relevant details in relation to CSR Committee, such as terms of reference of the CSR Committee, number and dates of meetings held and attendance of the Directors are given separately in the attached Corporate Governance Report.

## **VIGIL MECHANISM**

Fraud-free and corruption-free work culture has been core to the Company. In view of the potential risk of



fraud and corruption due to rapid growth and geographical spread of operations, the Company has put even greater emphasis to address this risk.

To meet this objective, a Vigil Mechanism Policy akin to Whistle Blower Policy has been laid down. More details about the policy are given in the Corporate Governance Report.

## **RISK MANAGEMENT**

The Company has identified various risks faced by it from different areas. As required under Clause 49 of the Standard Listing Agreement with the Stock Exchange(s), the Board has adopted a Risk Management Plan for the Company which includes inter-alia identification of elements of risks which may threaten the existence of the Company. Structures are present so that risks are inherently monitored and controlled.

Relevant details of the Risk Management Plan including implementation thereof and the Risk Management Committee have been furnished under the Corporate Governance Report.

## **FIRE AT AHMEDABAD DEPOT**

On 9th April, 2015 a fire occurred at the third party consignment depot of the Company at Ahmedabad, Gujarat. Stock of lubricants worth Rs. 1.35 Crores, approximately had been damaged. The entire stock was covered by insurance and process of claim recovery is underway. To restore normalcy of operations, the Company initiated steps for making interim supply of goods from other depots in Gujarat.

Other than above, there were no other material changes and commitments, affecting the financial positions of the Company which have occurred between 1st April, 2015 and the date of this report.

## **EMPLOYEE WELFARE SCHEME & TRUST**

In terms of the approval of the shareholders dated 2nd March, 2011, your Company implemented Tide Water Oil Co. (India) Ltd. Employee Welfare Scheme for granting / allotting options to the eligible employees of the company through Tide Water Oil Co. (India) Ltd. Employee Welfare Trust. With the promulgation of Securities & Exchange Board of India (Share Based Employee Benefit) Regulations, 2014, the Board of Directors of the Company vide their resolution dated

7th April, 2015, proposed to align the existing scheme and the provisions of the existing Trust, with that of the said Regulation. As the amended scheme will come into effect on and from the date of approval by the shareholders, to be obtained later, no disclosure is made in this report and in accompanying financial statements, which are specifically, required for Employee Stock Option Schemes, framed under Guidelines / Regulations as promulgated by Securities Exchange Board of India, in this regard.

## **FURTHER DISCLOSURES UNDER THE COMPANIES ACT, 2013**

### **i. Extract of the Annual Return**

The extract of the Annual Return is enclosed as Annexure - V.

### **ii. Number of Board Meetings**

There were 5 (Five) meetings of the Board of Directors held during the year 2014-15 on 4th April, 2014, 27th May, 2014, 11th August, 2014, 3rd November, 2014 and 4th February, 2015. The details of attendance of the Directors in the said Board Meetings have been furnished in the Corporate Governance Report. Details of Committee meetings held during 2014-15 and attendance thereof by each Director is also furnished in the said Corporate Governance Report.

### **iii. Changes in Share Capital**

The paid up equity share capital as on 31st March, 2015 was Rs. 0.87 Crores divided into 8,71,200 ordinary shares of Rs. 10/- each, fully paid up. During the year the Company has not issued any ordinary shares nor shares with differential voting rights nor granted stock options nor sweat equity. As on 31st March, 2015 none of the Directors of the Company hold shares or convertible instruments of the Company.

### **iv. Composition of Audit Committee**

The Board has constituted the Audit Committee which comprises of Shri A. Mukherjee as the Chairman, Shri S. Sundareshan, Shri S. Roy Choudhury, Shri R. K. Singh and Shri S. Das. All recommendations of the Audit Committee have been accepted by the Board of Directors.

More details on the Committee are given in the Corporate Governance Report.

## v. Related Party Transactions

During the year 2014-15, the Company entered into transactions, cumulative value whereof amounts to Rs. 101.58 Crores with Standard Greases and Specialities Private Limited which exceeds the threshold limit stated under Clause 49 of the revised Listing Agreement. However, the same is within the threshold limit as stated under Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014. There were no other materially significant related party transactions with Promoters, Directors or the Management, their Subsidiaries or relatives, etc. during the year that may have potential conflict with the interest of the Company at large. As such, all related party transactions are entered on arm's length basis, in ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 read with relevant provisions of the revised Listing Agreement. As there were no related party transactions during 2014-15, which were material in nature in terms of provisions of the Companies Act, 2013 and rules made thereunder, no disclosure is provided as required under Section 188(2) of the Companies Act, 2013.

All related party transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. While granting omnibus approval, the Company complied with the provisions of Clause 49 of the revised Listing Agreement with the Stock Exchange(s). Shareholders' sanction is also obtained for material related party transaction proposed to be entered into during the year.

The related party transaction policy for determining materiality of related party transaction and also on dealing with related parties is uploaded on the Company's website at the weblink [www.tidewaterindia.com/pdf/RELATED-PARTY-TRANSACTION-POLICY.pdf](http://www.tidewaterindia.com/pdf/RELATED-PARTY-TRANSACTION-POLICY.pdf). The details of the transactions with related party are provided in the accompanying financial statement. The details of the said policy and other relevant details have also been furnished in the Corporate Governance Report.

**DISCLOSURES UNDER RULE 8(5) OF COMPANIES (ACCOUNTS) RULES, 2014**

- i. Financial summary or highlights : As detailed under the heading 'Performance and State of Company's Affairs'
- ii. Change in the nature of business, if any : None
- iii. Details of Directors or Key Managerial Personnel (KMP), who were appointed or resigned during the year:
  - a. Director(s) appointed : Shri S. Sundareshan  
Shri S. Roy Choudhury  
Shri Sunil Munshi  
Ms. N. Palchoudhuri
  - b. Director(s) resigned : Shri S. Swaminathan
  - c. Change in KMPs : None
- iv. Names of Companies which have become or ceased to be Subsidiaries, Joint Venture Companies or Associate Companies during the year
  - a. Subsidiaries : Veedol International Americas Inc. (VIA) has been floated as a step-down subsidiary of the Company. All shares of VIA are held by Veedol International Limited, UK.  
  
Other than above, there has been no change in the subsidiaries during the year 2014-15.
  - b. Joint Venture Company (JVC) : JX Nippon TWO Lubricants India Pvt. Ltd. (JXTL) has been incorporated on 8th August, 2014. 50% of the shares of JXTL are held by Tide Water Oil Co. (India) Ltd.  
  
Other than this, there has been no change in JVC during the year 2014-15.
  - c. Associate Companies: There are no Associate Companies, in terms of the provisions of the Companies Act, 2013.
- v. Details relating to deposits: There were no fixed deposits of the Company from the public, outstanding at the end of the financial year.  
  
No fixed deposit has been accepted during the year and as such, there is no default in repayment of the said deposits.
- vi. There has not been any deposit, which is not in compliance with the requirements of Chapter V of the Companies Act, 2013.

vii. No significant and material orders have been passed by any regulator(s) or Court(s) or Tribunal(s) impacting the going concern status and Company's operations in future.

viii. Adequacy of Internal Financial Control: Your Company has an adequate system of internal control procedure as commensurate with the size and nature of business, which ensures that all assets are safeguarded and protected against loss and all transactions are recorded and reported correctly.

The internal control system of the Company is monitored and evaluated by Internal Auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors. The observations and comments of the Audit Committee are placed before the Board for reference.

The scope of Internal Audit includes audit of Purchase Policy, Sales Promotion Expenditure and Incentive Scheme, Debtors and Creditors Policy, Inventory Policy, VAT and Cenvat matters and others, which are also considered by the Statutory Auditors while conducting audit of the Annual Financial Statements.

#### **DISCLOSURE AS PER RULE 5(1) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The disclosure as required under Rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is enclosed with this report as Annexure VI.

Your company has not paid any remuneration attracting the provisions of Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. Hence, no information is required to be appended to this report, in this regard.

#### **AUDITOR & AUDITOR'S REPORT**

M/s. Ray & Ray, Chartered Accountants, retire as Auditors of your Company at the conclusion of the 92nd Annual General Meeting and being eligible, offer themselves for re-appointment. Members are requested to consider their re-appointment for financial year ending 31st March, 2016 and authorize the Board of Directors to decide on their remuneration.

The Auditors vide their report dated 30th May, 2015 have qualified with regard to diminution, if any, in the value of quoted investment of Rs.0.41 Crores, held by

the Company in Webfil Limited. Your Board of Directors do not consider this diminution as permanent, hence the same has not been provided for in the accounts for the year 2014-15.

A statement detailing significant Accounting Policies of the Company is annexed to the Accounts.

#### **SECRETARIAL AUDIT**

A Secretarial Audit was conducted during the year 2014-15 by the Secretarial Auditor, Shri Manoj Prasad Shaw of M/s. Manoj Prasad Shaw & Co., Practising Company Secretaries, in accordance with the provisions of Section 204 of the Companies Act, 2013. The Secretarial Auditor's Report is attached as Annexure VII and forms a part of this report of Directors. There are no qualifications made by the Secretarial Auditor in his Report. However, in terms of the said report it has been observed that the Company has not appointed 'Woman Director' pursuant to Section 149(1) of the Companies Act, 2013 and Clause 49(II)(A)(1) of the Listing Agreement, during the year.

Your Directors state that, the Company took all reasonable steps, as deemed necessary, for effecting the said appointment before expiry of the prescribed time. However, in view of involvement of procedural intricacies, the concerned appointment could be formalized only on 7th April, 2015.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

##### **A. CONSERVATION OF ENERGY**

##### **1. Steps taken or impact on conservation of energy**

Energy conservation during the financial year has accrued as a result of the following steps taken at various locations of the Company.

##### **Silvassa**

- i) Old traditional copper blast chokes were replaced with electronic blast chokes which resulted in reduction of power consumption upto 900 units per year.
- ii) Traditional fluorescent 72 watt and 36 watt tube lights in office area were replaced with 36 watt and 18 watt EELED lights, respectively saving electric consumption to the extent of 5508 units per year.

**Turbhe**

Modification made in the unscrambler belt to feed bottles directly on rotating disc resulted in decrease of power consumption upto 900 units per year.

**Oragadam**

- i) VFD was installed for Filling Machine-FM-103 Conveyor motor to control the speed drive, according to requirement, leading to energy saving.
  - ii) Four new Air-Conditioner were procured with 4-star rating for energy saving
  - iii) One old street light was replaced with LED Light, for energy saving.
2. Steps taken by the Company for utilising alternate sources of energy  
None in particular
  3. Capital investment on energy conservation equipments  
None in particular

**B. TECHNOLOGY ABSORPTION**

1. Efforts made towards technology absorption  
  
The Company had a technical collaboration agreement with JX Nippon Oil & Energy Corporation (formerly Nippon Oil Corporation), Japan, for manufacturing hi - tech lubricants. The product formulations received from collaborator have been utilized for manufacture of such products during part of the year.  
  
After formation of the Joint Venture Company (JVC) viz. JX Nippon TWO Lubricants India Private Limited (JXTL), the technical collaboration has ceased to have effect. Now product formulations are provided by JXTL to your Company, which is utilized to manufacture products for the JVC.
2. Benefits derived  
  
With the absorption and adoption of above technical know - how, the Company has been able to produce quality products in India, specially for the Japanese OEM Segment.

**3. Information regarding imported technology**

- i. Technology imported for part of the year from JX Nippon Oil & Energy Corporation (formerly Nippon Oil Corporation), Japan for manufacture of hi-tech lubricants.
- ii. Year of import: 1993 - 94 (agreement renewed last in 2013-14 for 1 year)
- iii. Technology has been partially absorbed.
- iv. Reasons for partial absorption: Manufacturing process followed does not require full absorption of imported technology.

**4. Expenditure incurred on Research and Development**

a. Capital	Rs. 0.56 Crores (last year Rs. 0.14 Crores)
b. Recurring	Rs. 1.36 Crores (last year Rs. 1.28 Crores)
c. Total	Rs. 1.92 Crores (last year Rs. 1.42 Crores)
d. Total R&D Expenditure as percentage of total turnover	0.16% (last year 0.12 %)

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange earnings during the year under review was Rs.1.01 Crores (last year Rs. 0.53 Crores) while Foreign Exchange outgo was Rs. 199.65 Crores (last year Rs. 176.34 Crores).

**ACKNOWLEDGEMENT**

The Board of Directors would like to place on record their appreciation of the support and assistance received from the Government of India and the State Government. The Directors are thankful to the Company's Bankers / Shareholders / all other Stakeholders and the esteemed customers for their continued support.

The Board deeply appreciates the commitment and the invaluable contribution of all the employees towards the satisfactory performance of your Company.

Kolkata  
30th May, 2015

On behalf of the Board  
**Kallol Datta**  
Chairman

## ANNEXURE I

### MANAGEMENT DISCUSSION & ANALYSIS REPORT

#### Industry Structure and Development

The Indian economy showed signs of recovery from that of the last year. Inflation started dropping, thereby creating positive drivers for all round economic growth. However, the lubricant industry faced many strong headwinds affecting the demand and supply drivers during the year. The business environment continued to remain volatile as foreign exchange uncertainty continued to have adverse impact on cost of goods despite softening of crude prices. Further, with the advent of new age engines, the lubricant industry has also undergone substantial change. Though the demand for high quality lubes are on the rise but the overall quantity requirement has dropped. With the change in consumption patterns, focus is now on various marketing drivers such as fuel economy improvement, engine protection and long engine life, etc. While increase of passenger cars and motorcycles, on-highway and off-highway fleets continue to have a positive effect but the growth of the lubricant industry is expected to be muted in view of the said technology upgradation. Nonetheless, with the increase in income levels, and advent of global automobile manufacturers in the Indian market, the demand conditions are envisaged to improve. In spite of these constraints, your Company with its well-diversified basket of products, strong brand recognition and wide distribution network is well-equipped to perform steadily in the coming years. Further, acquisition of Veedol International Limited bestowed competitive edge unfolding promising opportunities globally.

#### Opportunities and Threats

With increasing environmental concerns and need for high quality lubricants to improve fuel economy, the demand for premium lubricants is gaining momentum. Further, the economic growth is expected to stimulate demand and have a positive impact on the overall lubricant industry. With the increase in personal mobility, requirement of vehicle fluids is envisaged to be on the rise. To cater to such industry demand, the company has a wide range of excellent products in different segments under its umbrella brand 'VEEDOL'. This is supported by an elaborate and extensive network of dedicated distributors, dealers and consignment depots across the country. The Company's various other sub-brands such as Prima, Turbo and Take Off have also been able to create goodwill in the market for their quality.

The various programmes with dealers and retailers have strengthened the marketing and distributing network of the Company.

However, with the increasing spread of new generation engine and constant technology upgradation, the volume growth in the industry is expected to remain sluggish.

#### Segment Wise Performance

The Company is a single segment company as mentioned in Note 22.16 of the Accounts.

#### Outlook

With regard to the current year, your Directors expect the Company to continue its satisfactory performance as in the previous year. Given your Company's brand salience, sound R&D set up, innovative business plan and wide distribution network, it is expected to meet the expectation of the stakeholders in times to come.

With an overall growth in the Indian economy, the growth in lubricating industry is expected to remain healthy. Accordingly, it is anticipated that the Company will continue to grow in future.

Additionally, in view of acquisition of Veedol International Limited, your Company is well-poised to explore and exploit global opportunities.

However, aggressive pricing strategy by the competitors in an attempt to gain market share and commoditization of products in the premium segments will continue to have an impact on overall industry margin.

### **Risks & Concerns**

Apart from normal risks applicable to an industrial undertaking, the Company does not foresee any serious area of concern.

### **Internal Control System**

The Company has proper and adequate system of internal control.

### **Financial Performance**

The details of financial performance of the Company are appearing in the Balance Sheet and the Profit & Loss Account for the year. During the year, the profit has increased by 134.59%.

### **Human Resources**

During the year, employer / employee relationships remained cordial.

Kolkata  
30th May, 2015

On behalf of the Board  
**Kallol Datta**  
Chairman

## ANNEXURE II

### REMUNERATION POLICY

Tide Water Oil Co. (India) Ltd. ("Company") has constituted a Nomination and Remuneration Committee ("Committee") at its Board meeting held on 4th April, 2014 as per the terms and conditions provided in Section 178 of the Companies Act, 2013 and Clause 49(IV)(B) of the Standard Listing Agreement, entered into by the Company with Stock Exchange(s), as amended from time to time. As per the referred provisions, the Company is required to frame a policy on remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel and other employees of the Company.

#### 1. Objective of the Policy

The policy is framed with the objective(s) stated hereinbelow :

- i) Whether based on the Company's size and financial position, the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- ii) Whether relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iii) Whether remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

#### 2. Applicability

This policy is applicable to :

- i) Directors viz. Executive, Non-Executive and Independent
- ii) Key Managerial Personnel (KMP)
- iii) Senior Management Personnel
- iv) Other Employees of the Company

#### 3. Matters relating to the remuneration, perquisites for the Whole-time / Executive / Managing Director

- i) The remuneration / compensation / profit-linked commission, etc. to the Whole-time / Executive / Managing Directors will be recommended by the Committee and approved by the Board of Directors. In the event, the same requires shareholders' sanction, the same shall be suitably obtained. The remuneration / compensation / profit-linked commission, etc. shall be in accordance with the provisions laid in the Companies Act, 2013 and shall be subject to such approval, as stated therein.
- ii) If in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director / Executive / Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the previous approval of the Central Government.

- iii) Increments to the Whole-time Director / Executive / Managing Director shall be within the slabs approved by the shareholders. Increments will be effective from 1st April in respect of a Whole-time Director / Executive / Managing Director as well as in respect of other employees of the Company, unless otherwise decided.

#### **4. Remuneration to Non-Executive / Independent Director**

The Non-Executive / Independent Directors of the Company shall be paid sitting fees as per the limit sanctioned by the Board, from time to time, subject to applicable Regulations. The Non-Executive / Independent Directors, may also be paid Commission, within the limits as stated under the Companies Act, 2013 or any other relevant statutes, agreement, etc., as amended from time to time, on sales achieved by the Company, subject to such approvals, as may be statutorily required.

#### **5. Stock Options**

Non-Executive Directors shall not be entitled to any stock option of the Company.

#### **6. Remuneration to KMP, Senior Management Personnel and Other Employees**

The KMP, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's policies. The breakup of the pay scale and quantum of perquisites including, employer's contribution to Provident Fund, Pension Scheme, etc. shall be as per the Company's policies.

If the remuneration of KMPs or any other officer is to be specifically approved by the Committee and / or the Board of Directors, under any statutes, such approval shall be accordingly procured.

This Remuneration Policy shall apply to all future / continuing employment with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board. Any departure from the policy shall be recorded and reasoned in the Committee and Board Meeting minutes. The Board reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever.

#### **7. Interpretation**

Words / phrases used in the Policy shall, in absence of anything contrary specified hereinabove, carry the same meaning as stated under the Companies Act, 2013 read with rules framed thereunder further read with relevant clause(s) contained in the Standard Listing Agreement as entered with the Stock Exchange(s) and as amended from time to time.



## ANNEXURE III

### CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

#### 1. Concept

Corporate Social Responsibility is strongly connected with the principles of Sustainability. An organization should make decisions based not only on financial factors, but also on the social and environmental consequences. Therefore, it is the core corporate responsibility of Tide Water Oil Company (India) Ltd. (TWO) to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

#### 2. Effective Date

This policy will come into force with effect from 1st April, 2014

#### 3. CSR Committee

- i. The Board of Directors of the Company shall constitute a Corporate Social Responsibility Committee (CSR Committee) of the Board consisting of three or more directors, out of which at least one shall be an Independent Director.
- ii. The Committee, referred above, shall
  - a. Formulate and recommend to the Board the CSR Policy and any amendments thereof;
  - b. Recommend the amount of expenditure to be incurred on the activities, as per CSR Policy;
  - c. Be responsible for implementation and monitoring of CSR projects or programmes or activities of the Company.
- iii. The CSR Committee shall meet as and when deemed necessary.
- iv. Quorum of meeting of CSR Committee shall be one third of the total strength or two members, whichever is higher.
- v. The CSR Committee may invite Executives, Advisors, representatives of Social Organizations, Auditors of the Company and such other person (s) as it may consider necessary to attend the meetings of the committee.

#### 4. Activities and Implementation

- i. The scope of this policy will extend to activities as stated under Schedule VII of the Companies Act, 2013, as presently in force, including but not limited to imparting of training to identified persons for skill development. The scope of the policy to also include all additional and allied matters, as will be notified by Ministry of Corporate Affairs or such other body, as appointed / notified by Central or State Government, from time to time for this purpose.
- ii. The Board of Directors of the Company may on recommendation of the CSR Committee, determine / approve the projects or programmes or activities (identified project or programme or activity) to be

undertaken by the Company under CSR initiatives, from time to time. However, the Board shall ensure that the projects or programmes or activities undertaken are related and within the broad purview of the activities as stated under Schedule VII or any other relevant provision of the Companies Act, 2013.

- iii. The minimum eligibility criteria for any project or programme or activity and / or other incidental or ancillary matters, including but not limited to quantum of proposed expenditure, shall be finalized by the Board of Directors or any delegatee thereof, on recommendation of the CSR Committee.
- iv. The modalities of execution of CSR projects or programmes or activities and implementation thereof shall be determined by the Board of Directors or its Committee (excluding any Board Committee formed for some other specific purpose, however including but not limited to Committee of Directors) from time to time, upon recommendation of the CSR Committee.
- v. The CSR Committee shall frame rules or issue directives with regard to monitoring of the CSR projects or programmes or activities.
- vi. The CSR Committee may by resolution delegate or entrust any of the function, acts, deeds or things, etc. as may be required to be performed or complied by it, whether under Companies Act, 2013 or rules made thereunder or otherwise to any person, whether in employment of the Company or otherwise, and any such function, acts, deeds or things, etc. performed by such person pursuant to such resolution shall have effect, as if the same has been performed by the Committee itself.
- vii. The Board of Directors of the Company may on the recommendation of the CSR Committee, decide to undertake CSR projects or programmes or activities through a registered Trust or a registered Society or a Company or an Associate Company established by Tide Water Oil Company (India) Limited or otherwise (Implementing Agency). Provided that, in such case the provisions relating to Companies (Corporate Social Responsibility) Rules, 2014, are required to be complied with.
- viii. The Board of Directors may on recommendation of the CSR Committee decide to collaborate with other Companies for undertaking CSR projects or programmes or activities.
- ix. While undertaking CSR projects or programmes or activities preference shall be given to the local area or area of operation of the Company. Such area of operation for any identified project or programme or activity shall be finalized by the Board of Directors or any Committee thereof, upon recommendation of the CSR Committee.

## **5. Quantum of investment**

- i. The Company shall spend, in every financial year, at least 2% of the average net profits of the Company made during the immediately 3 preceeding financial years. Net profit in such case will have the meaning as stated under Rule 2(f) of the Companies (Corporate Social Responsibility) Rules, 2014.
- ii. CSR Expenditure shall include all expenditure including corpus for projects or programmes relating to CSR activities approved by the Board on recommendation of CSR Committee. However, the same will not include expenditure on any item not in conformity or in line with the activities stated under Schedule VII of the Companies Act, 2013.

- iii. CSR projects or programmes or activities undertaken in India only shall be considered as CSR Expenditure.
- iv. Projects or programmes or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities.
- v. Contribution of any amount directly or indirectly to any political party shall not be regarded as a CSR activity.
- vi. Any expenditure incurred for building CSR capacity, whether own or that of eligible Implementing Agency, shall not exceed five percent of total CSR Expenditure, in one particular financial year.
- vii. Surplus arising out of CSR projects or programmes or activities shall not form part of the business profit of the Company.
- viii. If the Company fails to spend, the amount stated hereinabove, then reason for not spending shall be stated in the Directors Report.

**Allied Matters**

- i. With regard to CSR activities, Boards Report to state such particulars as stated under Companies (Corporate Social Responsibility) Rules, 2014.
- ii. The Company shall display such particulars relating to CSR Policy and activities undertaken thereunder as stated under Companies (Corporate Social Responsibility) Rules, 2014.

## ANNEXURE IV

## CORPORATE SOCIAL RESPONSIBILITY (CSR) REPORT

1	A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.	<p>CSR activities at Tide Water Oil Co. (India) Ltd. (TWO) are carried out through Veedol Auto Mechanic Academy. The chain of automotive training academy being instituted by TWO under its Corporate Social Responsibility initiative for socio-economically weaker section of the society.</p> <p>The company has framed a CSR policy in compliance with the provisions of the Companies Act, 2013 which is provided in Annexure III. The same is placed on the company's website at the web-link <a href="http://www.tidewaterindia.com/pdf/CSR-Policy.pdf">www.tidewaterindia.com/pdf/CSR-Policy.pdf</a></p>
2	The composition of the CSR Committee	<p>1) Shri Ashim Mukherjee, Chairman</p> <p>2) Shri R. N. Ghosal, Member</p> <p>3) Shri Subir Das, Member</p>
3	Average net profit of the Company for last three financial years	Rs.94.72 Crores
4	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	Rs.1.89 Crores
5	Details of CSR spent during the financial year 1) Total amount to be spent for the financial year 2) Amount unspent, if any; 3) Manner in which the amount spent during the financial year	<p>1) The company has spent Rs. 0.57 Crores during 2014-15. The prescribed expenditure is stated above</p> <p>2) Rs.1.32 Crores</p> <p>3) The manner in which the amount spent is detailed under Note below:</p>
6	Reason for not spending the amount earmarked	The project started late i.e. in August, 2014
7	Statement from the CSR Committee	The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and policy of the Company.

## Note

CSR Project or activity identified	Sector in which the project is covered	Project or programme (1) Local area of other (2) Specify the State and district where project or programme was undertaken	Amount outlay (Budget) Project or programme wise	Amount spent on the project or programme Sub-heads : (1) Direct expenditure on project or programme (2) Overheads	Cumulative expenditure upto 31st March, 2015	Amount spent : Direct or through implementing agency
Veedol Auto Mechanic Academy	Promoting employment enhancing vocational skills in automotive sector	West Bengal/ Kolkata  Dadra & Nagar Haveli / Silvassa	Rs. 1.89 Crores	Rs. 0.57 Crores	Rs. 0.57 Crores	Spent through the CSR arm of the Company - Veedol Auto Mechanic Academy
Total			Rs. 1.89 Crores	Rs. 0.57 Crores	Rs. 0.57 Crores	

Sd/-  
R. N. Ghosal  
Managing Director

Sd/-  
A. Mukherjee  
Chairman - CSR Committee

**Form No. MGT - 9**  
**Extract of Annual Return**

as on the financial year ended on 31st March, 2015  
[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management and Administration) Rules, 2014 ]

**I. REGISTRATION AND OTHER DETAILS**

- i) CIN : L23209WB1921PLC004357
- ii) Registration Date : 26th October, 1921
- iii) Name of the Company : TIDE WATER OIL CO. (INDIA) LIMITED
- iv) Category / Sub-Category of the Company : Public Company / Limited By Shares
- v) Address of Registered Office and contact details : 'YULE HOUSE', 8, Dr. Rajendra Prasad Sarani,  
Kolkata 700001, West Bengal, INDIA  
Phone : +91 33 2242 8210 / 1086, Fax : +91 33 2242 1087  
Email : tidecal@tidewaterindia.co.in,  
Website : www.tidewaterindia.com
- vi) Whether Listed company : YES / ~~NO~~
- vii) Name, Address and contact details of Registrar and Transfer Agent : M/s MCS Share Transfer Agent Limited  
12/1/5, Manoharpukur Road, Kolkata 700 026, West Bengal, INDIA  
Phone : +91 33 4072 4051 Fax : +91 33 4072 4050  
Email : mcssta@rediffmail.com; helpdeskkol@mcsregistrars.com  
Website : www.mcsregistrars.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All business activities contributing 10% or more of the total turnover of the company shall be stated :

Sl. No	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Veedol (Lubricating Oil)	Manufacturing -19201; Selling - 4661(*)	100

(\*) The Company manufactures Veedol (Lubricating Oil) and sells it, which forms 100% of the turnover of the Company

**III. PARTICULARS OF SUBSIDIARY AND ASSOCIATE COMPANIES**

SL. No.	Name and address of the Company	CIN/GLN	Subsidiary / Associate	% of shares held	Applicable section
1	Veedol International Limited (VIL) 1 Royal Bank Place, Buchanan Street, Glasgow, G1 3AA, United Kingdom.	Registration No: SC054624	Subsidiary Company	100.00 in VIL	Section 2(87)(ii)
2	Veedol International DMCC (VID) Plot No. F3, Unit No. 601, Indigo Icon, Jumeirah Lakes Towers, P.O. Box No.117019 Dubai, United Arab Emirates	Registration No: DMCC 3002	Subsidiary Company	100.00 in VID	Section 2(87)(ii)
3	Veedol International BV (VIBV) Kabelweg 21, 1014BA, Amsterdam, The Netherlands	Registration No: 57181659	Subsidiary Company	100.00 in VIBV	Section 2(87)(ii)
4	Veedol Deutschland GmbH (VDG) Kurze Muhren 1, 20095 Hamburg, Germany	Registration No: HRB 130129	Subsidiary Company of Veedol International BV	All shares (100%) of VDG are held by VIBV	Section 2(87)(ii)(a)
5	Veedol International Americas Inc. (VIA) 3660, Hurontario Street, Suite 400 Mississauga, Ontario, Canada, L5B 3C4	Registration No: 676692	Subsidiary Company of Veedol International Limited	All shares (100%) of VIA are held by VIL	Section 2(87)(ii)(a)
6	JX Nippon TWO Lubricants India PVT. Ltd. (JXTL) Unit No:1003, 10th Floor,Vatika City Point, MG Road, Gurgaon, Haryana-122001	U74999HR2014PTC053015	Associate Company	50.00 in JXTL	Section 2(6)
7	Hooghly Printing Co. Ltd. 8, Dr. Rajendra Prasad Sarani Kolkata-700 001	U22219WB1922SGC004390	Subsidiary of Andrew Yule & Company Limited	NIL	As per Accounting Standard 18

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****(i) Category-wise Share Holding**

Category of Shareholders	No of shares held at the beginning of the year (As on 01.04.2014)				No of shares held at the end of the year (As on 31.03.2015)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual /HUF	—	—	—	—	—	—	—	—	—
b) Central Government	—	—	—	—	—	—	—	—	—
c) State Governments	—	—	—	—	—	—	—	—	—
d) Bodies Corporate	228390	—	228390	26.22	228390	—	228390	26.22	—
e) Banks /Financial Institutions	—	—	—	—	—	—	—	—	—
f) Any Other	—	—	—	—	—	—	—	—	—
Sub-total (A)(1)	228390	—	228390	26.22	228390	—	228390	26.22	—
(2) Foreign									
a) NRIs - Individuals	—	—	—	—	—	—	—	—	—
b) Other- Individuals	—	—	—	—	—	—	—	—	—
c) Bodies Corporates	—	—	—	—	—	—	—	—	—
d) Banks / Financial Institutions	—	—	—	—	—	—	—	—	—
e) Any Other	—	—	—	—	—	—	—	—	—
Sub-total (A)(2)	—	—	—	—	—	—	—	—	—
Total shareholding of Promoter (A) (A) = (A)(1) + (A)(2)	228390	—	228390	26.22	228390	—	228390	26.22	—
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds	—	—	—	—	—	—	—	—	—
b) Banks / Financial Institutions	184	400	584	0.07	745	400	1145	0.13	0.06
c) Central Government(s)	—	—	—	—	—	—	—	—	—
d) State Government(s)	—	—	—	—	—	—	—	—	—
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
f) Insurance Companies	96747	—	96747	11.11	96747	—	96747	11.11	—
g) Foreign Institutional Investors (FIIs)	—	—	—	—	—	—	—	—	—
h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
i) Others	—	—	—	—	—	—	—	—	—
Sub-total (B)(1)	96931	400	97331	11.18	97492	400	97892	11.24	0.06
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	307440	1320	308760	35.44	300822	1320	302142	34.68	(0.76)
ii) Overseas	13625	—	13625	1.56	7690	—	7690	0.88	(0.68)

Category of Shareholders	No of shares held at the beginning of the year (As on 01.04.2014)				No of shares held at the end of the year (As on 31.03.2015)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	166343	11592	177935	20.42	182909	9260	192169	22.06	1.64
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	20302	–	20302	2.33	18292	–	18292	2.10	(0.23)
c) Others									
Trust	24857	–	24857	2.85	24625	–	24625	2.82	(0.03)
Sub-total (B)(2)	532567	12912	545479	62.60	534338	10580	544918	62.54	(0.06)
Total Public Shareholding (B) (B) = (B)(1) + (B)(2)	629498	13312	642810	73.78	631830	10980	642810	73.78	–
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	–	–	–	–	–	–	–	–	–
<b>GRAND TOTAL (A+B+C)</b>	<b>857888</b>	<b>13312</b>	<b>871200</b>	<b>100</b>	<b>860220</b>	<b>10980</b>	<b>871200</b>	<b>100</b>	<b>–</b>

## (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2014)			Shareholding at the end of the year (As on 31.03.2015)			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	
1	Andrew Yule & Co. Limited	228390	26.22	Nil	228390	26.22	Nil	Nil
	<b>TOTAL</b>	<b>228390</b>	<b>26.22</b>	<b>Nil</b>	<b>228390</b>	<b>26.22</b>	<b>Nil</b>	<b>Nil</b>

## (iii) Change in Promoter's Shareholding (please specify if there is no change)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
No change in shareholding during the year					



TIDE WATER OIL CO. (INDIA), LTD.

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs ) (At the beginning of the year signifies 1.04.2014 and at the end of the year signifies 31.03.2015)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2014)		Cumulative Shareholding during the year (01.04.14 to 31.03.15)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Standard Greases and Specialities Pvt. Limited a) At the beginning of the Year b) Changes during the Year c) At the end of the year	202484	23.24 NO CHANGE DURING THE YEAR	202484	23.24
2	United India Insurance Co. Limited a) At the beginning of the Year b) Changes during the Year c) At the end of the year	59962	6.88 NO CHANGE DURING THE YEAR	59962	6.88
3	PQR Consultants Pvt. Limited a) At the beginning of the Year b) Changes during the Year c) At the end of the year	40200	4.61 NO CHANGE DURING THE YEAR	40200	4.61
4	Life Insurance Corporation of India a) At the beginning of the Year b) Changes during the Year c) At the end of the year	36785	4.22 NO CHANGE DURING THE YEAR	36785	4.22
5	Tide Water Oil Co. (I) Ltd. Employee Welfare Trust a) At the beginning of the Year b) Changes during the Year c) At the end of the year	21457	2.46 NO CHANGE DURING THE YEAR	21457	2.46
6	Pinkesh Ramesh Dutia a) At the beginning of the year b) Changes during the year Date Reason 19.09.2014 Sell 28.11.2014 Sell 13.03.2015 Sell 20.03.2015 Sell 27.03.2015 Sell 31.03.2015 Sell c) At the end of the year	20302  32 110 629 9 1156 74	2.33  0 0.01 0.07 0 0.14 0.01	  20270 20160 19531 19522 18366 18292 18292	  2.33 2.32 2.25 2.25 2.11 2.10 2.10
7	Janus Consolidated Finance Pvt. Limited a) At the beginning of the year b) Changes during the year c) At the end of the year	14750	1.69 NO CHANGE DURING THE YEAR	14750	1.69

TIDE WATER OIL CO. (INDIA), LTD.

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2014)		Cumulative Shareholding during the year (01.04.14 to 31.03.15)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8	Steinberg India Emerging Opportunities Fund Limited				
	a) At the beginning of the year	11000	1.26		
	b) Changes during the year				
	Date Reason				
	11.04.2014 Buy	550	0.06	11550	1.32
	08.08.2014 Sell	1050	0.11	10500	1.21
	12.12.2014 Sell	600	0.07	9900	1.14
	19.12.2014 Sell	200	0.03	9700	1.11
	16.01.2015 Sell	667	0.07	9033	1.04
	06.02.2015 Sell	1033	0.12	8000	0.92
	20.02.2015 Sell	450	0.05	7550	0.87
	27.02.2015 Sell	70	0.01	7480	0.86
	c) At the end of the year			7480	0.86
9	Bakshu Securities And Broker Pvt. Limited				
	a) At the beginning of the year	9155	1.05		
	b) Changes during the year				
	Date Reason				
	04.04.2014 Sell	242	0.03	8913	1.02
	11.04.2014 Buy	250	0.03	9163	1.05
	02.05.2014 Buy	73	0.01	9236	1.06
	09.05.2014 Buy	117	0.02	9353	1.08
	16.05.2014 Buy	15	0	9368	1.08
	06.06.2014 Sell	437	0.05	8931	1.03
	13.06.2014 Buy	345	0.03	9276	1.06
	20.06.2014 Buy	1127	0.13	10403	1.19
	30.06.2014 Sell	1759	0.20	8644	0.99
	04.07.2014 Sell	21	0	8623	0.99
	11.07.2014 Buy	1050	0.12	9673	1.11
	18.07.2014 Buy	240	0.02	9913	1.13
	25.07.2014 Sell	16	0	9897	1.13
	01.08.2014 Buy	52	0.01	9949	1.14
	05.09.2014 Sell	163	0.02	9786	1.12
	19.09.2014 Sell	150	0.01	9636	1.11
	30.09.2014 Sell	2131	0.25	7505	0.86
	10.10.2014 Buy	856	0.10	8361	0.96
	07.11.2014 Sell	400	0.05	7961	0.91
	14.11.2014 Buy	150	0.02	8111	0.93
	21.11.2014 Sell	200	0.03	7911	0.90
	28.11.2014 Buy	282	0.01	8193	0.91
	05.12.2014 Sell	659	0.05	7534	0.86
	12.12.2014 Buy	533	0.07	8067	0.93
	19.12.2014 Buy	13	0	8080	0.93
	31.12.2014 Buy	36	0	8116	0.93
	09.01.2015 Buy	6	0	8122	0.93
	13.02.2015 Buy	982	0.11	9104	1.04
	20.02.2015 Buy	385	0.05	9489	1.09
	27.02.2015 Buy	174	0.02	9663	1.11
	06.03.2015 Buy	933	0.11	10596	1.22
	13.03.2015 Sell	962	0.11	9634	1.11
	20.03.2015 Sell	30	0	9604	1.11
	27.03.2015 Sell	403	0.05	9201	1.06
	31.03.2015 Sell	1914	0.22	7287	0.84
	c) At the end of the year			7287	0.84

TIDE WATER OIL CO. (INDIA), LTD.

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
10	Bakshu Property Pvt. Limited (*)				
	a) At the beginning of the year	7540	0.86		
	b) Changes during the year				
	Date Reason				
	20.06.2014 Sell	450	0.05	7090	0.81
	30.06.2014 Sell	1300	0.15	5790	0.66
	15.08.2014 Sell	5	0	5785	0.66
	05.09.2014 Sell	444	0.05	5341	0.61
	19.09.2014 Sell	1475	0.17	3866	0.44
	30.09.2014 Sell	200	0.02	3666	0.42
	07.11.2014 Sell	50	0	3616	0.42
	21.11.2014 Sell	200	0.03	3416	0.39
	28.11.2014 Sell	150	0.02	3266	0.37
	05.12.2014 Sell	2173	0.24	1093	0.13
	12.12.2014 Sell	593	0.07	500	0.06
	09.01.2015 Buy	119	0.01	619	0.07
	13.02.2015 Sell	69	0.01	550	0.06
	13.03.2015 Buy	1450	0.17	2000	0.23
	31.03.2015 Buy	26	0	2026	0.23
	c) At the end of the year			2026	0.23
11	Paru Securities Pvt. Limited (**)				
	a) At the beginning of the year	6181	0.7		
	b) Changes during the year				
	Date Reason				
	30.09.2014 Buy	344	0.03	6525	0.74
	28.11.2014 Sell	50	0	6475	0.74
	06.02.2015 Sell	300	0.03	6175	0.7
	13.02.2015 Sell	631	0.07	5544	0.63
	20.02.2015 Sell	115	0.01	5429	0.62
	27.02.2015 Sell	425	0.05	5004	0.57
	06.03.2015 Sell	585	0.06	4844	0.55
	20.03.2015 Sell	534	0.06	4310	0.49
	c) At the end of the year			4310	0.49

(\*) Ceased to be in the list of top ten shareholders as on 31.03.2015. The same reflected above since the shareholder was one of the top ten shareholder as on 01.04.2014.

(\*\*) Not in the list of top ten shareholders as on 01.04.2014. The same is reflected above since the shareholders was one of the top ten shareholders as on 31.03.2015.

## (v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year (As on 01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Non-Executive Directos					
1	Shri K. Datta Chairman	—	—	—	—
2	Shri S. Sundareshan Director	—	—	—	—
3	Shri S. Roy Choudhury Director	—	—	—	—
4	Shri R. K. Singh Director	—	—	—	—
5	Shri Sunil Munshi Director	—	—	—	—
6	Shri S. Das Director	—	—	—	—
7	Shri A. Mukherjee Director	—	—	—	—
8	Ms. Nayantara Palchoudhuri Director	—	—	—	—
Executive Director					
1	Shri R. N. Ghosal Managing Director	—	—	—	—
Others					
1	Shri S. Basu Chief Financial Officer	—	—	—	—
2	Shri S. Ganguli Company Secretary	—	—	—	—

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year i.e. on 01.04.2014				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total ( i + ii + iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the Financial Year				
Addition	Nil	Nil	Nil	Nil
Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the Financial Year i.e. as on 31.03.2015				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total ( i + ii + iii)	Nil	Nil	Nil	Nil

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Shri R. N. Ghosal, Managing Director for the year 2014-15

Sl. No.	Particulars of Remuneration	Total Amount (Rs. in Lakhs)
1	Gross Salary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	19.05
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	4.31
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	—
2	Stock Option	—
3	Sweat Equity	—
4	Commission	6.00
	<b>TOTAL (A)</b>	<b>29.36</b>
	Ceiling as per the Companies Act, 2013	467.06

## B. Remuneration to other Directors :

Sl. No.	Particulars of Remuneration	Name of the Directors				Total Amount (Rs. in lakhs)
		<b>Shri Kallol Datta</b> (Rs. in lakhs)	<b>Shri Sunil Munshi</b> (Rs. in lakhs)	<b>Shri Subir Das</b> (Rs. in lakhs)	<b>Shri S. Swaminathan</b> (Rs. in lakhs)	
	<b>Non- Executive Directors</b>					
1	Fee for attending Board/ Committee meetings	0.61	0.38	1.15	0.39	2.53
2	Commission	—	—	—	—	—
3	Others	—	—	—	—	—
	<b>Total (1)</b>	<b>0.61</b>	<b>0.38</b>	<b>1.15</b>	<b>0.39</b>	<b>2.53</b>

Sl. No.	Particulars of Remuneration	Name of the Directors			Total Amount Rs. (Rs. in lakhs)
		<b>Shri . S Sundareshan</b> (Rs. in lakhs)	<b>Shri Subir Roy Choudhury</b> (Rs. in lakhs)	<b>Shri Ashim Mukherjee</b> (Rs. in lakhs)	
	<b>Independent Directors</b>				
1	Fee for attending Board/ Committee meetings	0.60	0.20	1.51	2.31
2	Commission	—	—	—	—
3	Others	—	—	—	—
	<b>Total (2)</b>	<b>0.60</b>	<b>0.20</b>	<b>1.51</b>	<b>2.31</b>
	<b>TOTAL (B) = (1+2)</b>				<b>4.84</b>
	<b>Total Managerial Remuneration</b>				<b>34.20</b>
	<b>Overall Ceiling as per the Companies Act, 2013</b>				<b>1027.53</b>

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Shri S. Basu CFO (Rs. in lakhs)	Shri S. Ganguli Company Secretary (Rs. in lakhs)	Total (Rs. in lakhs)
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	18.49	9.58	28.07
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	0.81	0.76	1.57
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission	—	—	—
	TOTAL	19.30	10.34	29.64

## VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority	Appeals made if any
A. COMPANY					
Penalty	Nil	NA	Nil	NA	NA
Punishment	Nil	NA	Nil	NA	NA
Compounding	Nil	NA	Nil	NA	NA
B. DIRECTORS					
Penalty	Nil	NA	Nil	NA	NA
Punishment	Nil	NA	Nil	NA	NA
Compounding	Nil	NA	Nil	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	NA	Nil	NA	NA
Punishment	Nil	NA	Nil	NA	NA
Compounding	Nil	NA	Nil	NA	NA

## ANNEXURE VI

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under :

Sl. No.	Name of Director / KMP and Designation	Remuneration of Director / KMP for financial year 2014-15 (Rs. in Lakhs)	% increase in remuneration in the financial year 2014-15	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the Company
Non-Executive Directors					
1	Shri K. Datta Chairman	0.61	74.29	0.11	
2	Shri S. Sundareshan Director	0.60	*	0.11	
3	Shri S. Roy Choudhury Director	0.20	*	0.04	
4	Shri R. K. Singh Director	NIL	Not Applicable	Not Applicable	
5	Shri Sunil Munshi Director	0.38	*	0.07	
6	Shri S. Das Director	1.15	91.67	0.21	
7	Shri A. Mukherjee Director	1.51	151.67	0.27	
8	Shri S. Swaminathan Director	0.39	*	0.07	
Executive Director					
1	Shri R. N. Ghosal Managing Director	41.23	18.92	7.48	Refer Note 1
Others					
1	Shri S. Basu Chief Financial Officer	21.35	6.86	Not Applicable	Refer Note 1
2	Shri S. Ganguli Company Secretary	10.96	20.7	Not Applicable	Refer Note 1

\* Details not given as Shri S. Sundareshan, Shri S. Roy Choudhury, Shri Sunil Munshi and Shri S. Swaminathan were Directors only for part of the financial year.

Note 1 Profit before Tax increased by 134.59% and Profit after Tax increased by 150.45% in the financial year 2014-15

Note 2 Remuneration of Managing Director, Chief Financial Officer and Company Secretary as stated above have been computed based on cost to the company. As such, the same are different from the remuneration stated, in other parts of this Annual Report, in relation to the said persons.

Note 3 Remuneration of Shri Kallol Datta, Chairman, Shri Sunil Munshi, Director and Shri S.Swaminathan, Director were paid to Andrew Yule & Company Limited, as per the directions received from each of them.

- (ii) Median remuneration of employees of the Company during the financial year 2014-15 was Rs. 5.51 lakhs.
- (iii) In the financial year 2014-15, there was an increase of 23.59% in the median remuneration of employees.
- (iv) There were 487 permanent employees on the rolls of Company as on 31st March, 2015.
- (v) Relationship between average increase in remuneration and Company performance: The Profit before Tax for the financial year ended 31st March, 2015 increased by 134.59% whereas the increase in median remuneration was 23.59%. Profit before Tax for the financial year 2014-15 included Rs. 150.34 Crores towards exceptional items, as detailed in the accompanying financial statements.
- (vi) Comparison of remuneration of the Key Managerial Personnel(s) against the performance of the Company :  
  
Total remuneration of Key Managerial Personnel increased by 15.39% from Rs. 63.73 lakhs in 2013-14 to Rs. 73.54 lakhs in 2014-15 whereas the Profit before Tax increased by 134.59% to Rs. 243.41 Crores in 2014-15 (Rs. 103.76 Crores in 2013-14).
- (vii) a. Variation in the market capitalization of the Company: The market capitalization as on 31st March, 2015 was Rs. 1173 Crores (Rs. 712 Crores as on 31st March, 2014).  
b. Price Earnings Ratio of the Company was 6.85 as at 31st March, 2015 and was 10.41 as at 31st March, 2014.  
c. Percentage increase over / decrease in the market quotations of the shares of the Company as compared to the rate at which the Company came out with the last public offer in the year: Not applicable.
- (viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 13.95% whereas increase in managerial remuneration for the same financial year was 15.39%.
- (ix) There is no variable component in the remuneration, availed by the Non-Executive Directors. Managing Director is entitled to Performance linked incentive. This incentive is based on the percentage of achieved profit as compared to the budgeted profit. There is no fixed component in the incentive payable. However, the incentive is subject to a maximum ceiling of Rs. 6 lakhs. The key parameters for this variable component are considered by the Board of Directors based on recommendation of the Nomination & Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel, Senior Management Personnel and other employees.
- (x) The ratio of remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year: Not Applicable
- (xi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel, Senior Management Personnel and other employees.



Form No. MR-3

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
M/s Tide Water Oil Co. (India) Ltd  
8, Dr. Rajendra Prasad Sarani  
Kolkata - 700001  
West Bengal, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s TIDE WATER OIL CO. (INDIA) LTD, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/s TIDE WATER OIL CO. (INDIA) LTD's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31st, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s TIDE WATER OIL CO (INDIA) LTD for the financial year ended on March 31st, 2015 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period)
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the Company during the Audit Period)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period).

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company are as follows :-

- I. Factories Act, 1948
- II. Industries (Development & Regulation) Act, 1951
- III. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation, etc.
- IV. Acts prescribed under prevention and control of pollution
- V. Acts prescribed under Environmental protection
- VI. Acts as prescribed under Direct Tax and Indirect Tax
- VII. Land Revenue laws of respective States
- VIII. Labour Welfare Act of respective States
- IX. Local laws as applicable to various offices and plants
- X. Maternity Benefit Act, 1961
- XI. Legal Metrology Act, 2009
- XII. The Negotiable Instruments Act, 1881
- XIII. Indian Contract Act, 1872
- XIV. Indian Stamp Act, 1899
- XV. The Industrial Disputes Act, 1947

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not applicable to the Company as on today but the company has voluntarily opted for compliance of the same.)
- (j) The Listing Agreements entered into by the Company with the stock exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However, the Company has not appointed 'Woman Director' in terms of Section 149(1) of the Companies Act, 2013 and Clause 49(II)(A)(1) of the Listing Agreement during the year. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period the company has accorded the consent of members to the Board of Directors for the following specific events/actions having a major bearing on the company's affairs :-

- U/s 180(1)(a) of the Companies Act, 2013 for mortgage and/or charge the whole or substantially the whole of one or more of the undertakings of the Company to secure loans upto an aggregate amount not exceeding Rs.1400 Crores.
- U/s 180(1)(c) of the Companies Act, 2013 for borrowing from time to time from such Banks and other Financial Institutions of such sum as they may deem requisite notwithstanding that money to be borrowed together with money already borrowed exceed the aggregate of the paid-up capital and its free reserves, provided that the aggregate of the monies that may be borrowed by the Board of Directors shall not exceed Rs.1400 Crores outstanding at any point of time.
- U/s 188 of the Companies Act, 2013 for entering into transaction with Standard Greases and Specialities Private Limited and JX Nippon TWO Lubricants India Private Limited, being related parties, upto an amount of Rs. 150 Crores and Rs. 95 Crores, respectively for the year 2014-15.

Kolkata  
30th May, 2015

For Manoj Shaw & Co.  
Company Secretaries  
Manoj Prasad Shaw, Proprietor  
FCS No. 5517  
C P No.: 4194

## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company has been following the principles of Corporate Governance over the years by placing emphasis on transparency, accountability and integrity so as to enhance value of all stakeholders namely employees, shareholders, customers and creditors.

Your Company is tirelessly striving to achieve heights of excellence by adhering to best governance and disclosure policy as envisaged in terms of Clause 49 of the Listing Agreement with the Stock Exchange(s) relating to Code of Corporate Governance as applicable from 31st December, 2005 and as revised vide circular no. CIR/CFD/POLICYCELL/2/2014 dated 17th April, 2014 read with circular no. CIR/CFD/POLICYCELL/7/2014 dated 15th September, 2014, which became effective on and from 1st October, 2014. Your company is complying with all provisions and the details of such compliance are outlined below:

### BOARD OF DIRECTORS

*Composition, Category of Directors, their other directorships and the membership of various committees as on 31st March, 2015.*

The Board of Directors comprises of an Executive Director and seven Non-Executive Directors, out of whom three are Independent.

Details of the Board of Directors as on 31st March, 2015 are given below:

Name	Business Relation	Category	Other Directorship in Public Ltd. Companies incorporated in India*	Other Committee position held#	
				As Chairman	As Member
Shri K. Datta (DIN: 00172325)	Chairman	Non - Executive	6	-	-
Shri R. N. Ghosal (DIN:00308865)	Managing Director	Executive	-	-	-
Shri S. Sundareshan (DIN:01675195)	Director	Non - Executive & Independent	5	-	6
Shri S. Roy Choudhury (DIN:00130803)	Director	Non - Executive & Independent	-	-	-
Shri R. K. Singh (DIN:06459343)	Director	Non - Executive	4	-	1
Shri Sunil Munshi (DIN:02749579)	Director	Non - Executive	8	-	-
Shri S. Das (DIN:00199255)	Director	Non - Executive	1	1	-
Shri A. Mukherjee (DIN:02135462)	Director	Non - Executive & Independent	-	-	-

\* Excluding directorships in private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013.

# Only two Committees viz. the Audit Committee and the Stakeholders' Relationship Committee are considered.

None of the existing Directors and Key Managerial Personnel holds any equity shares in the Company. The Company has not issued any convertible instrument during the year.

The Companies Act, 2013 requires that a Woman Director should be a member of the Board of Directors. Ms. Nayantara Palchoudhuri has been recommended by the Board of Directors to be the Woman Independent Director of the Company. Approval to her appointment has been sought from the Members of the Company, for which notice has been issued. If approved, Ms. Nayantara Palchoudhuri will become a Woman Independent Director effective from 7th April, 2015. Her directorships and other details are mentioned in the notice convening the 92nd Annual General Meeting and the Directors' Report for 2014-15 and therefore are not mentioned separately in this Report.

*Number of Board Meetings, attendance at Board Meetings and at 91st Annual General Meeting.*

There were 5 meetings of the Board of Directors held during the year 2014-15 on 4th April, 2014, 27th May, 2014, 11th August, 2014, 3rd November, 2014 and 4th February, 2015.

**Attendance Record**

Name of Director	No. of Board Meetings attended	91st Annual General Meeting held on 29th August, 2014
Shri K. Datta	5	Yes
Shri R. N. Ghosal	5	Yes
Shri S. Sundareshan	2	N.A.
Shri S. Roy Choudhury	1	N.A.
Shri R. K. Singh	3	No
Shri S. Das	5	Yes
Shri A. Mukherjee	5	Yes
Shri Sunil Munshi	2	N.A.
Shri S. Swaminathan	3	Yes

Note: Shri S. Swaminathan resigned on 3rd November, 2014. Shri S. Sundareshan, Shri S. Roy Choudhury and Shri Sunil Munshi joined on 3rd November, 2014.

**FAMILIARIZATION PROGRAMME**

The Independent Directors of the Company are the individuals having experience and expertise being leaders in their respective fields. Similarly other Non-Executive Directors also have long experience in their respective fields. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, strategy and risk involved, etc. so that they are updated on the business model, the risk profile of the business of the Company and also their roles and responsibilities as Directors of the Company.

The familiarization programme, may be referred to, at the official website of the Company at the weblink [www.tidewaterindia.com/pdf/FAMILIARISATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS.pdf](http://www.tidewaterindia.com/pdf/FAMILIARISATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS.pdf)

## AUDIT COMMITTEE

### Terms of Reference, Composition, Name of Members and Chairman :

The terms of reference of the Audit Committee include the powers as referred to in sub-paragraph (C) of paragraph III of Clause 49 of the revised Listing Agreement read with Section 177 of the Companies Act, 2013 and the role as stipulated in sub-paragraph (D) of paragraph III of Clause 49 of the revised Listing Agreement as entered by the Company with the Stock Exchange(s). The Chairman of the Audit Committee was present at the 91st Annual General Meeting of the Company to answer shareholder queries.

There were 5 meetings of the Audit Committee held during the year 2014-15 on 4th April, 2014, 27th May, 2014, 11th August, 2014, 3rd November, 2014 and 4th February, 2015.

The composition of Audit Committee as on 31st March, 2015 and the attendance of the members at the meeting(s) thereof during 2014-15 were as follows:

Name of Director	Designation	No. of meeting(s) attended
Shri A. Mukherjee	Chairman	5
Shri S. Sundareshan	Member	2
Shri S. Roy Choudhury	Member	1
Shri R. K. Singh	Member	3
Shri S. Das	Member	5

Note :

1. All the above Directors are non-executive. More than two-third of the members of the Audit Committee are Independent Directors as stated in Clause 49 of the Listing Agreement with the Stock Exchange(s).
2. Shri S. Sundareshan and Shri S. Roy Choudhury joined on 3rd November, 2014.

Shri S. Das is having expert knowledge in financial and accounting matters. All other Directors are financially literate.

Shri R. N. Ghosal, Managing Director and Shri S. Basu, CFO, remained present at the meetings of the Audit Committee. Shri S. Ganguli acts as Secretary to the Audit Committee.

The Audit Committee invites, as and when it considers appropriate, the external auditors of the Company to be present at the meetings of the Committee. The Internal Auditor also attends the meetings as and when required.

## NOMINATION AND REMUNERATION COMMITTEE

### Terms of Reference, Composition, Name of Members and Chairman :

The role and terms of reference of the Nomination and Remuneration Committee inter-alia include matters stated in sub-paragraph (B) of paragraph IV of Clause 49 of the Listing Agreement, as revised, read with Section 178 of the Companies Act, 2013.

All the members of the Nomination and Remuneration Committee are Non-Executive Directors. More than half of the members are Independent Directors. The Chairman of the Committee is also Independent.

There were 2 meetings of the Nomination and Remuneration Committee held during the year 2014-15 on 27th May, 2014 and 4th February, 2015.

The composition of the Nomination and Remuneration Committee as on 31st March, 2015 and the attendance of the members at the meeting(s) thereof during 2014-15 were as follows :

Name of Director	Designation	No. of meeting(s) attended
Shri A. Mukherjee	Chairman	2
Shri S. Sundareshan	Member	1
Shri S. Roy Choudhury	Member	1
Shri R. K. Singh	Member	1
Shri Sunil Munshi	Member	1
Shri S. Das	Member	1
Shri S. Swaminathan	Member	1

Note : Shri S. Das and Shri S. Swaminathan resigned on 3rd November, 2014. Shri S. Sundareshan, Shri S. Roy Choudhury and Shri Sunil Munshi joined on 3rd November, 2014.

## REMUNERATION POLICY

The Remuneration Policy as recommended by the Nomination and Remuneration Committee has been accepted by the Board of Directors. The same is applicable for Directors viz. Executive and Non-Executive, Key Managerial Personnel, Senior Management Personnel and other employees of the Company. The said policy may be referred to at the official website of the Company at the weblink [www.tidewaterindia.com/pdf/REMUNERATION-POLICY.pdf](http://www.tidewaterindia.com/pdf/REMUNERATION-POLICY.pdf)

## DETAILS OF REMUNERATION

### Executive Directors

The Company pays remuneration by way of salary, allowances, perquisites and commission to the Executive Director. The overall remuneration is proposed by the Nomination and Remuneration Committee and put up to the Board of Directors where it is approved and referred to the shareholders at the General Meeting for approval. The commission is payable in line with the provisions of Section 197 of the Companies Act, 2013.

The details of the remuneration paid to Shri R. N. Ghosal, Managing Director during the year 2014-15, are given below :

Particulars	Remuneration Paid (Rs. in Lakhs)
a. All elements of remuneration package i.e. salary, perquisites, etc.	23.36
b. Details of fixed components and performance linked incentives	6.00
Note :	<u>29.36</u>
Criteria : Incentive paid by the Company is based on the percentage of achieved profit as compared to the budgeted profit. There is no fixed component in the incentive payable. However, the incentive is subject to a maximum ceiling of Rs.6,00,000/-	
c. Service Contract	Till the close of business on 28th February, 2017
d. Notice Period	3 (Three) months
e. Severance Fees	No separate provision
f. Stock Option Details	No stock option had been granted during 2014-15

### Non-Executive Directors

As per the Remuneration Policy, as adopted, the Non-Executive Directors are entitled to sitting fees for attending Board and Committee Meetings. However, the Remuneration Policy, inter-alia also states that the Non-Executive Directors may be paid commission within the limits stipulated under the Companies Act, 2013 read with all other relevant statutes, guidelines, agreements, circulars, etc. as may be applicable. Nevertheless, payment of such commission shall be subject to approval of the Board and such other persons / bodies / authorities, etc. as may be applicable, including but not limited to the shareholders and the Central Government, wherever required. During the year 2014-15, the Non-Executive Directors were paid sitting fees only as detailed below for attending the Board and the Committee Meetings.

Name of Director	Sitting fees paid / payable (Rs.)
Shri K. Datta	61,000/-
Shri S. Sundareshan	60,000/-
Shri S. Roy Choudhury	20,000/-
Shri Sunil Munshi	38,000/-
Shri S. Das	1,15,000/-
Shri A. Mukherjee	1,51,000/-
Shri S. Swaminathan	39,000/-

Remuneration of Non-Executive Directors is approved by the Board of Directors. Remuneration of the Non-Executive Directors is paid as per directions given by the concerned Directors and recorded in the minutes of the Board Meetings. Apart from the above, the Non-Executive Directors have no pecuniary relationship with the Company in their personal capacity. This may be deemed to be the disclosure as required under subparagraph (C)(3) of paragraph VIII of Clause 49 of the revised Listing Agreement, as entered into by the Company.

### RETIREMENT POLICY OF THE DIRECTORS

As per the present policy the Executive Chairman and Directors retire at the age of 60 years and the Non-Executive Chairman and Directors retire at the age of 65 years. This is in line with the policy adopted by the Andrew Yule Group of Companies. Vide resolution no. 12 dated 29th August, 2014, the shareholders extended the retirement date of Shri R. N. Ghosal, Managing Director till the close of business on 28th February, 2017.

The terms of appointment of Independent Directors are determined by the shareholders, in accordance with the provisions of applicable statutes on case to case basis. A format of the 'Letter of Appointment' containing detailed terms and conditions, as issued to the Independent Directors upon appointment, may be referred to, at the official website of the Company at the weblink [www.tidewaterindia.com/pdf/APPOINTMENT-INDEPENDENT-DIRECTOR.pdf](http://www.tidewaterindia.com/pdf/APPOINTMENT-INDEPENDENT-DIRECTOR.pdf)

### PERFORMANCE EVALUATION

The performance evaluation of the Non-Executive Directors, including Independent Directors, Executive Director(s), the Board as a whole and the Chairman of the Company is done as per the Board Evaluation Policy, as framed. Separate meetings of Independent Directors are held, wherein performances of the concerned Directors are evaluated and the findings are subsequently reported to the Board. The Nomination and Remuneration Committee is also responsible to overview the process of evaluation, stated above.



The policy referred above inter-alia contains evaluation criteria for the Directors, procedure for determination and review of remuneration of Directors, Key Managerial Personnel and other employees, etc.

The policy for Board Evaluation and Board Diversity may be referred to, at the official website of the Company at the weblink [www.tidewaterindia.com/pdf/BoardEvaluation-DiversityPolicy.pdf](http://www.tidewaterindia.com/pdf/BoardEvaluation-DiversityPolicy.pdf)

### **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Company had set up Stakeholders' Relationship Committee to consider and resolve the grievance of the security holders on issues like non-receipt of declared dividends, non-receipt of balance sheet, etc. Matters relating to transfer, transmission, duplicate issue, etc. continues to be looked after by the "Committee of Directors".

The Committee comprises of Shri Sunil Munshi as Chairman, Shri R. N. Ghosal and Shri A. Mukherjee.

The Company received 8 (Eight) complaints during the financial year all of which were replied / resolved to the satisfaction of shareholders / investors. No share transfer was lying pending as on 31st March, 2015. The Company also takes reasonable steps for redressal of grievances / complaints filed by the shareholders in SEBI Complaint Redressal System (SCORES).

Shri S. Ganguli being Company Secretary, is the Compliance Officer of the Company.

### **CODE OF CONDUCT**

The Board of Directors have laid down a Code of Conduct for all members of the Board of Directors and senior management of the company. The same inter-alia also contains duties of Independent Directors as laid down under the Companies Act, 2013. The Code of Conduct may be referred to at the official website of the Company at the weblink [www.tidewaterindia.com/index1.php?id=62](http://www.tidewaterindia.com/index1.php?id=62)

The certificate regarding compliance with the Code of Conduct is given separately.

### **COMMITTEE OF DIRECTORS**

This Committee has been functioning for a long period of time and has been inter alia delegated the following powers by the Board of Directors:

1. General power of management
2. Granting of loan to employees
3. Borrowing of monies on behalf of the company
4. Investing of funds of the company
5. Sale of fixed assets
6. Approving of capital expenditure
7. Appointment, promotion etc. of employees
8. Approving transfer / transmission / re-materialization of shares

There were 8 meetings of the Committee held during the year 2014-15 on 10th April, 2014 , 28th May, 2014, 30th June, 2014, 20th November, 2014, 11th December, 2014, 19th January, 2015, 12th February, 2015, and 2nd March, 2015.

The composition of the Committee as on 31st March, 2015 and the attendance of the members at the meeting(s) thereof during 2014-15 were as follows:

Name of Director	Designation	No. of meeting(s) attended
Shri K. Datta	Chairman	8
Shri Sunil Munshi	Member	4
Shri A. Mukherjee	Member	8
Shri S. Swaminathan	Member	2

Note: Shri S. Swaminathan resigned on 3rd November, 2014. Shri Sunil Munshi joined on 3rd November, 2014.

### COMPENSATION COMMITTEE

This Committee has been formed for administration & superintendence of Tide Water Oil Company (India) Limited Employee Welfare Scheme, or any other scheme that may be framed by the Board, from time to time, for the purpose of granting / allotting stock option(s) to the eligible employees of the Company.

The Committee comprises of Shri A. Mukherjee, Chairman, Shri S. Roy Choudhury and Shri Sunil Munshi.

As no stock option had been granted / allotted during the last financial year, the Committee did not meet during 2014-15.

### CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Board of Directors, during the year constituted 'Corporate Social Responsibility Committee' as required under Section 135 of the Companies Act, 2013. The terms of reference of this Committee include matters required for the purpose of compliance of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility Policy) Rules, 2014 and all other relevant compliances.

The Corporate Social Responsibility Policy has been framed and the same may be referred to, at the official website of the Company at the weblink [www.tidewaterindia.com/pdf/CSR-Policy.pdf](http://www.tidewaterindia.com/pdf/CSR-Policy.pdf)

There were 2 meetings of the Corporate Social Responsibility (CSR) Committee held during the year 2014-15 on 4th April, 2014 and 27th May, 2014.

The composition of the Corporate Social Responsibility (CSR) Committee as on 31st March, 2015 and the attendance of the members at the meeting(s) thereof during 2014-15 were as follows :

Name of Director	Designation	No. of meeting(s) attended
Shri A. Mukherjee	Chairman	2
Shri R. N. Ghosal	Member	2
Shri S. Das	Member	2

### RISK MANAGEMENT COMMITTEE AND RISK MANAGEMENT

The Board of Directors, during the year, constituted 'Risk Management Committee' as required under Paragraph (VI) of Clause 49 of the revised Listing Agreement with the Stock Exchange(s) for laying down risk assessment at minimization procedures. A Risk Management Plan has been devised which is monitored and reviewed by this Committee. The Risk Management Committee comprises of Shri R. N. Ghosal, Chairman, Shri Sunil Munshi and Shri S. Basu.

## SUBSIDIARY COMPANIES

The Company has three wholly owned subsidiary companies viz. Veedol International Limited, UK (VIL), Veedol International DMCC, Dubai (VID) and Veedol International BV, Netherlands (VIBV). Veedol International Americas Inc., Canada (VIA) has been floated as a step down subsidiary of the Company. VIA is a wholly owned subsidiary of VIL. Veedol Deutschland GmbH, Germany (VDG) has also been incorporated as a step down subsidiary. VDG is a wholly owned subsidiary of VIBV.

Separate disclosure, in relation to the performance of the said subsidiary is provided in the Annual Report.

There is no material non-listed Indian subsidiary company.

The Company has formulated a policy for determining Material Subsidiaries, which may be referred to at the official website of the Company at the weblink [www.tidewaterindia.com/pdf/Material-Subsidiary-Policy.pdf](http://www.tidewaterindia.com/pdf/Material-Subsidiary-Policy.pdf)

## GENERAL BODY MEETINGS

The date, time and venue of the last three Annual General Meetings of the company were as under :

Financial Year ended	Day & Date	Time	Venue
31st March, 2012	16th August, 2012	10.30a.m.	Bengal Chamber of Commerce & Industry, Kolkata
31st March, 2013	19th August, 2013	10.30a.m.	
31st March, 2014	29th August, 2014	10.30a.m.	

All the resolutions set out in the respective notices were passed by the shareholders. The following Special Resolutions were passed in the previous 3 (Three) Annual General Meetings :

Meetings	Particulars of Special Resolution Passed
89th Annual General Meeting held on 16th August, 2012	Reappointment of Statutory Auditor
90th Annual General Meeting held on 19th August, 2013	Reappointment of Statutory Auditor
91st Annual General Meeting held on 29th August, 2014	<ol style="list-style-type: none"> <li>1. Reappointment of Statutory Auditor</li> <li>2. Resolution Passed under Section 180(1)(a) of the Companies Act, 2013</li> <li>3. Resolution Passed under Section 180(1)(c) of the Companies Act, 2013</li> <li>4. Resolution for entering into related party transactions with Standard Greases and Specialities Private Limited</li> <li>5. Resolution for entering into related party transaction with JX Nippon TWO Lubricants India Private Limited</li> </ol>

No resolution was passed last year through postal ballot. No special resolution requiring a postal ballot is proposed to be conducted at the 92nd Annual General Meeting of the Company.

## DISCLOSURE

1. The Board has adopted Related Party Transaction Policy for determining materiality of related party transactions and also on the dealings with related parties. This policy has been placed in the website of the Company at the weblink [www.tidewaterindia.com/pdf/RELATED-PARTY-TRANSACTION-POLICY.pdf](http://www.tidewaterindia.com/pdf/RELATED-PARTY-TRANSACTION-POLICY.pdf)

During the year 2014-15, the Company had entered into transactions, cumulative value whereof amounts to Rs. 101.58 crores with Standard Greases and Specialities Private Limited, which exceeds limit stated under Clause 49(VII)(C) of the revised Listing Agreement. There were no other materially significant related party transactions i.e. transactions of the company of material nature with its promoters, directors or the management, their subsidiaries or relatives, etc. during the year that may have potential conflict with the interest of the company at large. The Company maintains a register, as required for all related party transactions.

The details of all related party relationships and transactions (which include payments for certain common services on terms considered reasonable by the Management) as required under the Accounting Standard (AS) 18 "Related Party Disclosures" issued by the ICAI are given under Note 22.12 of the Annual Audited Accounts as at 31st March, 2015.

Prior approval of the Audit Committee is taken for proposed related party transactions to be entered in the forthcoming year. Shareholders' sanction is also obtained for material related party transactions proposed to be entered in the ensuing year.

2. There was no non-compliance during the last three years by the company on any matter related to capital market. There were no penalties imposed or stricture passed on the company by Stock Exchange(s), SEBI or any other statutory authority.
3. The Company has in place a Vigil Mechanism Policy, under which Directors and employees are provided an opportunity to disclose any matter of genuine concern in prescribed manner. The policy may be referred to at the official website of the Company, i.e. [www.tidewaterindia.com/pdf/VIGIL-MECHANISM-POLICY.pdf](http://www.tidewaterindia.com/pdf/VIGIL-MECHANISM-POLICY.pdf). No personnel has been denied access to the Audit Committee to lodge their grievances.
4. The Company has complied with all mandatory requirements as on 31st March, 2015. The Company has not adopted the non-mandatory requirements given under Clause 49 of the Listing Agreement.
5. The Company has paid the required listing fees and fees to the Depositories within specified time period. The Company paid Rs. 1.13 lakhs towards listing fees and Rs. 0.98 lakhs towards Annual Custodian fees during the year 2014-15.

## MEANS OF COMMUNICATION

Quarterly and Half Yearly Results of the Company are published in the following newspapers:

<u>Name of newspaper</u>	<u>Region</u>	<u>Language</u>
Hindustan Times	Kolkata	English
Pratidin	Kolkata	Bengali

The quarterly results and shareholding pattern are also uploaded at the Company's website [www.tidewaterindia.com](http://www.tidewaterindia.com). The same are also furnished to National Stock Exchange through NSE Electronic Application Processing System (NEAPS)

The website also displays official news releases, as and when the same takes place. No presentation was made to institutional investors and to the analysts.

## GENERAL SHAREHOLDERS INFORMATION

- i) The 92nd Annual General Meeting will be held on 22nd July, 2015 (Wednesday) at Williamson Magor Hall, Bengal Chamber of Commerce & Industry, 6, N. S. Road, Kolkata - 700 001 at 10.15 am.
- ii) Financial Calendar: April to March.  
Financial Reporting for quarter ending June, 2015: Within 14th August, 2015.  
Financial Reporting for half-year ending September, 2015: Within 14th November, 2015.  
Financial Reporting for quarter ending December, 2015: Within 14th February, 2016.  
Financial Reporting for the quarter ending March, 2016: Within 30th May, 2016.
- iii) Book Closure: 16th July, 2015 (Thursday) to 22nd July, 2015 (Wednesday) (both days inclusive).
- iv) Dividend Payment date: Within 21st August, 2015
- v) Stock Exchanges where securities are listed :  
The Calcutta Stock Exchange Limited (CSE)  
7, Lyons Range, Kolkata - 700 001  
Stock Code: 10030026  
  
National Stock Exchange of India Limited (NSE)  
Exchange Plaza  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400 051  
Symbol: TIDEWATER  
  
Trading is also permitted at the following Stock Exchange :  
  
Bombay Stock Exchange Limited, (BSE)  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai - 400001  
Stock Code: 590005
- vi) Market Price High and Low during each month in last financial year is given at Annexure A.
- vii) Share price performance compared with broad based indices

	<u>On 1st April, 2014</u>	<u>On 31st March, 2015</u>	<u>% change</u>
Company's Share Price on CSE	No Trading	No Trading	N.A.
Company's Share Price on BSE	8250.00	13499.00	63.62%
BSE SENSEX	22455.23	27957.49	24.50%
Company's Share Price on NSE	8200.00	13465.75	64.22%
CNX NIFTY	6729.50	8491.00	26.18%

- viii) Registrar and transfer agents: For both physical and dematerialized form : M/s MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata - 700026.

- ix) In respect of queries, shareholders may address queries to the Company at the Registered Office located at 8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001.
- x) Share transfer system: Share transfers in physical form can be lodged at the Registered Office of the Company or with the Registrar and are normally processed within a period of 15 days through the Committee of Directors provided all the formalities are complied with by the transferor.
- xi) Distribution of shareholding: As per Annexure B.
- xii) The shareholding pattern: As per Annexure C.
- xiii) Dematerialized shares: The Company has entered into arrangements with National Securities Depository Limited and Central Depository Services (India) Limited whereby shareholders have an option to dematerialize their shares with either of depositories.

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As on 31st March, 2015, 8,60,220 shares comprising 98.74% of the share capital stand dematerialized.

- xiv) Plant Location :

Lubricants : Silvassa (Dadra & Nagar Haveli), Turbhe (Maharashtra), Faridabad (Haryana), Oragadam (Tamil Nadu) and Ramkristopur (West Bengal)

Windmill : Village(s): Kasthuriengapuram & Kumbikulam, Tirunelveli, Tamil Nadu

- xv) Address for correspondence: Registered Office: 8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001.

#### CEO / CFO CERTIFICATION

The necessary certificate under clause 49(IX) of the Listing Agreement has been placed before the Board of Directors.

#### NON-MANDATORY REQUIREMENTS

The Company has not adopted the non-mandatory requirements given under clause 49 of the Listing Agreement.

Kolkata  
30th May, 2015

On behalf of the Board  
**Kallol Datta**  
Chairman

**ANNEXURE A****STATEMENT SHOWING HIGHEST AND LOWEST PRICE AT THE STOCK EXCHANGE(S) AT WHICH THE SHARES OF TIDE WATER OIL CO. (INDIA) LTD. WERE TRADED FROM APRIL, 2014 TO MARCH, 2015.**

Month	Calcutta Stock Exchange		Bombay Stock Exchange		National Stock Exchange		CNX Nifty	
	Highest	Lowest	Highest	Lowest	Highest	Lowest	Highest	Lowest
April, 14	Not Available		8670.00	8100.00	8700.00	8129.95	6869.85	6650.40
May, 14	Not Available		10400.00	7950.00	10445.55	7926.00	7563.50	6638.55
June, 14	Not Available		11579.00	9151.00	11600.00	9157.00	7700.05	7239.50
July, 14	Not Available		13004.90	10099.00	13021.25	10013.15	7840.95	7422.15
August, 14	Not Available		12699.00	11079.00	12710.00	11040.00	7968.25	7540.10
September, 14	Not Available		15420.00	11810.00	15445.00	11777.00	8180.20	7841.80
October, 14	Not Available		15780.00	14352.00	15945.00	14310.00	8330.75	7723.85
November, 14	Not Available		18373.95	15101.00	18374.95	14846.60	8617.00	8290.25
December, 14	Not Available		19680.00	16815.00	19679.65	16801.00	8626.95	7961.35
January, 15	Not Available		19450.00	17500.00	19427.00	17760.00	8996.60	8065.45
February, 15	Not Available		19347.45	16100.00	19350.45	16002.00	8941.10	8470.50
March, 15	Not Available		16560.00	12251.00	16848.95	12239.95	9119.20	8269.15

**ANNEXURE B****STATEMENT SHOWING DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015**

No. of Shares (Range)	No. of Shares	%	No. of Shareholders	%
Upto 500	159947	18.36	11962	99.40
501-1000	25692	2.95	36	0.30
1001-2000	23254	2.67	16	0.13
2001-5000	26318	3.02	10	0.08
5001-10000	14767	1.69	2	0.02
10001 & Above	621222	71.31	8	0.07
Total	871200	100.00	12034	100.00

**ANNEXURE C****STATEMENT SHOWING SHAREHOLDING PATTERN AS ON 31ST MARCH, 2015**

Category	No. of share held	Percentage of Shareholding
<b>FINANCIAL INSTITUTIONS</b>		
a. Life Insurance Corpn. of India	36785	4.22
b. General Insurance & Subsidiaries United India Insurance Co. Ltd.	59962	6.88
c. Nationalized Bank	1145	0.13
<b>MUTUAL FUNDS</b>	—	—
<b>ANDREW YULE &amp; GROUP</b>		
a. Andrew Yule & Co. Ltd.	228390	26.22
b. New Beerbhoom Coal Company Limited	20	0.00
<b>TRUST</b>	24625	2.83
<b>NON RESIDENT</b>		
a. Non Domestic Co.	7690	0.88
b. Indian Nationals	4705	0.54
c. Foreign Nationals	132	0.02
<b>OTHERS</b>		
a. Bodies Corporate	302122	34.68
b. Indian Public	205624	23.60
<b>GRAND TOTAL</b>	<b>871200</b>	<b>100.00</b>

**ANNEXURE D**

**AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF  
CORPORATE GOVERNANCE AS STIPULATED IN CLAUSE 49  
OF THE LISTING AGREEMENT**

**To**

**The Members of Tide Water Oil Company (India) Limited**

We have examined the compliance of conditions of Corporate Governance by Tide Water Oil Co. (India) Ltd ("Company") for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with Stock Exchanges in Republic of India.

The compliance of conditions Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement) issued by the Institute of Chartered Accountants of India and limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement in all material aspects except for the appointment of 'Woman Director' in terms of Section 149(1) of the Companies Act, 2013 and Clause 49(II)(A)(1) of the Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of **RAY & RAY**

*Chartered Accountants*

*Firm's Registration. No. 301072E*

**K. K. Ghosh**

*Partner*

Place : Kolkata.

Date : 30th May, 2015

Membership No. 59781

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**DECLARATION OF CEO**

**CEO CERTIFICATION**

I confirm that all members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct for the year 2014-15.

Place : Kolkata.

Date : 30th May, 2015

**R. N. Ghosal**

*Managing Director*



## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF  
TIDE WATER OIL CO. (INDIA), LTD.

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **TIDE WATER OIL CO. (INDIA) LTD.** ("the Company") which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, in which are incorporated the returns for the year ended on that date of the Company's branches' at four regions which are also audited by us.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

### Basis for Qualified Opinion

*Note no 22.10 of Notes to Accounts regarding non provisioning of possible diminution in value of quoted investment.*

### Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India; of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

### Emphasis of Matter

We draw attention to Note 22.8 to the financial statements, which describe the treatment of loan to Tide Water Oil Company (India) Limited – Employee Welfare Trust (TWOC-EWT) against share capital / premium in terms of SEBI guidelines and Expert Advisory committee of the Institute of Chartered Accountants of India. The accounts of the said Trust have been audited by another auditor which has been considered by us. Our opinion is not qualified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in Paragraph 3 and 4 of the said order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that :
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches.
  - (c) The reports on the accounts of the branch offices of the Company audited by us under Section 143 (8) of the Act have been properly dealt with by us in preparing this report.
  - (d) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account and with the returns received from the branches.
  - (e) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (f) On the basis of the written representations received from the Directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
    - i) The Company has disclosed the impact of pending litigations on its financial position in its financial Statements – Refer Note 22.1 to the financial statements;
    - ii) The Company has not made any provision for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **RAY & RAY**  
Chartered Accountants  
(Firm's Registration. No. 301072E)  
**K. K. Ghosh**  
Partner  
Membership No. 059781

Place : Kolkata  
Date : 30th May, 2015

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

Referred to in paragraph 1 of the Auditor's Report on "Other Legal and Regulatory Requirements" of even date to the members of **TIDE WATER OIL CO. (INDIA) LTD.** on the financial statements for the year ended 31st March, 2015.

- i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion is reasonable having regard to the size of the Company and nature of its business. Pursuant to the program, plant and machinery located at different locations/factories have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed.
- ii) (a) As explained to us, inventories were verified by the Management during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
- iii) As informed to us, the Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, clauses (iii)(a) to (iii) (b) of paragraph 3 of the aforesaid Order are not applicable to the Company for the current year.
- iv) On the basis of our examination of books of account and according to the information and explanations given to us, in our opinion, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory, fixed assets and with the sale of goods and services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the internal control system of the Company.
- v) The Company has not accepted any deposits, and as such the requirement of clause (v) is not applicable to the Company. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or The Reserve Bank of India or any Court or any other Tribunal.
- vi) The Central Government has not prescribed maintenance of cost records under section 148(1) of the Act for the company.
- vii) (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.  
There were no undisputed amount payable in respect of Provident Fund, Employees' State Insurance, Sales tax, Income-tax, Wealth tax, Service tax, Value Added Tax, Custom Duty, Excise Duty or Cess which were outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.
- (b) Details of dues of Income-Tax, Sales Tax, Excise Duty and Cess which have not been deposited as on 31st March, 2015 on account of disputes are given below.

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amounts relates	Amount involved (Rs. in Crores)
The Central Sales Tax Act and Sales Tax Acts of Various States	Sales Tax	West Bengal Commercial Taxes Tribunal, Deputy Commissioner of Commercial Taxes West Bengal, Appellate Authorities Orissa, High Court Lucknow, Assistant Commissioner Sales Tax, New Delhi.	1979-2006	2.50
Central Excise Act, 1944	Excise Duty	Commissioner of Central Excise Chennai, High Court, Chennai, Commissioner of Central Excise and Customs (Appeals) Central excise, Mumbai Excise Range Superintendent, Kolkata, Asst. Commissioner, Faridabad	1998-1999 2001-2009	1.00

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amounts relates	Amount involved (Rs. in Crores)
Navi Mumbai Municipal Corporation CESS Act	Cess	High Court, Mumbai	1998-2004	1.36
Income Tax Act,	Income Tax	DCIT	1998-99	0.14
		DCIT	1999-00	0.13
		DCIT	2000-01	0.11
		DCIT	2003-04	0.17
		DCIT	2005-06	0.19
		DCIT	2011-12	0.03
		DCIT	2012-13	0.06
				0.83
Income Tax Act	Fringe Benefit Tax	CIT (A)	2005-2006	0.006

- (c) The amount required to be transferred to investor education and protection fund has been transferred within time as required by relevant statute.
- viii) The Company has no accumulated loss as at 31st March, 2015 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix) According to the records of the Company examined by us and on the basis of information and explanations given to us, the Company has not defaulted in repayment of dues to any bank. The Company has neither taken any loan from financial institution nor has it issued any debentures.
- x) According to the information and explanations given to us, the Company has given guarantee for the loan taken by its subsidiaries from banks. According to the information and explanations given to us, we are of the opinion that the terms and conditions on which the Company has given guarantee for loans taken from banks are not prima facie prejudicial to the interest of the Company.
- xi) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not taken any term loans from bank or financial institution during the year.
- xii) During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, nor have we been informed of any such case by the management.

For **RAY & RAY**  
Chartered Accountants  
Firm's Registration. No. 301072E  
**K. K. Ghosh**  
Partner  
Membership No. 059781

Place : Kolkata  
Date : 30th May, 2015

## BALANCE SHEET AS AT 31ST MARCH, 2015

(Figures in Rs. Crores)

	Notes	As At 31st March, 2015	As At 31st March, 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	0.85	0.85
Reserves and Surplus	2	515.96	385.76
<b>Non-Current Liabilities</b>			
Deferred tax liabilities (Net)	3	9.00	0.08
Other Long Term Liabilities	4	17.23	15.75
Long term provisions	5	16.61	12.60
<b>Current Liabilities</b>			
Trade payables	6	89.19	110.03
Other current liabilities	7	29.49	28.10
Short-term provisions	8	30.26	23.75
		<u>708.59</u>	<u>576.92</u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed Assets			
Tangible assets	9	89.84	68.53
Intangible assets	9	0.43	0.35
Capital work-in-progress	9	0.37	0.54
Non-current investments	10	120.56	57.00
Long term loans and advances	11	2.62	2.52
<b>Current Assets</b>			
Inventories	12	152.03	197.55
Trade Receivables	13	149.14	148.65
Cash and cash equivalents	14	159.21	62.16
Short term loans and advances	15	34.39	39.62
		<u>708.59</u>	<u>576.92</u>
Significant accounting policies	21		
Other notes to financial statements	22		

The accompanying notes are an integral part of the financial statements

In terms of our report attached

For Ray & Ray  
Chartered Accountants  
Firm Registration. No. 301072E

**K. K. Ghosh**  
Partner

Kolkata, 30th May, 2015

Membership No. 059781

On behalf of the Board,  
**Kallol Datta** Chairman  
**R.N.Ghosal** Managing Director

**S. Basu**  
CFO

**S. Ganguli**  
Secretary

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(Figures in Rs. Crores)

	Notes	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>INCOME</b>			
Revenue from operations			
Sale of Products (Net of discount & rebates)		1,111.28	1,065.90
Other operating revenues		1.60	1.61
		1,112.88	1,067.51
Less : Excise Duty		157.13	149.03
Net Revenue from Operations		955.75	918.48
Other Income	16	13.12	13.21
<b>Total Revenue</b>		<b>968.87</b>	<b>931.69</b>
<b>EXPENSES</b>			
Cost of materials consumed	17	610.32	610.42
Changes in inventories (increase)/decrease	17	6.33	(9.48)
Employee benefit expense	18	45.91	42.43
Depreciation and amortization expense (Net)	19	7.45	8.82
Other expenses	20	205.79	172.26
<b>Total Expenses</b>		<b>875.80</b>	<b>824.45</b>
Profit before exceptional, extraordinary items & tax		93.07	107.24
Exceptional items			
Loss on sale of Investments		-	3.48
Gain on sale of land & Building (net)	22.7	12.75	-
Profit on Slump Sale (net)	22.6	107.39	-
Depreciation written back	22.5	30.20	-
Profit before Tax		243.41	103.76
Tax expenses			
Current tax		63.33	37.55
Deferred tax		8.92	(1.13)
Earlier year's provision written back		-	(1.00)
Profit for the year		171.16	68.34
Earnings per equity share of face value of Rs. 10 each			
Basic and Diluted (in Rs.) (Refer Note 22.11)		1,964.53	784.46
Significant accounting policies	21		
Other notes to financial statements	22		
The accompanying notes are an integral part of the financial statements			
In terms of our report attached			

For Ray & Ray  
Chartered Accountants  
Firm Registration. No. 301072E

**K. K. Ghosh**  
Partner

Kolkata, 30th May, 2015

Membership No. 059781

On behalf of the Board,  
**Kallol Datta** Chairman  
**R.N.Ghosal** Managing Director

**S. Basu**  
CFO

**S. Ganguli**  
Secretary

**CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31ST MARCH, 2015**

(Figures in Rs. Crores)

	31st March, 2015	31st March, 2014
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax	243.41	103.76
Adjustments for :		
Depreciation and Amortisation	7.45	8.82
Interest received	(10.46)	(8.68)
Loss / (Profit) on sale of fixed assets	0.57	(0.13)
Interest charge	1.07	1.00
Provision for doubtful debts / Advances (net)	0.95	0.06
Liabilities no longer required written back	(0.27)	(8.19)
Provision for diminution in value of investments	-	0.19
Operating Profit before Working Capital changes	242.72	96.83
Adjustments for :		
Trade and Other Receivables	3.98	(22.04)
Other Long Term Liabilities	1.47	0.80
Inventories	45.52	(40.20)
Trade Payables	(15.72)	30.17
Cash Generated From Operations	277.97	65.56
Direct Taxes Paid	(34.21)	(35.85)
<b>Cash flow before Exceptional Items</b>	<b>243.76</b>	<b>29.71</b>
Loss on sale of Investments	-	3.48
Profit on slump sale	(107.39)	-
Depreciation written back	(30.20)	-
Gain on sale of land & Building	(12.75)	-
<b>Net Cash from Operating Activities</b>	<b>93.42</b>	<b>33.19</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(3.31)	(7.32)
Investment in Subsidiaries	(63.56)	(3.31)
Proceeds from sale of Fixed Assets	13.30	0.41
Interest Received	10.15	6.79
Proceeds from Slump Sale	107.39	-
Direct Taxes Paid	(28.45)	-
<b>Net Cash used in Investing Activities</b>	<b>35.52</b>	<b>(3.43)</b>
<b>C. Cash Flow from Financing Activities</b>		
Interest Paid	(1.07)	(1.00)
Dividend Paid	(30.82)	(15.24)
<b>Net Cash used in Financing Activities</b>	<b>(31.89)</b>	<b>(16.24)</b>
Net Increase / (Decrease) In Cash and Cash Equivalents (A+B+C)	<b>97.05</b>	<b>13.52</b>
Cash And Cash Equivalents at the beginning of the year	62.16	48.64
Cash And Cash Equivalents at the close of the year	159.21	62.16
	<b>97.05</b>	<b>13.52</b>

Notes : 1. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on Cash Flow Statement issued by ICAI.  
2. Cash and Cash Equivalent represent Cash and Bank Balances.  
3. Additions to Fixed Assets are stated inclusive of movements of Capital Work-in-Progress between the beginning and end of the year and are treated as part of Investing Activities.  
In terms of our report attached

For Ray & Ray  
Chartered Accountants  
Firm Registration. No. 301072E

**K. K. Ghosh**  
Partner

Kolkata, 30th May, 2015

Membership No. 059781

On behalf of the Board,  
**Kallol Datta** Chairman  
**R.N.Ghosal** Managing Director

**S. Basu**  
CFO

**S. Ganguli**  
Secretary

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(All Figures in Rs. Crores unless otherwise mentioned)

**NOTE 1 SHARE CAPITAL**

	As at March 31st, 2015	As at March 31st, 2014
<b>Authorised :</b>		
30,00,000 (Previous Year 30,00,000) Equity Shares of Rs. 10/- each	3.00	3.00
<b>Issued and Subscribed and Paid-up :</b>		
8,71,200 (Previous Year 8,71,200) Equity Shares of Rs. 10/- each fully paid up	0.87	0.87
Less : Shares held in Trust for employees under ESOP Scheme		
21,457 (Previous year 21,457) Equity Shares Rs. 10/- each fully paid up (Refer Note 22.8)	0.02	0.02
	0.85	0.85

The details of shareholder holding more than 5% shares as at March 31st is set out below :

Name of the shareholder	No. of Shares	% held	No. of Shares	% held
Andrew Yule & Company Limited	228390	26.22	228390	26.22
Standard Greases And Specialities Private Limited	202484	23.24	202484	23.24
United India Insurance Company Limited	59962	6.88	59962	6.88

The reconciliation of the number of shares outstanding as at March 31st is set out below :

Equity Shares at the beginning of the year	871,200	871,200
Movement During The Year	-	-
Equity Shares at the end of the year	871,200	871,200

The company has one class of share with one voting right per share

**NOTE 2 RESERVES AND SURPLUS**

<b>Revaluation Reserve</b>		
Balance as per last Accounts	1.45	1.70
Less : Transferred to Statement of Profit and Loss	-	0.08
Less : On disposal of assets	-	0.17
Less : Revalued assets written off	1.45	-
	-	1.45
<b>Securities Premium Reserve</b>		
Balance as per last Accounts	4.39	4.39
Less : Shares held in ESOP Trust as per book value (Refer Note 22.8)	4.39	4.39
	-	-
<b>General Reserve</b>		
Balance as per last Accounts	92.29	85.46
Less : On account of depreciation of previous period	2.29	-
Add : Transferred from Statement of Profit and Loss	-	6.83
	90.00	92.29
Less : Shares held in ESOP Trust as per book value (Refer Note 22.8)	11.18	10.98
	78.82	81.31
<b>Surplus i.e. balance in the Statement of Profit and Loss</b>		
Balance as per last Accounts	304.61	263.48
Add : Profit for the year (after tax)	171.16	68.34
	475.77	331.82
Less : Deficit in ESOP Trust (Refer Note 22.8)	0.91	1.61
Amount available for Appropriations	474.86	330.21
Less : Appropriations :		
General Reserve	-	6.83
Interim Dividend	8.71	-
Proposed Dividend	21.78	17.42
Dividend Distribution Tax	7.23	2.96
Net Surplus	437.14	303.00
	515.96	385.76



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

(All Figures in Rs. Crores unless otherwise mentioned)

	As at March 31st, 2015	As at March 31st, 2014
<b>NOTE 3 DEFERRED TAXES (NET)</b>		
Timing Difference of Depreciation as per tax laws and books	15.17	4.92
Initial disallowance's allowable on payment	(6.17)	(4.84)
Net Deferred Tax Liability / (Asset)	9.00	0.08
<b>NOTE 4 OTHER LONG TERM LIABILITIES</b>		
Security Deposits	17.23	15.75
	17.23	15.75
<b>NOTE 5 LONG TERM PROVISIONS</b>		
Provision for Employee Benefits (Refer Note 22.13)	16.61	12.60
	16.61	12.60
<b>NOTE 6 TRADE PAYABLES</b>		
Micro, Small and Medium Enterprises (Refer Note 22.14)	2.55	2.55
Other than Micro, Small and Medium Enterprises	86.64	107.48
	89.19	110.03
<b>NOTE 7 OTHER CURRENT LIABILITIES</b>		
Unclaimed Dividends #	0.38	0.31
Other Payables *	29.11	27.79
	29.49	28.10
<b>NOTE 8 SHORT TERM PROVISIONS</b>		
Provision for Employee Benefits (Refer Note 22.13)	2.87	3.37
Others		
Provision for Taxation (Net of Advance Tax)	0.16	-
Proposed Dividend	21.78	17.42
Dividend Distribution Tax	5.45	2.96
	27.39	20.38
	30.26	23.75

\* Includes statutory dues, advances from customers and other dues.

# There is no amount due and outstanding as at 31st March 2015 to be credited to Investor Education and Protection Fund.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## NOTE 9 FIXED ASSETS (Refer Note 22.5)

(All Figures in Rs. Crores unless otherwise mentioned)

Description of Assets	GROSS BLOCK AT COST / VALUATION			DEPRECIATION / AMORTISATION					NET BLOCK	
	As at 1st April, 2014	Additions during the year	Assets sold / scrapped / adjusted during the year	As at 31st March, 2015	As at 1st April, 2014	Transfer to General Reserve	During the year	On assets sold/ Scrapped/ adjusted during the year	As at 31st March, 2015	As at 31st March, 2014
<b>A. Tangible Assets</b>										
Land (Freehold)	4.52	–	(0.82)	3.70	–	–	–	–	3.70	4.52
Land (Leasehold)	2.66	–	–	2.66	0.28	–	0.03	–	2.35	2.38
Buildings	43.90	0.15	(1.27)	42.78	8.28	–	1.09	(0.60)	34.01	25.59
Plant & Machinery	49.53	1.85	(2.13)	49.25	17.73	1.92	2.83	(1.41)	21.07	20.45
Furniture & Fixture	5.62	0.12	(0.36)	5.38	2.73	0.12	0.48	(0.25)	3.08	1.64
Office Equipment	1.21	0.06	(0.10)	1.17	0.44	0.01	0.52	(0.09)	0.88	0.37
Data Processing Machines	0.09	–	–	0.09	0.03	0.01	0.04	–	0.08	–
Servers & Networks	0.66	0.29	–	0.95	0.28	–	0.13	–	0.41	0.20
Desktop / Laptop etc.	2.40	0.40	(0.24)	2.56	1.59	0.22	0.46	(0.23)	2.04	0.46
Lab Equipments	3.95	0.17	(0.10)	4.02	0.45	–	0.49	(0.02)	0.92	2.16
Electrical Installation	1.01	–	–	1.01	0.16	–	0.14	–	0.30	0.53
Motor and Other Vehicles	2.74	0.10	(0.28)	2.56	1.34	0.01	0.23	(0.17)	1.41	1.29
Windmill	17.46	–	–	17.46	3.72	–	0.76	–	4.48	8.94
<b>TOTAL TANGIBLE ASSETS</b>	<b>135.75</b>	<b>3.14</b>	<b>(5.30)</b>	<b>133.59</b>	<b>37.03</b>	<b>2.29</b>	<b>7.20</b>	<b>(2.77)</b>	<b>43.75</b>	<b>68.53</b>
<b>Previous Year</b>	<b>131.03</b>	<b>7.35</b>	<b>(2.63)</b>	<b>135.75</b>	<b>60.73</b>	<b>–</b>	<b>8.67</b>	<b>(2.18)</b>	<b>67.22</b>	<b>–</b>
<b>B. Intangible Assets</b>										
Software	2.69	0.32	–	3.01	2.33	–	0.25	–	2.58	0.35
<b>TOTAL INTANGIBLE ASSETS</b>	<b>2.69</b>	<b>0.32</b>	<b>–</b>	<b>3.01</b>	<b>2.33</b>	<b>–</b>	<b>0.25</b>	<b>–</b>	<b>2.58</b>	<b>0.35</b>
Previous Year	2.24	0.44	–	2.68	2.10	–	0.23	–	2.33	–
<b>Grand Total (A + B)</b>	<b>138.44</b>	<b>3.46</b>	<b>(5.30)</b>	<b>136.60</b>	<b>39.36</b>	<b>2.29</b>	<b>7.45</b>	<b>(2.77)</b>	<b>46.33</b>	<b>68.88</b>
<b>Previous Year (A + B)</b>	<b>133.27</b>	<b>7.79</b>	<b>(2.63)</b>	<b>138.43</b>	<b>62.83</b>	<b>–</b>	<b>8.90</b>	<b>(2.18)</b>	<b>69.55</b>	<b>–</b>
<b>Capital Work-in-Progress</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>0.54</b>

Note : Depreciation written back on 1st April, 2014

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

(All Figures in Rs. Crores unless otherwise mentioned)

**NOTE 10 NON CURRENT INVESTMENTS AT COST UNLESS OTHERWISE STATED**

(Refer Note 22.10)

	As at March 31st, 2015	As at March 31st, 2014
<b>Other than Trade Investments</b>		
<b>- Investments in Equity Instruments</b>		
<b>Investment in Subsidiary Companies</b>		
<b>Unquoted</b>		
Veedol International Limited		
2 (Previous Year - 2) Equity Shares of GBP 1/- each fully paid	50.96	50.96
Veedol International DMCC		
2000 (Previous Year - 2000) Equity Shares @ AED 1000/- each fully paid	3.17	3.17
Veedol International BV		
800000 (Previous Year - 300000) Equity Shares @ Euro 1/- each fully paid	6.61	2.46
<b>Investment in Joint Ventures</b>		
<b>Unquoted</b>		
JX Nippon Two Lubricants India Pvt. Ltd.	59.41	—
555,000 (Previous year - NIL) Equity Shares of Rs. 10/- each		
<b>Investment in Other Companies</b>		
<b>Unquoted</b>		
Woodlands Multispeciality Hospital Limited	0.00*	0.00*
650 (Previous year 650) Equity Shares of Rs. 10/- each fully paid		
<b>Quoted</b>		
Yule Financing and Leasing Co. Ltd.		
194,640 (Previous Year 194,640) Equity Shares of Rs. 10/- each fully paid	0.19	0.19
WEBFIL Limited		
410,000 (Previous Year 410,000) Equity shares of Rs. 10/- each fully paid	0.41	0.41
	120.75	57.19
Less : Provision for diminution in value of investments	0.19	0.19
	120.56	57.00
* Rs. 100 (Previous year Rs. 100)		
Aggregate amount of Investments :		
Aggregate amount of quoted investments	0.60	0.60
Market Value of quoted investments	Not Available	Not Available
Aggregate amount of unquoted investments	120.15	56.59

**NOTE 11 LONG TERM LOANS & ADVANCES (UNSECURED)**

<b>Loan to Tide Water Oil Co. (India) Ltd. Employee Welfare Trust</b>	16.50	17.00
Less : Shares held / Deficit in ESOP Trust (Refer Note 22.8)	16.50	17.00
	-	-
<b>Security Deposits</b>		
Considered Good	2.53	2.40
Considered Doubtful **	0.00	0.00
<b>Other Loans and Advances</b>		
Considered Good	0.09	0.12
Considered Doubtful	0.24	0.24
	2.86	2.76
Less : Provision for Doubtful Advances / Deposits / Interest	0.24	0.24
	2.62	2.52
** Rs. 39530 (Previous year Rs. 39530)		

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

(All Figures in Rs. Crores unless otherwise mentioned)

**NOTE 12 INVENTORIES\***

	As at March 31st, 2015	As at March 31st, 2014
(Stock at cost or net realisable value, whichever is lower)		
Raw Materials	56.62	96.88
Finished Products	88.54	93.40
Packing Materials	6.66	7.07
Spares	0.21	0.20
	<u>152.03</u>	<u>197.55</u>

\*Includes in transit Rs. 8.70 (previous year Rs. 21.47)

**NOTE 13 TRADE RECEIVABLES****Trade Receivables outstanding for a period exceeding six months.**

Considered Good		
Secured	0.08	0.01
Unsecured	0.64	0.92
Considered doubtful	3.19	2.23

**Other Trade Receivables**

Considered Good		
Secured	9.44	8.44
Unsecured	138.98	139.28
Considered doubtful*	0.00	-

	152.33	150.88
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Less : Provision for doubtful debts	3.19	2.23
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	<u>149.14</u>	<u>148.65</u>
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\*Rs. 15,424 (Previous Year Rs. Nil)

**NOTE 14 CASH AND CASH EQUIVALENTS**

Balance with Banks		
In current accounts	9.93	11.91
In Fixed deposits*	142.63	41.47
In Unclaimed Dividend accounts	0.38	0.31
	<u>152.94</u>	<u>53.69</u>
Cash in Hand	0.02	0.02
Cheques in Hand	6.25	8.45
	<u>159.21</u>	<u>62.16</u>

\*Less than 3 months Rs. 61.51 (Previous year Rs. 41.47)

More than 3 months and less than 12 months Rs. 81.12 (Previous year Rs. Nil)

**NOTE 15 SHORT TERM LOANS & ADVANCES (UNSECURED)**

Advance Payment of Tax and credits in respect of tax paid at source (net of Provision)	-	0.51
Advances recoverable in cash or in kind or for value to be received *		
Considered Good	34.39	39.11
Considered Doubtful	0.04	0.04
	<u>34.43</u>	<u>39.15</u>
Less : Provision for Doubtful Advances / Deposits	0.04	0.04
	<u>34.39</u>	<u>39.11</u>
	<u>34.39</u>	<u>39.62</u>

\* Includes Advance to Suppliers, Prepaid Expenses, Employee Loans etc.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

(All Figures in Rs. Crores unless otherwise mentioned)

<b>NOTE 16 OTHER INCOME</b>	<b>For the year ended 31st March, 2015</b>	<b><i>For the year ended 31st March, 2014</i></b>
Interest Income	10.46	8.68
Other non operating income	2.66	4.53
	<u>13.12</u>	<u>13.21</u>
<b>NOTE 17 COST OF MATERIALS CONSUMED</b>		
<b>Raw Material and Packing Material</b>		
Opening Stock :	103.95	74.79
Add : Purchased during the year	569.64	639.58
Less : Closing Stock	63.27	103.95
	<u>610.32</u>	<u>610.42</u>
<b>Finished Goods</b>		
(Increase) / Decrease in Stocks		
Opening Stock	93.40	82.42
Closing Stock	88.54	93.40
	<u>4.86</u>	<u>(10.98)</u>
Excise Duty on increase / (decrease) in Stock	1.47	1.50
	<u>6.33</u>	<u>(9.48)</u>
<b>NOTE 18 EMPLOYEE BENEFIT EXPENSE</b>		
Salaries, Wages and Bonus	33.06	31.10
Contribution to Provident & Other Funds	3.29	2.56
Contribution to Employee Retirement Benefits	6.18	5.95
Staff Welfare Expenses	3.38	2.82
	<u>45.91</u>	<u>42.43</u>
<b>NOTE 19 DEPRECIATION AND AMORTIZATION EXPENSES</b>		
Depreciation of tangible assets	7.20	8.67
Amortization of Intangible assets	0.25	0.23
Less : Transfer from Revaluation Reserve	-	0.08
	<u>7.45</u>	<u>8.82</u>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(All Figures in Rs. Crores unless otherwise mentioned)

<b>NOTE 20 OTHER EXPENSES</b>	<b>For the year ended 31st March, 2015</b>	<b><i>For the year ended 31st March, 2014</i></b>
Repairs - Buildings	0.46	0.30
Repairs - Machinery	1.60	1.38
Repairs - Others	1.19	1.18
Rent	6.84	4.31
Rates & Taxes	1.17	2.17
Consumption of Stores	0.65	0.65
Commission	1.01	3.99
Power & Fuel	2.85	2.55
Insurance	2.05	2.63
Freight & Cartage	21.83	19.98
Travelling & Conveyance	5.69	5.65
Advertising Expenses	13.34	13.14
Selling and Marketing Expenses	59.12	59.12
Director's Fees	0.05	0.02
Provisions for Doubtful Debts	1.00	0.27
Provisions for diminution in value of investments	-	0.19
Loss on Foreign Exchange (Net)	0.71	0.64
Loss on Fixed Asset Scrapped/Sold	0.56	-
Royalty	56.01	39.13
Franchisee Fees	14.32	-
Research & Development Expenditure	1.36	1.28
Depot Operating Expenses	4.23	4.38
Miscellaneous Expenses	8.95	9.10
CSR Activities	0.57	-
Auditors' Remuneration		
- For Audit Fees	0.15	0.14
- For Tax Audit Fees	0.03	0.02
- For Other Services	0.05	0.04
- For Reimbursement of Expenses	0.00*	0.00*
	<u>205.79</u>	<u>172.26</u>

\* Rs. 30809 (Previous year Rs 39762)

**NOTE 21**

**Significant Accounting Policies**

**(i) BASIS OF PREPARATION OF ACCOUNTS**

The financial statements are prepared under historical cost convention on accrual basis and are in compliance with the Companies Accounting Standard Rules, 2006 and the relevant provisions of the Companies Act 2013 thereof pending notification of Accounting Standards in terms of section 133 of Companies Act 2013.

The accounts presentation under Indian Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities as at the balance sheet date.

**(ii) REVENUE RECOGNITION**

**a. Sale of goods**

Revenue from the sale of goods is recognised in the Statement of profit and loss when the significant risks and rewards of ownership have been transferred to the buyer. Revenue from operations includes consideration received or receivable, excise duty but net of discounts and rebates and sales related taxes.

**b. Sale of power**

Revenue from the sale of power is recognised based on the units as per invoice as transmitted to buyer.

**c. Dividend and Interest income**

Dividend income is recognized when the Company's right to receive dividend is established. Interest income is recognised on accrual basis based on interest rates implicit in the transactions.

**(iii) FIXED ASSETS**

All Fixed Assets are valued at cost less depreciation/amortization. The cost of an asset includes the purchase cost of materials, including import duties and non refundable taxes and any directly attributable costs of bringing an asset to the location and condition of its intended use. Interest on borrowings used to finance the construction of fixed assets are capitalized as part of the cost of the asset until such time that the asset is ready for its intended use.

**(iv) INTANGIBLE ASSETS**

Intangible Assets expected to provide future enduring economic benefits are stated at cost less amortization. Cost comprises purchase price and directly attributable expenditure on making the asset ready for its intended use.

**(v) DEPRECIATION & AMORTIZATION**

**Tangible Assets**

Fixed Assets are depreciated on straight line basis applying the useful life specified in Schedule II to the Companies Act, 2013.

**Intangible Assets**

Intangible assets are amortized over their best estimated useful life ranging upto three years on straight line method.

**Others**

Leasehold lands are amortized on straight line basis over the period of lease.

## YEAR ENDED 31ST MARCH, 2015

(All Figures in Rs. Crores unless otherwise mentioned)

NOTE 21 (contd.)

## (vi) INVESTMENTS

Non Current Investments are stated at cost less provision, if any, for diminution which is other than temporary in nature.

Current investments are carried at lower of cost or fair value.

## (vii) INVENTORIES

Raw materials and Packing materials are valued at cost comprising purchase price, freight and handling, non refundable taxes and duties and other directly attributable costs incurred on bringing such inventories to their present location and condition. Finished products are valued at lower of cost and net realizable value.

## (viii) FOREIGN CURRENCY TRANSACTIONS

Foreign Currency transactions and forward exchange contracts are recorded on initial recognition in the reporting currency i.e. Indian rupees, using the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities in currencies other than the reporting currency and foreign exchange contracts remaining unsettled are remeasured at the rates of exchange prevailing at the balance sheet date. Exchange difference arising on the settlement of monetary items and on the remeasurement of monetary items are included in Statement of profit and loss for the year. In case of forward exchange contracts, the difference between the contract rate and the spot rate on the date of transaction is charged to the Statement of Profit and Loss over the period of the contract.

## (ix) BORROWING COSTS

Borrowing costs that are attributable to the acquisition, construction of qualifying assets are capitalized as part of the cost of such assets till such time the asset is ready for its intended use or sale. All other borrowing costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

## (x) RESEARCH AND DEVELOPMENT COSTS

Revenue expenditure on research and development are expensed in the year in which these are incurred. Fixed Asset used for research and development is stated at cost less accumulated amortization and impairment losses are depreciated in accordance with policy of the Company.

## (xi) EMPLOYEE BENEFITS

## (i) Short Term benefits

Short term benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related services are rendered.

## (ii) Post Employment Benefits

Defined contribution plans are those plans where the Company pays fixed contributions to a separate entity. The contributions are expensed as they are incurred in line with the treatment of wages and salaries.

Defined benefit plans are arrangements that provide guaranteed benefits to employees, either by way of contractual obligations or through a collective agreement. The present value of these defined benefit obligations are ascertained by independent actuarial valuation as per the requirement of Accounting Standards 15 - Employee Benefits. The liability recognised in the balance sheet is the present value of the defined benefit obligations on the balance sheet date less the fair value of the plan assets (for funded plans), together with adjustments for unrecognised past service costs. All actuarial gains and losses are recognised in the Statement of Profit and Loss in full in the year in which they occur.



NOTE 21 (contd.)

(xii) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the Notes to the financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

(xiii) IMPAIRMENT OF FIXED ASSETS

- (a) The carrying amounts of assets are reviewed at each Balance Sheet date for indicators of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount.
- (b) After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.
- (c) A previously recognised impairment loss is increased or reversed depending on changes in circumstances.

(xiv) TAXATION

- (a) Tax expense comprises of Current and Deferred Tax. Current Income Tax is measured at the amount expected to be paid to the Tax Authorities in accordance with the Indian Income Tax Act, 1961.
- (b) Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred Tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods in the Statement of Profit and Loss and the cumulative effect thereof is reflected in the Balance Sheet.

## YEAR ENDED 31ST MARCH, 2015

(All Figures in Rs. Crores unless otherwise mentioned)

**NOTE 22****Other Notes to Financial Statements.****22.1 Contingent Liabilities**

Contingent Liabilities not provided for :	31st March, 2015	31st March, 2014
a. Bills Discounted	3.18	11.75
b. Income Tax	0.83	1.22
c. Sales Tax / VAT	2.59	1.77
d. Excise Demands	0.97	0.64
e. Navi Mumbai Municipal Corporation Cess	1.36	1.36
f. Other guarantees given to banks against financial facilities availed by subsidiaries	24.08	18.94
g. Fringe Benefit Tax	0.01	0.01

22.2 Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for is Rs. 1.31 Crores (previous year Rs. 1.01 Crores).

22.3 The company has reviewed the impairment of assets at year end and noted that none of the assets has been impaired as on 31st March, 2015.

**22.4 Corporate Social Responsibility**

Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof :

- Gross amount required to be spent by the Company during the year (2% of Net Profit) Rs. 1.89 Crores.
- Amount spent during the year Rs. 0.57 Crores.

	In Cash	Yet to be paid in cash	Total
(i) Construction / acquisition of any assets	NIL	NIL	NIL
(ii) On purposes other than (i) above	0.57	NIL	0.57

- Break-up of various heads of expenses incurred during the year :

	Amounts
(i) Rent to AYCL (Related Party )	0.10
(ii) Repairs	0.10
(iii) Professional Charges	0.15
(iv) Consultancy Charges	0.16
(v) Other	0.06
TOTAL	0.57

22.5 Pursuant to the enactment of Companies Act, 2013, the Company has applied the estimated useful lives as specified in Schedule II in respect of Tangible Assets. Accordingly, carrying amount is being depreciated or amortized over the remaining useful lives. The written down value of the fixed assets whose lives expired as at 1st April, 2014, have been adjusted, in the opening balance of General Reserve amounting to Rs. 2.29 Crores. The residual value of assets has been taken as nil.

## YEAR ENDED 31ST MARCH, 2015

(All Figures in Rs. Crores unless otherwise mentioned)

## NOTE 22 (contd.)

In view of change in depreciation method from written down value to straight line method, depreciation for the year ended 31st March, 2015 is higher by Rs. 2.71 Crores and effect relating to the period prior to the 1st April, 2014 is Rs. 30.20 Crores, which has been shown as the 'Exceptional Item' for the year ended 31st March, 2015.

- 22.6 During the year, the Company has entered into a Joint Venture agreement with JX Nippon Oil & Energy Corporation, Japan to form a Joint Venture Company to manufacture and sell lubricants under the brand name 'ENEOS'.

In pursuance of this joint venture agreement, a new Joint Venture Company named JX Nippon TWO Lubricants India Pvt. Ltd. was incorporated on 8th August, 2014.

Further, the Company has transferred 'Business Undertaking' pertaining to Eneos business pursuant to the 'Business Transfer Agreement' to JX Nippon TWO Lubricants India Pvt. Ltd. on 1st October, 2014 for a lump sum consideration of Rs.108 Crores as Slump Sale.

As a result of this transaction, a long term capital gain has accrued during the year and has been shown as an 'exceptional item' in the Statement of Profit & Loss.

- 22.7 During the year, the Company has transferred a land and building at Royapuram, Chennai on 9th October, 2014 at a lump sum consideration of Rs. 13.12 Crores.

As a result of this transaction, a long term capital gain has accrued during the year and shown as an 'exceptional item' in the Statement of Profit & Loss.

- 22.8 The Company had instituted a Tide Water Oil Company (India) Limited Employee Welfare Scheme (TWOC-EWS 2010-11) as approved by the Board of Directors and the Shareholders vide a special resolution by postal ballot on 2nd March 2011 for allotment of stock options to employees. The Scheme was kept in abeyance during the year.

The scheme was being administered by an independent Tide Watre Oil Co. (India) Ltd. Emplpyee Welfare Trust (TWOC-EWT). The objective of the trust was acquiring shares from the secondary market and implementing the aforesaid scheme under the TWOC-EWS 2010-11.

In terms of clause 22A.1 of SEBI guideline 1999. "in case of ESOS/ESPS administered through a Trust, the accounts of the Company shall be prepared as if the company itself is administrating the ESOS/ESPS" and as per opinion of the Expert Advisory Committee of Institute of Chartered Accountants of India, the balance loan amounting to Rs. 16.50 Crores (Previous year Rs. 17.00 Crores) to TWOC-EWT in the books of the Company has been eliminated against loan paid to TWOC-EWT by means of book adjustment only.

Therefore 21,457 (previous year 21,457) nos. of equity shares held in trust for employees under the ESOP scheme as on 31st March 2015, amounting Rs. 15.59 Crores (previous year Rs. 15.39 Crores) has been shown as deduction from Share Capital to the extent of face value of equity shares Rs. 0.02 Crores (previous year Rs. 0.02 Crores) and Securities Premium Reserve to the extent of Rs. 4.39 Crores (previous year Rs. 4.39 Crores) and remaining balance amount has been shown as deduction from General Reserve to the extent of Rs. 11.18 Crores (previous year Rs. 10.98 Crores).

Since the financial result of TWOC-EWT is included in standalone financial statements of the Company, the notional accumulated deficit of ESOP trust amounting Rs. 0.91 Crores (previous year Rs. 1.61 Crores) arising from the operation of the TWOC-EWT till 31st March 2015 has been adjusted with 'Surplus' of the Company.

- 22.9 (a) The Company has incurred revenue expenditure of Rs. 1.36 Crores (previous year Rs. 1.28 Crores) on account of Research & Development expenses, the break up of which is as follows :

	31st March, 2015	31st March, 2014
Salaries & Wages	1.08	1.03
Consumables	0.03	0.03
Utilities	0.10	0.09
Others	0.15	0.13
Total	1.36	1.28

## YEAR ENDED 31ST MARCH, 2015

(All Figures in Rs. Crores unless otherwise mentioned)

## NOTE 22 (contd.)

(b) The Gross Block of Fixed Assets in Note 9 includes following assets purchased for Research &amp; Development :

	<u>As on 31st March, 2015</u>		<u>As on 31st March, 2014</u>	
	<u>Building</u>	<u>Equipment</u>	<u>Building</u>	<u>Equipment</u>
Opening Balance	1.32	3.54	1.32	3.40
Addition during the year	Nil	0.56	Nil	0.14
Closing Balance	1.32	4.10	1.32	3.54

22.10 The diminution in value of Long Term quoted Investments amounting to Rs. 0.41 Crores (previous year Rs. 0.41 crores) is in the opinion of the management, not of a permanent nature and accordingly no provision has been made.

## 22.11 Earnings Per Share

	<u>2014-15</u>	<u>2013-14</u>
Net Profit for the year	171.16	68.34
Number of Equity shares (Face value Rs.10/-each)	8,71,200	8,71,200
Basic and Diluted earnings per share(Rs.)	1964.53	784.46

22.12 The details of transactions entered into with Related parties during the year are as follows.

## (A) Name of Related parties :

## (a) Subsidiary Companies

- (i) Veedol International Limited
- (ii) Veedol International DMCC
- (iii) Veedol International BV
- (iv) Veedol Deutschland GmbH  
(100% subsidiary of Veedol International BV)
- (v) Veedol International Americas Inc.  
(100% subsidiary of Veedol International Limited)

## (b) Associated Companies

- (i) Andrew Yule & Co. Ltd.
- (ii) Hooghly Printing Co. Ltd.  
(a 100% subsidiary of Andrew Yule & Co. Ltd.)
- (iii) Standard Greases & Specialities Pvt. Ltd.

## (c) Joint Venture Company

JX Nippon TWO Lubricants India Pvt. Ltd.

## YEAR ENDED 31ST MARCH, 2015

(All Figures in Rs. Crores unless otherwise mentioned)

## NOTE 22 (contd.)

## (d) Key Managerial Personnel

Mr. R. N. Ghosal, Managing Director

Mr. S. Basu, Chief Financial Officer

Mr. S Ganguli, Company Secretary

## (e) Relative of Key Managerial Personnel

Mr. Saurav Ghosal, son of Mr. R. N. Ghosal

(B) Transactions with Related parties during the Financial year and outstanding balances are as below :

Sl. No.	Nature of Transactions	31st March, 2015					31st March, 2014				
		Subsidiaries	Associates	Joint Venture	Key Managerial Personnel	Relative of Key Managerial Personnel	Subsidiaries	Associates	Joint Venture	Key Managerial Personnel	Relative of Key Managerial Personnel
1	Remuneration	—	—	—	0.59	—	—	—	—	0.29	—
2	Sports sponsorship for National Squash Champion & Arjuna Awardee	—	—	—	—	0.05	—	—	—	—	0.05
3	Purchase of Goods	—	*100.48	—	—	—	—	144.32	—	—	—
4	Sale of Goods	—	0.25	—	—	—	—	1.22	—	—	—
5	Slump Sale	—	—	108.00	—	—	—	—	—	—	—
6	Rent Received	—	—	0.02	—	—	—	—	—	—	—
7	Franchise Fees	—	—	14.86	—	—	—	—	—	—	—
8	Directors' Fees	—	0.01	—	—	—	—	0.01	—	—	—
9	Dividend Paid	—	12.93	—	—	—	—	6.46	—	—	—
10	Rent Paid	—	2.14	—	—	—	—	0.24	—	—	—
11	Royalty Paid	0.15	2.19	—	—	—	0.16	2.10	—	—	—
12	Facilitation Charges	0.26	—	—	—	—	0.23	—	—	—	—
13	Outstanding Financial Facilities	24.08	—	—	—	—	18.94	—	—	—	—
14	Payment for Common Services	—	3.99	—	—	—	—	4.04	—	—	—
15	Processing Charges Paid	—	2.12	—	—	—	—	2.65	—	—	—
16	Investments	4.15	—	59.41	—	—	3.31	—	—	—	—
17	Courier charges	—	—	**0.00	—	—	—	—	—	—	—
18	Amount due from as of 31st March	0.51	0.03	—	—	—	0.32	1.01	—	—	—
19	Amount due to as of 31st March	0.03	3.14	3.74	—	—	0.04	1.42	—	—	—

\*Includes purchase of tea from AYCL included under Selling &amp; Marketing Expenses.

\*\*Rs. 31,125.

## YEAR ENDED 31ST MARCH, 2015

(All Figures in Rs. Crores unless otherwise mentioned)

NOTE 22 (contd.)**22.13 Employees Benefits :**

- (a) The Company's contribution to Defined Contribution Plans aggregated to Rs.3.29 Crores (previous year Rs. 2.56 Crores) for the year ended has been recognised under the line item Contribution to Provident and Other Funds on Note 18 above.

**(b) Defined Benefit Plans****(i) Gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees as per Payment of Gratuity Act, 1972. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount as per Payment of Gratuity Act, 1972. Vesting occurs upon completion of five years of service. The Scheme is funded.

**(ii) Post-retirement Medical Scheme**

Under this scheme, employees get medical benefits subject to certain limits of amount and types of benefits depending on their grade at the time of retirement. The liability for post-retirement medical scheme is determined on the basis of year-end actuarial valuation. The Scheme is unfunded.

**(iii) Compensated absences**

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilised leave at each balance sheet date on the basis of year-end actuarial valuation. The Scheme is unfunded.

**(iv) Superannuation**

Superannuation Scheme was provided in the accounts by the Company as Defined Benefit Retirement plan till 31st March, 2013. Now in view of policy of the Company and to reduce the risk due to Defined Benefits (DB) plan assets that may fall short of what is required to meet the obligations at the time of employee's retirement, the Company has changed the remuneration policy as per board meeting dated 31.07.2013.

As per change in remuneration policy with effect from 1st August, 2007, the Scheme stands altered from Defined Benefit (DB) Scheme to a Defined Contribution (DC) Scheme. Consequently, with effect from 1st August, 2007, the amount shall be calculated as under :

The sum accumulated in the name of the eligible members shall be calculated at the rate of 15% of basic salary upto 31st July, 2007. This shall, thereafter, be increased by the contribution by the Company with effect from 1st August, 2007, calculated at a rate not exceeding 4.87% of Basic and Dearness Allowance of the member till his date of superannuation. The Scheme is funded.

**(v) Pension**

The Company has a defined benefit pension fund. The Scheme is unfunded. This is not applicable to members in employment at present.

## YEAR ENDED 31ST MARCH, 2015

NOTE 22 (contd.)

(All Figures in Rs. Crores unless otherwise mentioned)

(c) Particulars in respect of Defined Benefit Plans of the Company are as follows :

Employee Benefits	As at 31st March 2015			As at 31st March 2014			As at 31st March 2013			As at 31st March 2012			As at 31st March 2011		
	Gratuity	Leave Encashment	Medical	Gratuity	Leave Encashment	Medical	Gratuity	Leave Encashment	Medical	Gratuity	Leave Encashment	Medical	Gratuity	Leave Encashment	Medical

Defined benefit Plans/Long term Compensated absences.

As per actuarial valuation as on 31st March, 2015

**Experience History**

Present value of Defined Benefit Obligation	12.34	8.34	5.14	10.62	7.35	4.25	9.16	5.92	3.63	7.59	4.30	2.65	6.42	3.42	2.09
Fair value of plan assets	6.34	-	-	6.26	-	-	5.27	-	-	4.34	-	-	4.17	-	-
Funded Status [Surplus / (Deficit)]	(6.00)	(8.34)	(5.14)	(4.37)	(7.35)	(4.25)	(3.89)	(5.92)	(3.63)	(3.25)	(4.30)	(2.65)	(2.25)	(3.42)	(2.09)
Experience (Gain) / Loss adjustment on plan liabilities	0.41	0.88	0.10	0.49	0.97	0.33	0.64	1.15	0.48	0.39	0.46	0.37	0.37	0.55	(0.06)
Experience (Gain) / Loss adjustment on plan assets	(0.24)	-	-	(0.08)	-	-	0.08	-	-	-	-	-	0.04	-	-
Experience (Gain) / Loss adjustment on plan liabilities due to change in assumption	0.96	0.66	0.33	0.13	0.28	(0.06)	0.40	0.27	0.24	0.29	0.22	0.01	(0.05)	(0.03)	(0.03)

Employee Benefits	As at 31st March 2015			As at 31st March 2014		
	Gratuity	Leave Encashment	Medical	Gratuity	Leave Encashment	Medical

**Components of employer expenses**

Current Service Cost	0.69	0.37	0.25	0.55	0.30	0.20
Interest cost	0.88	0.58	0.36	0.73	0.46	0.29
Expected return on plan assets	(0.54)	-	-	(0.51)	-	-
Plan amendment Cost	-	-	-	-	-	-
Actuarial Losses / (Gains)	1.61	1.55	0.44	0.70	1.26	0.27
Total expenses recognized in the Statement of Profit & Loss	2.64	2.50	1.05	1.47	2.02	0.76

**Actual Contribution and Benefits Payments for year ended 31st March, 2015**

Actual benefit payments	1.22	1.50	0.16	0.44	0.59	0.14
Actual Contributions	1.00	1.50	0.16	1.00	0.59	0.14

**Net assets / (liability) recognized in balance sheet as at 31st March, 2015**

Present value of Defined Benefit Obligation	12.34	8.34	5.14	10.62	7.35	4.25
Fair value of plan assets	6.34	-	-	6.26	-	-
Funded status [Surplus / (Deficit)]	(6.00)	(8.34)	(5.14)	(4.37)	(7.35)	(4.25)
Net asset/(liability) recognized in balance sheet	(6.00)	(8.34)	(5.14)	(4.37)	(7.35)	(4.25)

## YEAR ENDED 31ST MARCH, 2014

(All Figures in Rs. Crores unless otherwise mentioned)

## NOTE 22 (contd.)

Employee Benefits	As at 31st March 2015			As at 31st March 2014		
	Gratuity	Leave Encashment	Medical	Gratuity	Leave Encashment	Medical

## Change in Defined Benefit Obligations during the year ended 31st March, 2015

Present value of DBO at beginning of year	10.62	7.35	4.25	9.16	5.92	3.63
Current Service cost	0.69	0.37	0.25	0.55	0.30	0.20
Interest cost	0.88	0.58	0.36	0.73	0.46	0.29
Plan amendments	-	-	-	-	-	-
Actuarial (Gains) / Losses	1.37	1.55	0.44	0.62	1.26	0.27
Benefits paid	(1.22)	(1.50)	(0.16)	(0.44)	(0.59)	(0.14)
Present Value of DBO at the end of year	12.34	8.34	5.14	10.62	7.35	4.25

## Change in Fair value of Assets during the year ended 31st March, 2015

Plan assets at beginning of period	6.26	-	-	5.27	-	-
Actual return on plan assets	0.30	-	-	0.51	-	-
Actual company contribution	1.00	1.50	0.16	1.00	0.59	0.14
Actuarial gain / (loss)	(0.24)	-	-	(0.08)	-	-
Benefits paid	(1.22)	1.50	(0.16)	(0.44)	(0.59)	(0.14)
Plan assets at the end of the year	6.34	-	-	6.26	-	-

## Actuarial Assumptions

Discount Rate	7.80%	7.80%	7.80%	8.75%	8.75%	8.75%
Expected return on plan assets	8.20%	N.A.	N.A.	8.20%	N.A.	N.A.
Salary escalation	7%	7%	7%	7%	7%	7%
Expected Average remaining working lives of employees (years)	14.9	14.9	N.A.	15.63	15.63	N.A.

## Effect of one percentage point change in assumed Medical inflation rate

	One percentage point increase in Medical	One percentage point increase in Medical
Revised DBO as at :		
31st March 2015	0.72	0.72
31st March 2014	3.61	3.61

## Notes :

- According to the Actuary, there will be no change in the aggregate of the current service cost and interest cost components of net periodic post employment medical cost for one percentage point increase or decrease in the assumed medical cost trends.
- The Company has not received any break-up of the compositions of investment by category with respect to Gratuity Fund and Superannuation Fund administered and managed by Life Insurance Corporation of India and hence disclosure required for compositions of investment for plan assets under Accounting Standard 15 on Employee Benefits have not been given.
- The estimate of future salary increases take into account inflation, seniority, promotion and other relevant reasons.



## YEAR ENDED 31ST MARCH, 2015

(All Figures in Rs. Crores unless otherwise mentioned)

## NOTE 22 (contd.)

- 22.14 The disclosure under the Micro, Small & Medium Enterprise Development Act, 2006 have been made on the basis of confirmations received from suppliers regarding their status under the said Act :

Particulars	Amount	
	31.03.15	31.03.14
1. Outstanding principal amount & interest as on		
– Principal Amount	2.55	2.55
– Interest due thereon	Nil	Nil
2. Amount of interest paid along with the amounts of payment made beyond the appointed day	Nil	Nil
3. Amount of interest due and payable (where the principal has already been paid but interest has not been paid)	Nil	Nil
4. The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
5. The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act.	Nil	Nil

- 22.15 The year end foreign currency exposure that have not been hedged by a forward contract (derivative instrument) or otherwise are given below :

		Foreign Currency (Crores)		Equivalent INR (Crores)	
		31.03.15	31.03.14	31.03.15	31.03.14
Amount payable in foreign	USD	1.43	0.27	87.86	16.67
currency on	EURO	0.02		1.72	
account of import of goods	JPY	0.27		0.16	

- 22.16 Disclosures pertaining to Segment Reporting as per AS-17

Based on the synergies, risks and returns associated with business operations and in terms of Accounting Standard – 17, the Company is predominantly engaged in the business of a single reportable segment of Lubricants during the year. Therefore disclosure requirements of AS 17 on Segment Reporting are not applicable to the company.

## YEAR ENDED 31ST MARCH, 2015

(All Figures in Rs. Crores unless otherwise mentioned)

## NOTE 22 (contd.)

## 22.17 Other Disclosures :

## (a) Particulars of Sales and Raw Materials Consumed :

## (i) Sales (Inclusive of rebranded sales)

Class of Goods	Year ended 31st March, 2015	Year ended 31st March, 2014
Oils	986.26	947.52
Greases	125.02	118.38
	<u>1,111.28</u>	<u>1,065.90</u>

## (ii) Raw Materials Consumed (Excluding Container)

Items	Year ended 31st March, 2015	Year ended 31st March, 2014
Base Oils	438.06	347.98
Additives	148.49	166.91
Grease	2.64	6.30
	<u>589.19</u>	<u>521.19</u>

## (b) Value of Imported and Indigenous Raw Materials (including Containers) and Stores Consumed :

	Year ended 31st March, 2015		Year ended 31st March, 2014	
(i) Raw Materials (Including Containers)	Value	(%)	Value	(%)
Imported	215.96	35.38	176.36	28.89
Indigenous	394.36	64.62	434.06	71.11
	<u>610.32</u>	<u>100.00</u>	<u>610.42</u>	<u>100.00</u>
(ii) Stores				
Imported	0.29	10.25	0.08	10.25
Indigenous	0.36	89.75	0.57	89.75
	<u>0.65</u>	<u>100.00</u>	<u>0.65</u>	<u>100.00</u>

## (c) Value of Imports on C.I.F. Basis :

Raw Materials	197.48	167.55
Plant & Machinery	0.60	0.12
Others	0.05	0.05
	<u>198.13</u>	<u>167.72</u>

## (d) Expenditure in Foreign Currency :

Royalty Remitted	1.01	8.34
Travelling	0.44	0.17
Others	0.07	0.11
	<u>1.52</u>	<u>8.62</u>

(e) Earnings in Foreign exchange  
(Reimbursement of Marketing Expenses)

	1.01	0.53
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**YEAR ENDED 31ST MARCH, 2014**

(All Figures in Rs. Crores unless otherwise mentioned)

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NOTE 22 (contd.)

22.18 Contribution to political party amounting to Rs. 0.01 Crores (Previous year NIL).

22.19 Previous year figures have been reclassified to conform to this year's classification and have been regrouped and rearranged wherever necessary to make it comparable with the current year figures.

On behalf of the Board

**Kallol Datta**  
*Chairman*

Kolkata, 30th May 2015

**R. N.Ghosal**  
*Managing Director*

**S. Basu**  
*CFO*

**S. Ganguli**  
*Secretary*

## **INDEPENDENT AUDITORS' REPORT**

TO

THE MEMBERS of

TIDE WATER OIL CO. (INDIA), LTD.

### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of TIDE WATER OIL CO. (INDIA) LTD. (hereinafter referred to as "Parent") and its subsidiaries and jointly controlled entity (collectively referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### **Management's Responsibility for the Consolidated Financial Statements**

The Parent's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Parent's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Parent has an adequate internal financial control system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Parent's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

### **Basis for Qualified Opinion**

Note no 25.6 of Notes to Accounts regarding non provisioning of possible diminution in value of investment.

### **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

### **Other Matters**

- (a) We did not audit the financial statements of the subsidiary Veedol International DMCC whose financial statements reflect total assets of Rs. 30.59 crores as at 31st March, 2015, total revenues of Rs. 67.27 crores and net cash flows amounting to Rs. 0.35 crores for the year ended on that date, as considered in the consolidated financial statements.

We did not audit the financial statements of the jointly controlled entity Jx Nippon Two Lubricants India Private Limited, whose financial statements reflect total assets of Rs. 63.56 crores as at 31st March, 2015, total revenues of Rs. 7.26 crores and net cash flows amounting to Rs. 8.74 crores for the year ended on that date, as considered in the consolidated financial statements.

These financial statements have been audited by other auditors whose reports prepared upto 31st March 2015 have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and the jointly controlled entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and jointly controlled entity is based solely on the reports of the other auditors.

- (b) We did not audit the financial information of subsidiaries Veedol International Limited (including its subsidiary Veedol International Americas Inc) and Veedol International BV (including its subsidiary Veedol Deutschland GmbH), whose financial information reflect total assets of Rs. 7.73 crores as at 31st March, 2015, total revenues of Rs. 18.09 crores and net cash flows amounting to Rs. 1.15 crores for the year ended on that date, as considered in the consolidated financial statements. These financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial information.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

### **Emphasis of Matter**

We draw attention to the emphasis of matter paragraph as mentioned in our audit report of the Parent. The accounts of the said Trust have been audited by another auditor which has been considered by us. Our opinion is not qualified in respect of this matter.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Parent, jointly controlled company incorporated in India and subsidiaries, our report on the Order in the standalone financial statements of the Parent may be considered in respect of the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable, for the Group as a whole.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that :
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors of the Parent as on 31st March, 2015 taken on record by the Board of Directors of the Parent, none of the directors of the Parent are disqualified as on 31st March, 2015 from being appointed as a director of the Parent in terms of Section 164(2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
    - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – refer note 25.3 to the consolidated financial statements.
    - ii. The Group has not made any provision for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

For **Ray & Ray**  
Chartered Accountants  
(Firm Registration. No. 301072E)

**K. K. Ghosh**  
Partner  
Membership No. 059781

Place : Kolkata  
Date : 30th May, 2015

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

(Figures in Rs. Crores)

	Note	31st March, 2015	31st March, 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	0.85	0.85
Reserves and Surplus	2	498.63	381.04
<b>Non-Current Liabilities</b>			
Deferred tax liabilities (Net)	3	10.32	0.08
Other Long Term Liabilities	4	17.23	15.75
Long term provisions	5	17.14	12.87
<b>Current Liabilities</b>			
Short-term borrowings	6	21.43	9.22
Trade payables	7	111.36	129.50
Other current liabilities	8	30.68	30.83
Short-term provisions	9	30.28	23.75
		<u>737.92</u>	<u>603.89</u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Goodwill on Consolidation (Net)		50.29	51.20
Fixed Assets			
Tangible assets	10	91.97	70.18
Intangible assets	10	51.72	0.48
Capital work-in-progress	10	0.37	0.54
Non-current investments	11	0.41	0.41
Long term loans and advances	12	3.53	3.18
<b>Current Assets</b>			
Inventories	13	156.07	197.56
Trade Receivables	14	178.20	175.88
Cash and cash equivalents	15	169.45	64.51
Short term Loans and Advances	16	35.71	39.95
Other current assets	17	0.20	—
		<u>737.92</u>	<u>603.89</u>
Significant accounting policies	24		
Other notes to consolidated financial statements	25		

The accompanying notes are an integral part of the consolidated financial statements  
In terms of our report attached

For Ray & Ray  
Chartered Accountants  
Firm Registration. No. 301072E

Kolkata, 30th May, 2015  
K. K. Ghosh  
Partner  
Membership No. 059781

On behalf of the Board,  
Kallol Datta Chairman  
R.N.Ghosal Managing Director

S. Basu  
CFO

S. Ganguli  
Secretary

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

(Figures in Rs. Crores)

	Notes	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>INCOME</b>			
Revenue from operations			
Sale of Products (Net of discount & rebates)		1,192.07	1,119.96
Other operating revenues		2.30	1.61
		1,194.37	1,121.57
Less : Excise Duty		157.13	149.03
Net Revenue from Operations		1,037.24	972.54
Other Income	18	13.26	20.80
<b>Total Revenue</b>		<b>1,050.50</b>	<b>993.34</b>
<b>EXPENSES</b>			
Cost of materials consumed	19	671.98	653.50
Changes in inventories (increase)/decrease	19	2.90	(9.49)
Employee benefit expense	20	60.05	49.88
Finance cost	21	0.55	0.27
Depreciation and amortization expenses (Net)	22	11.11	9.48
Other expenses	23	222.13	186.00
<b>Total Expenses</b>		<b>968.72</b>	<b>889.64</b>
Profit before exceptional, extraordinary items & tax		81.78	103.70
Exceptional items			
Loss on sale of Investments		-	3.48
Gain on sale of land & Building (net)		12.75	-
Profit on Slump Sale (net)		107.39	-
Depreciation written back		30.20	-
Profit before Tax		232.12	100.22
Tax expenses			
Current tax		63.54	37.55
Deferred tax		10.24	(1.13)
MAT Credit Entitlement		(0.21)	-
Earlier year's provision written back		-	(1.00)
Profit for the year		158.55	64.80
Earnings per equity share of face value of Rs 10 each			
Basic and Diluted (in Rs)		1,819.90	743.84
(Refer Note 25.9)			
Significant accounting policies	24		
Other notes to consolidated financial statements	25		
The accompanying notes are an integral part of the consolidated financial statements			
In terms of our report attached			

For Ray & Ray  
Chartered Accountants  
Firm Registration. No. 301072E

**K. K. Ghosh**  
Partner

Kolkata, 30th May, 2015

Membership No. 059781

On behalf of the Board,  
**Kallol Datta** Chairman  
**R.N.Ghosal** Managing Director

**S. Basu**  
CFO

**S. Ganguli**  
Secretary



## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Figures in Rs. Crores)

	31st March, 2015	31st March, 2014
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax	232.12	100.22
Adjustments for :		
Depreciation and Amortisation	11.11	9.48
Interest received	(10.56)	(8.68)
Loss / (Profit) on sale of Fixed Assets	0.49	(0.13)
Interest charge	1.63	1.27
Provision for doubtful debts / Advances (Net)	0.95	0.06
Liabilities no longer required written back	(0.27)	(8.19)
Provision for diminution in value of Investments	-	0.19
Bad Debts Written Off	0.43	-
Operating Profit before Working Capital changes	235.90	94.22
Adjustments for :		
Trade and Other Receivables	0.29	(35.93)
Other Long Term Liabilities	1.48	0.80
Inventories	41.49	(40.21)
Trade Payables	(14.28)	43.75
Cash Generated From Operations	264.88	62.63
Direct Taxes Paid	(34.22)	(35.85)
<b>Cash flow before Exceptional Items</b>	<b>230.66</b>	<b>26.78</b>
Profit on sale of Asset	(12.75)	3.48
Profit on slump sale	(107.39)	-
Depreciation written back	(30.20)	-
<b>Net Cash from Operating Activities</b>	<b>80.32</b>	<b>30.26</b>
<b>B. Cash Flow from Investing Activities</b>		
Payment for Goodwill on acquisition	0.91	(0.04)
Purchase of Fixed Assets	(58.54)	(9.32)
Proceeds from sale of Fixed Assets	13.30	0.41
Interest Received	10.25	6.79
Proceeds from Slump Sale	107.39	-
Direct Taxes Paid	(28.45)	-
<b>Net Cash used in Investing Activities</b>	<b>44.86</b>	<b>(2.16)</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from short term borrowings	12.21	4.17
Interest Paid	(1.63)	(1.27)
Dividend Paid	(30.82)	(15.24)
<b>Net Cash used in Financing Activities</b>	<b>(20.24)</b>	<b>(12.34)</b>
Net Increase / (Decrease) In Cash and Cash Equivalents (A+B+C)	<b>104.94</b>	<b>15.76</b>
Cash and Cash Equivalents at the beginning of the year	64.51	48.75
Cash and Cash Equivalents at the close of the year	<b>169.45</b>	<b>64.51</b>
	<b>104.94</b>	<b>15.76</b>

Notes :

1. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on Cash Flow Statement issued by ICAI.
2. Cash and Cash Equivalents represent Cash and Bank Balances.
3. Additions to Fixed assets are stated inclusive of movements of Capital Work-in Progress between the beginning and the end of the year and are treated as part of Investing Activities.

In terms of our report attached

For Ray & Ray  
Chartered Accountants  
Firm Registration. No. 301072E

**K. K. Ghosh**  
Partner

Kolkata, 30th May, 2015

Membership No. 059781

On behalf of the Board,  
**Kallol Datta** Chairman  
**R.N.Ghosal** Managing Director

**S. Basu**  
CFO

**S. Ganguli**  
Secretary

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

(All Figures in Rs. Crores unless otherwise mentioned)

<b>NOTE 1 SHARE CAPITAL</b>	<b>As at 31st March, 2015</b>	<b>As at 31st March, 2014</b>		
<b>Authorised :</b>				
30,00,000 (Previous Year 30,00,000) Equity Shares of Rs. 10/- each	3.00	3.00		
<b>Issued and Subscribed and Paid-up :</b>				
8,71,200 (Previous Year 8,71,200) Equity Shares of Rs. 10/- each fully paid up	0.87	0.87		
Less : Shares held in Trust for employees under ESOP Scheme				
21,457 (Previous year 21,457) Equity Shares Rs. 10/- each fully paid up	0.02	0.02		
	0.85	0.85		
<b>The details of shareholder holding more than 5% shares as at March 31st is set out below :</b>				
<b>Name of the shareholders</b>	<b>No. of Shares</b>	<b>% held</b>	<b>No. of Shares</b>	<b>% held</b>
Andrew Yule & Company Limited	228390	26.22	228390	26.22
Standard Greases And Specialities Private Limited	202484	23.24	202484	23.24
United India Insurance Company Limited	59962	6.88	59962	6.88
<b>The reconciliation of the number of shares outstanding as at March 31st is set out below :</b>				
Equity Shares at the beginning of the year	871,200		871,200	
Movement During The Year	—		—	
Equity Shares at the end of the year	871,200		871,200	
The Company has one class of share with one voting right per share				
<b>NOTE 2 RESERVES AND SURPLUS</b>				
<b>Revaluation Reserve</b>				
Balance as per last Accounts	1.45		1.70	
Less : Transferred to Statement of Profit and Loss	-		0.08	
Less : On disposal assets	-		0.17	
Less : Revalued assets written off	1.45		-	
	-		1.45	
<b>Securities Premium Reserve</b>				
Balance as per last Accounts	4.39		4.39	
Less : Shares held in ESOP Trust as per book value	4.39		4.39	
	-		-	
<b>General Reserve</b>				
Balance as per last Accounts	92.29		85.46	
Less : On account of depreciation of previous period	2.29		-	
Add : Transferred from Statement of Profit and Loss	-		6.83	
	90.00		92.29	
Less : Shares held in ESOP Trust as per book value	11.18		10.98	
	78.82		81.31	
<b>Surplus i.e. balance in the Statement of Profit and Loss</b>				
Balance as per last Accounts	299.89		262.30	
Add : Profit for the year (after tax)	158.90		64.80	
	458.79		327.10	
Less : Deficit in ESOP Trust	0.91		1.61	
Amount available for Appropriations	457.88		325.49	
Less : Appropriations :				
General Reserve	-		6.83	
Interim Dividend	8.71		-	
Proposed Dividend	21.78		17.42	
Dividend Distribution Tax	7.23		2.96	
Net Surplus	420.16		298.28	
Add : Share in Joint Venture	(0.35)		-	
	419.81		298.28	
	498.63		381.04	

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

(All Figures in Rs. Crores unless otherwise mentioned)

	As at 31st March, 2015	As at 31st March, 2014
<b>NOTE 3 DEFERRED TAXES (NET)</b>		
Timing Difference of Depreciation as per tax laws and books	15.17	4.92
Initial disallowance's allowable on payment	(6.17)	(4.84)
	9.00	0.08
Add : Share in Joint Venture	1.32	-
Net Deferred Tax Liability / (Asset)	10.32	0.08
<b>NOTE 4 OTHER LONG TERM LIABILITIES</b>		
Security Deposits	17.23	15.75
	17.23	15.75
<b>NOTE 5 LONG TERM PROVISIONS</b>		
Provision for Employee Benefits	17.12	12.87
Add : Share in Joint Venture	0.02	-
	17.14	12.87
<b>NOTE 6 SHORT TERM BORROWINGS(Secured)</b>		
Loans repayable on demand		
- from banks	21.43	9.22
- from others	-	-
The loan is secured by corporate guarantee of Tide Water Oil Company (India) Ltd.-the Holding Company.		
	21.43	9.22
<b>NOTE 7 TRADE PAYABLES</b>		
Micro, Small and Medium Enterprise	2.55	2.55
Other than Micro, Small and Medium Enterprises	108.29	126.95
Add : Share in Joint Venture	0.52	-
	111.36	129.50
<b>NOTE 8 OTHER CURRENT LIABILITIES</b>		
Unclaimed Dividends #	0.38	0.31
Other Payables *	29.50	30.52
Add : Share in Joint Venture	0.80	-
	30.68	30.83
* Includes statutory dues, advances from customers and other dues.		
# There is no amount due and outstanding as at 31st March 2015 to be credited to Investor Education and Protection Fund.		
<b>NOTE 9 SHORT TERM PROVISIONS</b>		
Provision for Employee Benefits	2.87	3.37
Add : Share in Joint Venture	0.02	-
Others		
Provision for Taxation (Net of Advance)	0.16	-
Proposed Dividend	21.78	17.42
Dividend Distribution Tax	5.45	2.96
	27.39	20.38
	30.28	23.75

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## NOTE 10 FIXED ASSETS

(All Figures in Rs. Crores unless otherwise mentioned)

DESCRIPTION OF ASSETS	GROSS BLOCK AT COST / VALUATION				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 1st April, 2014	Additions during the year	Assets sold / scrapped / adjusted during the year	As at 31st March, 2015	As at 1st April, 2014	Transfer to General Reserve	During the year	On assets sold/ Scrapped/ adjusted during the year	As at 31st March, 2015	As at 31st March, 2014
<b>A. TANGIBLE ASSETS</b>										
LAND (FREEHOLD)	4.52	–	(0.82)	3.70	–	–	–	–	3.70	4.52
LAND (LEASEHOLD)	2.66	–	–	2.66	0.28	–	0.03	–	2.35	2.38
BUILDINGS	43.90	0.35	(1.27)	42.98	8.28	–	1.11	(0.60)	34.19	25.59
PLANT & MACHINERY	51.27	2.97	(2.13)	52.11	18.19	1.92	3.60	(1.33)	29.73	21.72
FURNITURE & FIXTURE	6.10	0.17	(0.36)	5.91	2.90	0.12	0.57	(0.25)	2.57	1.94
OFFICE EQUIPMENT	1.40	0.15	(0.10)	1.45	0.55	0.01	0.60	(0.09)	0.38	0.45
DATA PROCESSING MACHINES	0.09	–	–	0.09	0.03	0.01	0.04	–	0.01	–
SERVERS	0.66	0.29	–	0.95	0.28	–	0.13	–	0.41	0.20
COMPUTERS	2.40	0.44	(0.24)	2.60	1.59	0.22	0.46	(0.23)	2.04	0.46
LABORATORY EQUIPMENTS	3.95	0.17	(0.10)	4.02	0.45	–	0.49	(0.02)	0.92	2.16
ELECTRICAL EQUIPMENTS	1.01	–	–	1.01	0.16	–	0.14	–	0.30	0.53
MOTOR AND OTHER VEHICLES	2.74	0.10	(0.28)	2.56	1.34	0.01	0.23	(0.17)	1.41	1.29
WINDMILL	17.46	–	–	17.46	3.72	–	0.76	–	4.48	8.94
TOTAL TANGIBLE ASSETS	138.16	4.64	(5.30)	137.50	37.77	2.29	8.16	(2.69)	45.53	70.18
PREVIOUS YEAR	131.58	9.21	(2.63)	138.16	60.82	–	9.32	(2.18)	67.98	–
<b>B. INTANGIBLE - ASSETS</b>										
GOODWILL	–	53.87	–	53.87	–	–	2.69	–	2.69	–
SOFTWARE	2.82	0.32	–	3.14	2.34	–	0.26	–	2.60	0.48
TOTAL INTANGIBLE ASSETS	2.82	54.19	–	57.01	2.34	–	2.95	–	5.29	0.48
PREVIOUS YEAR	2.24	0.58	–	2.82	2.10	–	0.24	–	2.34	–
GRAND TOTAL (A + B)	140.98	58.83	(5.30)	194.51	40.11	2.29	11.11	(2.69)	50.82	70.66
PREVIOUS YEAR	133.82	9.79	(2.63)	140.98	62.94	–	9.56	(2.18)	70.32	–
Capital Work-in-Progress	–	–	–	–	–	–	–	–	0.37	0.54

Note : Depreciation written back on 1st April, 2014

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

(All Figures in Rs. Crores unless otherwise mentioned)

**NOTE 11 NON CURRENT INVESTMENTS AT COST UNLESS OTHERWISE STATED**

(Refer Note 25.6)

	As at 31st March, 2015	As at 31st March, 2014
<b>Other than Trade Investments</b>		
<b>- Investments in Equity Instruments</b>		
<b>Unquoted</b>		
Woodlands Multispeciality Hospital Limited		
650 (Previous year 650) Equity Shares of Rs. 10/- each fully paid	0.00*	0.00*
<b>Quoted</b>		
Yule Financing and Leasing Co. Ltd.		
194,640 (Previous Year 194,640) Equity Shares of Rs. 10/- each fully paid	0.19	0.19
WEBFIL Limited		
410,000 (Previous Year 410,000) Equity shares of Rs. 10/- each fully paid	0.41	0.41
	0.60	0.60
Less : Provision for diminution in value of investments	0.19	0.19
	0.41	0.41
* Rs. 100 (Previous Year Rs. 100)		
Aggregate amount of investments :		
Aggregate amount of quoted investments	0.60	0.60
Market Value of quoted investments	Not Available	Not Available
Aggregate amount of unquoted investments	0.00*	0.00*

**NOTE 12 LONG TERM LOANS & ADVANCES (UNSECURED)**

<b>- Loan to Tide Water Oil Co. (India) Ltd. Employee Welfare Trust</b>	16.50	17.00
Less : Shares held / Decifit in ESOP Trust	16.50	17.00
	-	-
<b>- Security Deposits</b>		
Considered Good	2.54	2.45
Considered Doubtful **	0.00	0.00
<b>- Other Loans and Advances</b>		
Considered Good	0.09	0.73
Considered Doubtful	0.24	0.24
Add : Share in Joint Venture	0.90	-
	3.77	3.42
Less : Provision for Doubtful Advance/Deposits/Interest	0.24	0.24
	3.53	3.18
** Rs. 39530 (Previous Year Rs. 39,530)		

**NOTE 13 INVENTORIES\***

(Stock at cost or net realisable value, whichever is lower)

Raw Materials	56.62	96.88
Finished Products	91.98	93.41
Packing Materials	7.26	7.07
Spares	0.21	0.20
	156.07	197.56

\*Includes in transit Rs. 8.70 (Previous Year Rs. 21.47)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

(All Figures in Rs. Crores unless otherwise mentioned)

	As at 31st March, 2015	As at 31st March, 2014
<b>NOTE 14 TRADE RECEIVABLES</b>		
Trade Receivables outstanding for a period exceeding six months.		
Considered Good		
Secured	0.08	0.01
Unsecured	0.64	0.92
Considered doubtful	3.19	2.23
Other Trade Receivables		
Considered Good		
Secured	9.44	8.44
Unsecured	168.04	166.51
Considered doubtful*	0.00	-
	181.39	178.11
Less : Provision for doubtful debts	3.19	2.23
	178.20	175.88
*Rs. 15424 (Previous Year Rs. Nil)		
<b>NOTE 15 CASH AND CASH EQUIVALENTS</b>		
Balances with Banks		
In current accounts	11.43	14.25
In Fixed deposits*	142.63	41.47
In Unclaimed Dividend accounts	0.38	0.31
	154.44	56.03
Cash in Hand	0.02	0.03
Cheques in Hand	6.25	8.45
Add : Share in Joint Venture	8.74	-
	169.45	64.51
*Less than 3 months	Rs. 61.51	(Previous year Rs. 41.47)
More than 3 months and less than 12 months	Rs. 81.12	(Previous year Rs. Nil)
<b>NOTE 16 SHORT TERM LOANS &amp; ADVANCES (UNSECURED)</b>		
Advance Payment of Tax and credits in respect of tax paid at source (net of Provision)	-	0.51
Advances recoverable in cash or in kind or for value to be received *		
Considered Good	35.42	39.44
Considered Doubtful	0.04	0.04
	35.46	39.48
Less : Provision for Doubtful Advances / Deposits	0.04	0.04
	35.42	39.44
Add : Share in Joint Venture	0.29	-
	35.71	39.95
* Includes Advance to Suppliers, Prepaid Expenses, Employee loans etc.		
<b>NOTE 17 OTHER CURRENT ASSETS</b>		
Security Deposits	-	-
Add : Share in Joint Venture	0.20	-
	0.20	-

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

(All Figures in Rs. Crores unless otherwise mentioned)

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>NOTE 18 OTHER INCOME</b>		
Interest Income	10.46	8.68
Other non operating income	2.70	12.12
Add : Share in Joint Venture	0.10	—
	<u>13.26</u>	<u>20.80</u>
<b>NOTE 19 COST OF MATERIALS CONSUMED</b>		
<b>Raw Material and Packing Material</b>		
Opening Stock	103.95	74.79
Add : Purchased during the year	631.30	682.66
Less : Closing Stock	63.27	103.95
	<u>671.98</u>	<u>653.50</u>
<b>Finished Goods</b>		
(Increase) / Decrease in Stocks		
Opening Stock	93.41	82.42
Closing Stock	91.98	93.41
	<u>1.43</u>	<u>(10.99)</u>
Excise Duty on increase / (decrease) in Stock	1.47	1.50
	<u>2.90</u>	<u>(9.49)</u>
<b>NOTE 20 EMPLOYEE BENEFIT EXPENSE</b>		
Salaries, Wages and Bonus	46.28	38.55
Contribution to Provident & Other Funds	3.88	2.56
Contribution to Employee Retirement Benefits	6.18	5.95
Staff Welfare Expenses	3.38	2.82
Add : Share in Joint Venture	0.33	—
	<u>60.05</u>	<u>49.88</u>
<b>NOTE 21 FINANCE COST</b>		
Interest on Bank Borrowings	0.55	0.27
	<u>0.55</u>	<u>0.27</u>
<b>NOTE 22 DEPRECIATION AND AMORTIZATION EXPENSES</b>		
Depreciation of tangible assets	8.14	9.32
Amortization of Intangible assets	0.24	0.24
Less : Transfer from Revaluation Reserve	—	0.08
Add : Share in Joint Venture	2.73	—
	<u>11.11</u>	<u>9.48</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

(All Figures in Rs. Crores unless otherwise mentioned)

<b>NOTE 23 OTHER EXPENSES</b>	<b>For the year ended 31st March, 2015</b>	<b><i>For the year ended 31st March, 2014</i></b>
Repairs - Buildings	0.46	0.30
Repairs - Machinery	1.60	1.38
Repairs - Others	1.18	1.20
Rent	7.01	4.62
Rates & Taxes	1.17	2.17
Consumption of Stores	0.65	0.78
Commission	1.01	3.99
Power & Fuel	2.85	2.42
Insurance	2.06	2.64
Freight & Cartage	21.83	19.98
Travelling & Conveyance	7.11	6.34
Advertising Expenses	13.36	16.19
Selling and Marketing Expenses	71.89	59.06
Director's Fees	0.05	0.02
Provisions for Doubtful Debts	1.00	0.27
Bad Debt written off	0.43	—
Provisions for diminution in value of investments	—	0.19
Loss on Foreign Exchange (Net)	0.71	0.72
Loss on Fixed Asset Scrapped / Sold	0.56	—
Royalty	55.86	39.57
Franchisee Fee	7.16	—
Research & Development Expenditure	1.36	1.28
Depot Operating Expenses	4.23	4.38
Processing & Filling Charges	—	4.39
CSR Activities	0.57	—
Miscellaneous Expenses	14.58	13.84
Auditors' Remuneration		
- For Audit Fees	0.15	0.21
- For Tax Audit Fees	0.03	0.02
- For Other Services	0.05	0.04
- For Reimbursement of Expenses	0.00*	0.00*
Add : Share in Joint Venture	3.21	—
	<u>222.13</u>	<u>186.00</u>

\* Rs. 30809 (Previous year Rs. 39762)



(All Figures in Rs. Crores unless otherwise mentioned)

**NOTE 24**

**Significant Accounting Policies to the Consolidated Financial Statements for the year ended 31.03.2015**

**24.1 Basis of Accounting and Preparation of Financial Statements**

The Consolidated Financial Statements relate to Tide Water Oil Co. (India) Ltd (the Parent/Venturer), its Joint Venture Company and its subsidiary companies. The Financial Statements of the Parent, its Joint Venture Company and its subsidiary companies have been prepared under the historical cost convention in accordance with Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 issued and the relevant provisions of the Companies Act, 2013 thereof pending notification of Accounting Standards in terms of section 133 of Companies Act 2013 and on accrual basis. Financial Statements of the subsidiary companies which are incorporated outside India have been prepared following the Accounting Standards applicable in their respective countries but suitably modified to conform to the uniform accounting policies, except where disclosed otherwise

**24.2 Principles of Consolidation :**

The Consolidated Financial Statements have been prepared on the following basis:

- (i) The financial statements of the Parent and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses in accordance with Accounting Standard (AS-21) - "Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India.
- (ii) In respect of subsidiaries, which are consolidated as non integral operations, assets and liabilities both monetary and non monetary are converted at the rate of exchange prevailing on the date of the Balance Sheet. Revenue items are converted at the average of the exchange rates prevailing during the period. The exchange differences arising on consolidation of non integral operations is accumulated in a foreign currency translation reserve until the disposal of the net investment.
- (iii) In respect of joint venture company, assets and liabilities as well as income and expenditure are accounted for on the basis of available information on a proportionate consolidation basis with similar items in the company's financial statements according to the participating interest of the Company.
- (iv) The difference between the cost of investment in the Subsidiary/ Joint Venture Company over the net assets at the time of acquisition of shares in the Subsidiary/ Joint Venture Company is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.

24.3 Investments other than in subsidiaries, associates and joint venture company have been accounted for as per Accounting Standard on "Accounting for Investments"(AS-13) issued by The Institute of Chartered Accountants of India.

**24.4 Other significant accounting policies**

These are set out under "Significant Accounting Policies" as given in the respective Financial Statements of Tide Water Oil Co.(India), Ltd., its subsidiaries and its Joint Venture Company.

(All Figures in Rs. Crores unless otherwise mentioned)

**NOTE 25****Other Notes to the Consolidated Financial Statements**

25.1 Details of subsidiaries and joint venture company whose financial statements have been considered for consolidation in pursuance of Accounting Standard on "Consolidated Financial Statements" (AS-21) are given below.

<u>Name</u>	<u>Country of Incorporation</u>	<u>Proportion of Ownership Interest</u>	
		<u>as at 31st March, 2015</u>	<u>as at 31st March, 2014</u>
(i) Veedol International Limited	United Kingdom	100%	100%
(ii) Veedol International DMCC	United Arab Emirates	100%	100%
(iii) Veedol International BV	Netherlands	100%	100%
(iv) Veedol Deutschland GmbH (100 % subsidiary of Veedol International BV)	Germany		
(v) Veedol International Americas Inc. (100 % subsidiary of Veedol International Limited)	Canada		
(vi) JX Nippon TWO Lubricants India Pvt. Ltd. (Joint Venture Company)	India	50%	—

25.2 Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for is Rs. 1.31 crores. (previous year Rs. 1.01 crores)

**24.3 Contingent Liabilities**

Contingent Liabilities not provided for :	<u>31.03.2015</u>	<u>31.03.2014</u>
a. Bills Discounted	3.18	11.75
b. Income Tax	0.83	1.22
c. Sales Tax/ VAT	2.59	1.77
d. Excise Demands	0.97	0.64
e. Navi Mumbai Municipal Corporation Cess	1.36	1.36
f. Other guarantees given to bank against financial facilities availed by subsidiaries	24.08	18.94
g. Fringe Benefit Tax	0.01	0.01

25.4 The Group has reviewed the impairment of assets at year end and noted that none of the assets has been impaired as on 31st March, 2015.

25.5 The details of transactions entered into with Related parties during the year are as follows.

- (A) Name of Related parties :
- (a) Associated Companies
- Andrew Yule & Co. Ltd.
  - Hooghly Printing Co. Ltd.  
(100% subsidiary of Andrew Yule & Co. Ltd)
  - Standard Greases & Specialities Pvt. Ltd
  - Standard Greases & Specialities LLC
- (b) Key Managerial Personnel
- Mr. R. N. Ghosal, Managing Director
  - Mr. S. Basu, Chief Financial Officer
  - Mr. S. Ganguli, Company Secretary
- (c) Relative of Key Managerial Personnel  
Mr. S. Ghosal, son of Mr. R. N. Ghosal
- (d) Relative of Director  
Mr. Kanishka Datta son of Mr. Kallol Datta

TIDE WATER OIL CO. (INDIA), LTD.

(All Figures in Rs. Crores unless otherwise mentioned)

NOTE 25 (Contd.)

(B) Transactions with Related parties during the Financial year and outstanding balances are as below :

Sl. No.	Nature of Transactions	31st March, 2015			31st March, 2014		
		Associates	Key Managerial Personnel	Relative of Key Managerial Personnel / Director	Associates	Key Managerial Personnel	Relative of Key Managerial Personnel
1	Remuneration	—	0.59	—	—	0.29	—
2	Sports sponsorship for National Squash Champion & Arjuna Awardee	—	—	0.05	—	—	0.05
3	Salary	—	—	0.17	—	—	—
4	Purchase of Goods	100.48	—	—	150.31	—	—
5	Sale of Goods	0.25	—	—	1.22	—	—
6	Directors' Fees	0.01	—	—	0.01	—	—
7	Dividend Paid	12.93	—	—	6.46	—	—
8	Rent Paid	2.14	—	—	0.24	—	—
9	Royalty Paid	2.19	—	—	2.10	—	—
10	Payment for Common Services	3.99	—	—	4.04	—	—
11	Processing Charges Paid	2.12	—	—	2.65	—	—
12	Amount due from as of 31st March	0.03	—	—	1.01	—	—
13	Amount due to as of 31st March	3.14	—	—	5.65	—	—

25.6 The diminution in value of Long Term quoted Investments made by the Parent amounting to Rs.0.41 crores (Previous year Rs 0.41 crores) is in the opinion of the management, not of a permanent nature and accordingly no provision has been made.

25.7 The Group has adopted Accounting Standard - 15 (AS-15) (Revised 2005) on "Employee Benefits". These Consolidated Financial Statements include the obligations as per requirements of this Standard, except for those subsidiaries which are incorporated outside India who have determined the valuation / provision for employee benefits as per requirements of their respective countries. In the opinion of the management, the impact of this deviation is not considered material.

25.8 Based on the synergies, risks and returns associated with business operations and in terms of Accounting Standard - 17, the Group is predominantly engaged in the business of a single reportable segment of Lubricants during the year. Therefore disclosure requirements of AS 17 on Segment Reporting are not applicable.

25.9 Earnings Per Share	2014-15	2013-14
Net Profit for the year	158.55	64.80
Number of Equity shares (Face value Rs. 10/- each)	8,71,200	8,71,200
Basic and Diluted earnings per share (Rs.)	1819.90	743.84

25.10 Other relevant notes have been covered in the Notes in the Standalone Financial Statements.

25.11 Previous year figures have been reclassified to conform to this year's classification and have been regrouped and rearranged wherever necessary to make it comparable with the current year figures.

Kolkata, 30th May, 2015

On behalf of the Board,  
**Kallol Datta** *Chairman*  
**R.N.Ghosal** *Managing Director*

**S. Basu** *CFO*  
**S. Ganguli** *Secretary*

**Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Joint Venture.**

Name of the entities in Tide Water Oil Co. (India) Ltd.	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (Rs. in Crores)	As % of consolidated profit or loss	Amount (Rs. in Crores)
1	2	3	4	5
<b>Parent</b>				
Tide Water Oil Co. (India) Ltd.	91%	517	108%	171
<b>Subsidiaries</b>				
<u>Foreign</u>				
1. Veedol International Limited	0%	0	0%	0
2. Veedol International DMCC	1%	3	0%	1
3. Veedol International B.V.	-2%	(12)	-8%	(13)
<b>Joint Venture</b>				
<u>Indian</u>				
1. JX Nippon TWO Lubricants				
India Private Limited	10%	59	0%	(0)
	<u>100%</u>	<u>567</u>	<u>100%</u>	<u>159</u>

(All Figures are in Crores unless otherwise mentioned)

**ANNEXURE****FORM AOC-1***[Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014]***Statement containing salient features of the financial statement of Subsidiaries and Joint Venture****Part "A" : Subsidiaries**

1	Sl. No.	1		2		3	
2	Name of the Subsidiary	Veedol International Limited		Veedol International DMCC		Veedol International BV	
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st December, 2014				31st December, 2014	
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year (given below)	INR	GBP	INR	AED	INR	EURO
5	Share Capital	0.00 <sup>1</sup>	0.00 <sup>2</sup>	3.48	0.20	5.51	0.08
6	Reserves & Surplus	0.33	0.00 <sup>3</sup>	(0.22)	(0.02)	(17.09)	(0.23)
7	Total Assets	0.80	0.01	30.59	1.76	6.93	0.10
8	Total Liabilities	0.80	0.01	30.59	1.76	6.93	0.10
9	Investments	–	–	–	–	–	–
10	Turnover	4.50	0.05	67.27	3.98	13.59	0.18
11	Profit before taxation	0.36	0.00 <sup>4</sup>	0.51	0.03	(13.13)	(0.17)
12	Provision for taxation	–	–	–	–	–	–
13	Profit after taxation	0.36	0.00 <sup>5</sup>	0.51	0.03	(13.13)	(0.17)
14	Proposed Dividend	–	–	–	–	–	–
15	% of shareholding	100%		100%		100%	

<sup>1</sup> INR 188.00      <sup>2</sup> GBP 2.00      <sup>3</sup> GBP 42,061.00      <sup>4</sup> GBP 37646      <sup>5</sup> GBP 37646

Exchange Rate As on 31.03.2015 1 EUR = INR 68.92, 1 GBP = INR 94.07, 1 AED = INR 17.42

**Part "B" : Joint Venture****Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Joint Venture**

Sl. No.	Name of Joint Venture	JX Nippon TWO Lubricants India Pvt. Ltd.
1	Latest Audited Balance Sheet date	31st March, 2015
2	Shares of Joint Venture held by the Company on the year end :	
	i) No.	5,55,000
	ii) Amount of Investment in Joint Venture	59.41
	iii) Extend of Holding %	50%
3	Description of how there is significant influence	Note
4	Reason why the Joint Venture in not consolidated	NA
5	Networth attributable to Shareholding as per latest audited Balance Sheet	59.06
6	Profit / Loss for the year :	
	i) Considered in Consolidation	(0.35)
	ii) Not Considered in Consolidation	—

**Note**

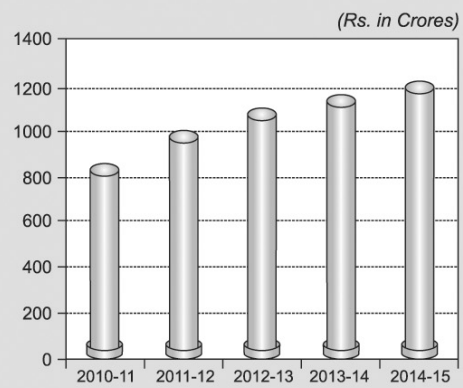
There is significant influence due to percentage(%) of Share Capital.



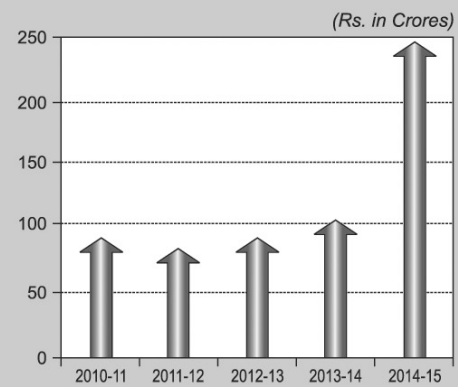
	05-06	06-07	07-08	08-09	09-10	10-11	11-12	12-13	13-14	14-15
Sales (Gross)	304.74	420.58	504.83	610.48	751.58	861.42	1006.45	1092.72	1156.52	1208.88
Other Income	2.13	2.44	4.09	6.53	6.59	7.00	10.65	10.13	20.79	163.46
Raw Material Consumed	156.73	235.01	243.10	301.72	332.26	414.33	545.84	580.34	595.05	616.65
Excise Duty	48.07	61.15	76.43	81.44	100.18	109.65	132.93	140.71	150.53	157.13
Expenses	88.45	108.63	150.21	183.22	229.41	239.41	241.81	278.51	319.15	347.69
Interest	1.77	3.52	1.36	1.46	0.81	0.86	1.07	NIL	NIL	NIL
Gross Profit	11.85	14.71	37.82	49.17	95.51	104.17	95.45	103.29	112.58	250.87
Depreciation	1.76	1.76	2.50	3.39	6.18	9.71	9.26	9.09	8.82	7.45
Profit Before Tax	10.09	12.95	35.32	45.78	89.33	94.46	86.19	94.20	103.76	243.41
Taxation	2.56	3.98	12.14	18.23	31.54	30.30	27.11	31.27	35.42	72.25
Profit After Tax	7.53	8.97	23.18	27.55	57.79	64.16	59.08	62.93	68.34	171.16
Dividend	1.31	1.31	1.74	2.61	4.36	5.23	10.46	13.07	17.42	30.49
Dividend (%)	150.00	150.00	200.00	300.00	500.00	600.00	1200	1500.00	2000	3500*
Net Fixed Assets	18.63	20.99	27.69	42.14	77.87	73.01	75.41	71.45	69.42	90.64
Investments	0.60	0.60	0.60	0.60	0.60	0.60	51.75	53.88	57.00	120.56
Net Current Assets	114.86	98.25	103.66	111.13	127.79	190.54	182.89	214.78	260.27	314.61
Misc. Expenses	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Assets	134.09	119.85	131.95	153.87	206.26	264.15	332.50	365.81	415.04	559.65
Share Capital	0.87	0.87	0.87	0.87	0.87	0.87	0.87	0.85	0.85	0.85
Reserves / Surplus	98.81	104.77	125.81	150.21	202.76	260.70	307.50	338.05	385.76	515.96
Net Worth	97.16	103.22	124.36	148.85	201.56	259.64	306.56	337.20	385.16	516.81
Borrowing	33.77	14.25	5.95	2.99	0.00	0.00	0.00	0.00	0.00	0.00
EPS (Rs.)	86.38	102.96	266.04	316.23	663.33	736.44	678.11	722.40	784.46	1964.53
Debt Equity Ratio	0.35	0.14	0.05	0.02	0.00	0.00	0.00	0.00	0.00	0.00
No. of Ordinary Shares	0.09	0.09	0.09	0.09	0.09	0.09	0.09	0.09	0.09	0.09
Book Value Per Share (Rs.)	1115.29	1184.81	1427.45	1708.58	2313.60	2980.26	3518.82	3870.52	4421.03	5932.16

Figures in Rs. Crores unless otherwise indicated  
\*Proposed - 3500% (Including interim 1000%)

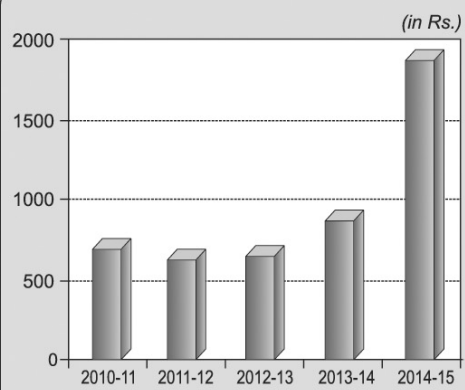
### SALES REVENUE



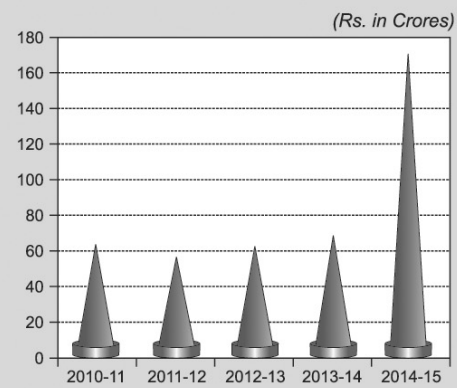
### PROFIT BEFORE TAX



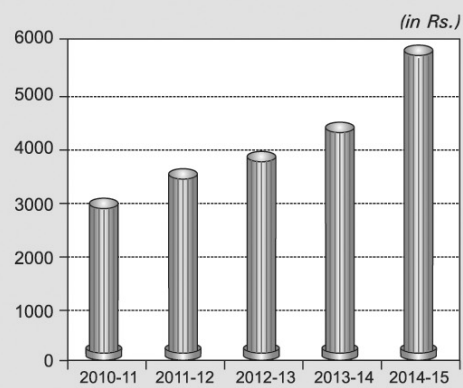
### EPS



### PROFIT AFTER TAX



### BOOK VALUE PER SHARE





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A Member of Andrew Yule Group