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

Tel: 033 7125 7700 | Fax: 033 2242 1087 | E-mail: tidecal@veedol.com | www.veedolindia.com

CIN: L23209WB1921PLC004357

An ISO 9001: 2015 Company

Ref: TWO/2024/SG/0088 Date: 13th February, 2024

National Stock Exchange of India Ltd. (Scrip ID – TIDEWATER)

Exchange Plaza,

Plot No. C/1, Block - G,

Bandra-Kurla Complex, Bandra (E)

Mumbai - 400051

Fax No. (022) 2659 8120

BSE Limited (Scrip Code – 590005)

(Formerly Bombay Stock Exchange Ltd.)

Floor 25, P.J. Towers,

Dalal Street,

Mumbai - 400001

Fax No. (022) 2272 1919

Dear Sir(s),

Sub.: Outcome of 343rd Board Meeting

Time of Commencement: 12:30 P.M. Time of Conclusion : 20:00 P.M.

The Board of Directors, at its meeting held on 13th February, 2024, resolved the following:-

- 1. Approved the Unaudited Standalone and Consolidated Financial Results for the quarter and nine months period ended 31st December, 2023, together with the Limited Review Reports on the Unaudited Financial Results for the quarter and nine months period ended 31st December, 2023, which are enclosed herewith (Annexure-I).
- 2. Approved the appointment of Shri Ananta Mohan Singh (DIN: 03594804), as Non-Executive and Non-Independent Director of the Company w.e.f. 13th February, 2024. (Details in Annexure II)
- 3. Noted resignation of Shri R. S. Manku (DIN: 09706881) from the Board of Directors of the Company w.e.f. 9th January, 2024. (Details in Annexure III)
- 4. Declared 2nd Interim Dividend of 600% (Rs. 12/- per ordinary share of face value of Rs. 2/- each) for the financial year 2023-24.



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CIN: L23209WB1921PLC004357

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- 5. Determined Thursday, 22nd February, 2024, as the record date for the purpose of the aforesaid 2nd Interim Dividend distribution. Dividend shall be paid within 30 days of from the date of declaration (i. e. within Thursday, 13th March, 2024).
- 6. Approved circulation of Postal Ballot Notice and Postal Ballot Form thereof in relation to obtaining approval of shareholders for appointment of Shri Ananta Mohan Singh, as Non Executive and Non Independent Director of the Company. (Details in Annexure IV)
- 7. Appointed M/s. Dhandhania & Associates, as Related Party Auditor for conducting of annual certification of the related party transactions for the financial year 2024-25. (Details in Annexure V)
- 8. Approved disposal of 18 nos. of 1/2 BHK flats of Silvassa which are not falling within the definition of 'whole or substantially the whole of the undertaking of the Company' as defined under Section 180 of the Companies Act, 2013 read with Schedule III of SEBI LODR Regulations.

This is for your information and record.

Thanking you,

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

(Saptarshi Ganguli) Company Secretary

Encl. As above



TIDE WATER OIL CO. [INDIA] LIMITED "Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001; Ph: 033-71257700; Fax: 033-22421087 Email: tidecal@veedol.com; www.veedolindia.com; CIN - L23209WB1921PLC004357

Unaudited Standalone Financial Results
for the quarter and nine months period ended 31st December, 2023

(Rs. in crores)

| $\overline{}$ | | | | | | | (RS. III clotes) |
|---------------|---|--------------------------------------|---|--------------------------------------|--|--|--------------------------------|
| Sl. | Particulars Particulars | Quarter ended 31st December, 2023 | Quarter ended 30th September, 2023 | Quarter ended 31st December, 2022 | Nine months ended 31st December, 2023 | Nine months ended 31st December, 2022 | Year ended 31st March, 2023 |
| No. | raruculars | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| _ | | | (Inc. 1979) 1971 C. CONSTON CO. CO. CO. CO. | 0.000.000.000.000.000.000 | | | |
| I | Revenue from Operations | 403.56 | 381.19 | 391.48 | 1,167.77 | 1,103.68 | 1,492.36 |
| II | Other Income | 13.20 | 11.25 | 16.36 | 38.34 | 26.51 | 36.01 |
| III | Total Income (I+II) | 416.76 | 392.44 | 407.84 | 1,206.11 | 1,130.19 | 1,528.37 |
| IV | Expenses | | | | | | |
| | (a) Cost of Materials Consumed | 233.04 | 220.39 | 251.00 | 680.82 | 732.03 | 960.63 |
| | (b) Purchases of Stock-in-trade | 19.33 | 17.79 | 17.15 | 59.88 | 41.10 | 57.81 |
| | (c) Changes in Inventories of Finished Goods, | | | | | | |
| | Stock-in-Trade and Work-in-progress [(Increase)/Decrease] | 2.72 | 9.10 | 1.58 | 11.94 | (31.69) | (20.50) |
| | (d) Employee Benefits Expense | 28.01 | 25.41 | 22.51 | 79.58 | 68.02 | 93.16 |
| | (e) Finance Costs | 0.32 | 0.30 | 0.30 | 0.92 | 0.91 | 1.20 |
| | (f) Depreciation and Amortisation Expense | 2.46 | 2.49 | 2.63 | 7.37 | 7.85 | 10.20 |
| | (g) Franchisee Fees | 54.74 | 48.10 | 47.09 | 152.60 | 127.29 | 173.87 |
| | (h) Other Expenses | 43.13 | 42.51 | 37.75 | 120.49 | 105.69 | 145.93 |
| | Total Expenses (IV) | 383.75 | 366.09 | 380.01 | 1,113.60 | 1,051.20 | 1,422.30 |
| V | Profit before Exceptional Items and Tax (III-IV) | 33.01 | 26.35 | 27.83 | 92.51 | 78.99 | 106.07 |
| VI | Exceptional Items | 101 | | - | - | | |
| VII | Profit before Tax (V-VI) | 33.01 | 26.35 | 27.83 | 92.51 | 78.99 | 106.07 |
| VIII | Tax Expense: | | | | | | |
| | (1) Current Tax | 6.88 | 5.52 | 6.15 | 19.30 | 17.62 | 21.98 |
| | (2) Deferred Tax | (0.12) | (0.13) | (0.27) | (0.35) | (0.79) | (0.80) |
| IX | Profit for the Period (VII-VIII) | 26.25 | 20.96 | 21.95 | 73.56 | 62.16 | 84.89 |
| Х | Other Comprehensive Income | | | | | | |
| | (i) Items that will not be reclassified to profit or loss | (0.10) | (0.10) | (0.17) | (0.30) | (0.51) | (0.35) |
| | (ii) Income tax relating to items that will not be reclassified | | | | | | |
| | to profit or loss | 0.03 | 0.03 | 0.04 | 0.09 | 0.13 | 0.09 |
| XI | Total Comprehensive Income for the Period (IX+X) | 26.18 | 20.89 | 21.82 | 73.35 | 61.78 | 84.63 |
| XII | Paid-up Equity Share Capital | 3.40 | 3.40 | 3.40 | 3.40 | 3.40 | 3.40 |
| | Other Equity | N.A. | N.A. | N.A. | N.A. | N.A. | 680.85 |
| - | Earnings per Equity Share (of Rs. 2/- each) (not annualised) | | | | | | |
| | (1) Basic (Rs.) | 15.45 | 12.34 | 12.92 | 43.28 | 36.58 | 49.95 |
| | (2) Diluted (Rs.) | 15.45 | 12.34 | 12.92 | 43.28 | 36.58 | 49.95 |
| $\overline{}$ | I (m) manage (am) | 10110 | 14101 | 14124 | 10.50 | 00100 | 15150 |

NOTES

- The Unaudited Standalone Financial Results for the quarter and nine months period ended 31st December, 2023 have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The same were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 13th February, 2024. The Statutory Auditors have carried out a Limited Review of the Unaudited Standalone Financial Results.
- 2 As the Company's business activity falls within a single reportable operating segment viz., 'Lubricants', no separate segment information is disclosed.
- 3 Other expenses for the Quarter ended 31st December, 2023 and nine months period ended 31st December, 2023 includes Nil and Rs. 5.02 crores respectively being Provision for Diminution in Value of Equity Investment (Quarter ended 30th September, 2023: Rs. 5.02 crores being Provision for Doubtful Advances against Equity Investment; Quarter ended 31st December, 2022: Nil; Nine months ended 31st December, 2022: Nil; Year ended 31st March, 2023: Nil) in Veedol Deutschland GmbH, a wholly-owned subsidiary of the Company in respect of the aforesaid amount remitted during the nine months, which has been provided considering the present financial position of the said wholly-owned subsidiary.
- 4 A second interim dividend @ 600% (Rs. 12/- per equity share) for the year 2023-24 was declared at the meeting of the Board of Directors of the Company held on 13th February, 2024.

The statutory auditors have digitally signed the statement for identification purpose only and this statement should be read in conjunction with review report dated 13th February, 2024.

For Price Waterhouse Chartered Accountants LLP Firm Registration Number: 012754N/N500016

CHOWDHURY

Pinaki Chowdhury

PINAKI

Partner

Digitally signed by PINAKI CHOWDHURY Date: 2024.02.13 17:16:51 +05'30'

Place: Kolkata

Date: 13th February, 2024

Membership No: 057572

For Tide Water Oil Co. (India) Limited

ARIJIT BASU Digitally signed by ARIJIT BASU Date: 2024.02.13 16:45:49 +05'30'

Arijit Basu Managing Director DIN: 07215894

Place: Mumbai Date: 13th February, 2024

"Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001; Ph: 033-71257700; Fax: 033-22421087 Email: tidecal@veedol.com; www.veedolindia.com; CIN - L23209WB1921PLC004357

Unaudited Consolidated Financial Results

for the quarter and nine months period ended 31st December, 2023

(Rs. in crores)

| Sl. | | Quarter ended | Quarter ended | Quarter ended | Nine months ended | Nine months ended | Year ended |
|----------|---|-------------------|----------------------|------------------------|---|---|------------------|
| No. | Particulars | | 30th September, 2023 | | | | 31st March, 2023 |
| <u> </u> | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| 1 | Revenue from Operations | 496.45 | 474.18 | 497.07 | 1,444.37 | 1,383.89 | 1,853.80 |
| II | Other Income | 3.98 | 5.04 | 3.67 | 13.79 | 10.73 | 14.99 |
| III | Total Income (I+II) | 500.43 | 479.22 | 500.74 | 1,458.16 | 1,394.62 | 1,868.79 |
| IV | Expenses | | | | | | |
| | (a) Cost of Materials Consumed | 276.00 | 261.83 | 293.93 | 809.73 | 841.41 | 1,115.58 |
| | (b) Purchases of Stock-in-trade | 30.69 | 32.23 | 29.63 | 97.96 | 81.40 | 122.06 |
| | (c) Changes in Inventories of Finished Goods, | | | | | | |
| | Stock-in-Trade and Work-in-progress [(Increase)/Decrease] | 2.69 | 7.65 | 4.78 | 10.62 | (12.91) | (2.19) |
| | (d) Employee Benefits Expense | 37.11 | 33.92 | 30.12 | 105.57 | 88.57 | 121.58 |
| | (e) Finance Costs | 0.85 | 0.34 | 0.35 | 1.51 | 1.18 | 1.49 |
| | (f) Depreciation and Amortisation Expense | 3.89 | 3.84 | 4.21 | 11.52 | 11.80 | 15.55 |
| | (g) Franchisee Fees | 54.74 | 48.10 | 47.09 | 152.60 | 127.29 | 173.87 |
| | (h) Other Expenses | 53.61 | 48.88 | 57.80 | 146.18 | 156.78 | 180.73 |
| | Total Expenses (IV) | 459.58 | 436.79 | 467.91 | 1,335.69 | 1,295.52 | 1,728.67 |
| V | Profit before Share of Net Profit of a Joint Venture, Exceptional Items and | 40.85 | 42.43 | 32.83 | 122.47 | 99.10 | 140.12 |
| | Tax (III-IV) | A. 10 Th A. 10 Th | 2000000 | 900A-223844 C 90000-23 | 250000000000000000000000000000000000000 | *************************************** | 3000,000,000 |
| VI | Share of Net Profit of Joint Venture accounted for using the Equity Method | 3.74 | 2.68 | 2.15 | 9.19 | 5.33 | 6.95 |
| VII | Profit before Exceptional Items and Tax (V+VI) | 44.59 | 45.11 | 34.98 | 131.66 | 104.43 | 147.07 |
| VIII | Exceptional Items | ā | (5) | 5. | a | | = |
| IX | Profit before Tax (VII-VIII) | 44.59 | 45.11 | 34.98 | 131.66 | 104.43 | 147.07 |
| X | Tax Expense: | | | | | | |
| | (1) Current Tax | 11.34 | 10.18 | 9.12 | 32.60 | 24.67 | 32.21 |
| | (2) Deferred Tax | (0.31) | (0.29) | (0.09) | (0.89) | (0.34) | 0.37 |
| XI | Profit for the period (IX-X) | 33.56 | 35.22 | 25.95 | 99.95 | 80.10 | 114.49 |
| XII | Other Comprehensive Income | | | | | | |
| | A (i) Items that will not be reclassified to profit or loss | (0.09) | (0.10) | (0.16) | (0.28) | (0.49) | (0.33) |
| | (ii) Income tax relating to items that will not be reclassified to profit or loss | 0.03 | 0.03 | 0.04 | 0.09 | 0.13 | 0.09 |
| | B (i) Items that will be reclassified to profit or loss | 3.76 | (1.89) | 3.84 | 2.91 | 0.68 | 1.70 |
| | (ii) Income tax relating to items that will be reclassified to profit or loss | 12 | | 9 | 5 | 5 | 8 |
| XIII | Total Comprehensive Income for the Period (XI+XII) | 37.26 | 33.26 | 29.67 | 102.67 | 80.42 | 115.95 |
| XIV | Paid-up Equity Share Capital | 3.40 | 3.40 | 3.40 | 3.40 | 3.40 | 3.40 |
| XV | Other Equity | N.A. | N.A. | N.A. | N.A. | N.A. | 760.20 |
| XVI | Earnings per Equity Share (of Rs. 2/- each) (not annualised) | | | | | | |
| | (1) Basic (Rs.) | 19.75 | 20.73 | 15.27 | 58.81 | 47.13 | 67.37 |
| | (2) Diluted (Rs.) | 19.75 | 20.73 | 15.27 | 58.81 | 47.13 | 67.37 |

NOTES

- The Unaudited Consolidated Financial Results for the quarter and nine months period ended 31st December, 2023 have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The same were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 13th February, 2024. The Statutory Auditors have carried out a Limited Review of the Unaudited Consolidated Financial Results.
- The Unaudited Consolidated Financial Results include results / information of Tide Water Oil Co. [India] Limited [Holding Company] and its wholly owned subsidiaries Veedol International Limited [including its step-down subsidiary Veedol International Americas Inc. (upto 06th June, 2022 i.e. before dissolution)], Veedol International DMCC, Veedol Deutschland GmbH and Veedol UK Limited (including its step-down subsidiary Granville Oil & Chemicals Limited). The Unaudited Consolidated Financial Results also include results / information of the joint venture company viz. Eneos Tide Water Lubricants India Private Limited.
- 3 As the Group's business activity falls within a single reportable operating segment viz., "Lubricants", no separate segment information is disclosed
- A second interim dividend @ 600% (Rs. 12/- per equity share) for the year 2023-24 was declared at the meeting of the Board of Directors of the Holding Company held on 13th February, 2024.

The statutory auditors have digitally signed the statement for identification purpose only and this statement should be read in conjunction with review report dated 13th February, 2024.

For Price Waterhouse Chartered Accountants LLP Firm Registration Number: 012754N/N500016

PINAKI
CHOWDHURY
Digitally signed by PINAKI
CHOWDHURY
Date: 2024.02.13 17:16:02+05'30'

Pinaki Chowdhury Partner Membership No.: 057572

Place: Kolkata Date: 13th February, 2024

For Tide Water Oil Co. (India) Limited

ARIJIT BASU

Digitally signed by ARIJIT BASU Date: 2024.02.13 16:48:29 +05'30'

Arijit Basu Managing Director DIN: 07215894

Place: Mumbai Date: 13th February, 2024

Price Waterhouse Chartered Accountants LLP

Review Report

To The Board of Directors Tide Water Oil Co. (India) Limited 8, Dr. Rajendra Prasad Sarani Kolkata – 700 001

- 1. We have reviewed the unaudited standalone financial results of Tide Water Oil Co. (India) Limited (the "Company") for the quarter ended December 31, 2023 and the year to date results for the period April 1, 2023 to December 31, 2023, which are included in the accompanying 'Unaudited Standalone Financial Results for the quarter and nine months ended 31st December, 2023' (the "Statement"). The Statement has been prepared by the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), which has been digitally signed by us for identification purposes. The Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
- 2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement.
- 3. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
- 4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Price Waterhouse Chartered Accountants LLP Firm Registration Number: 012754N/N500016

PINAKI CHOWDHURY Digitally signed by PINAKI CHOWDHURY Date: 2024.02.13 17:16:26 +05'30'

Pinaki Chowdhury Partner

Membership Number: 057572 UDIN: 24057572BKFPBF3384

Kolkata

February 13, 2024

Price Waterhouse Chartered Accountants LLP, Plot No. 56 & 57, Block DN, Sector V, Salt Lake Kolkata 700 091, India

T: +91 (33) 44001111 / 44662000, F: +91 (33) 44043065

Price Waterhouse Chartered Accountants LLP

Review Report

To The Board of Directors Tide Water Oil Co. (India) Limited 8, Dr. Rajendra Prasad Sarani Kolkata – 700 001

- 1. We have reviewed the unaudited consolidated financial results of Tide Water Oil Co. (India) Limited (the "Holding Company"), its subsidiaries (the Holding Company and its subsidiaries hereinafter referred to as the "Group"), and its share of the net profit after tax and total comprehensive income of its joint venture (refer Note 2 to the Statement) for the quarter ended December 31, 2023 and the year to date results for the period April 1, 2023 to December 31, 2023 which are included in the accompanying 'Unaudited Consolidated Financial Results for the quarter and nine months period ended 31st December, 2023' (the "Statement"). The Statement is being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), which has been digitally signed by us for identification purposes.
- 2. This Statement, which is the responsibility of the Holding Company's Management and has been approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Listing Regulations, 2015, to the extent applicable.

4. The Statement includes the results of the following entities:

Holding Company:

• Tide Water Oil Co. (India) Limited

Subsidiaries:

- Veedol International Limited [including its subsidiary Veedol International Americas Inc. (upto June 06, 2022 i.e. before dissolution)]
- Veedol International DMCC
- Veedol UK Limited (including its subsidiary Granville Oil & Chemicals Limited)
- Veedol Deutschland GmbH

Joint Venture:

Eneos Tide Water Lubricants India Private Limited

.....

Price Waterhouse Chartered Accountants LLP, Plot No. 56 & 57, Block DN, Sector V, Salt Lake Kolkata 700 091, India

T: +91 (33) 44001111 / 44662000, F: +91 (33) 44043065

Price Waterhouse Chartered Accountants LLP

- 5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.
- 6. We did not review the interim financial information/ financial results of five subsidiaries (including one step-down subsidiary) included in the unaudited consolidated financial results, whose interim financial information/ financial results reflect total revenues of Rs. 94.73 crores and Rs. 283.92 crores, total net profit after tax of Rs. 12.33 crores and Rs. 41.22 crores and total comprehensive income of Rs. 12.33 crores and Rs. 41.22 crores, for the quarter ended December 31, 2023 and for the period from April 1, 2023 to December 31, 2023, respectively, as considered in the unaudited consolidated financial results. The unaudited consolidated financial results also include the Group's share of net profit after tax of Rs. 3.74 crores and Rs. 9.19 crores and total comprehensive income of Rs. 3.75 crores and Rs. 9.21 crores for the quarter ended December 31, 2023 and for the period from April 1, 2023 to December 31, 2023, respectively, as considered in the unaudited consolidated financial results, in respect of one joint venture, whose interim financial information/ financial results have not been reviewed by us. These interim financial information/ financial results have been reviewed by other auditors and their reports, vide which they have issued an unmodified conclusion, have been furnished to us by the Management / Other Auditors and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matter.

For Price Waterhouse Chartered Accountants LLP Firm Registration Number: 012754N/N500016

PINAKI CHOWDHURY Digitally signed by PINAKI CHOWDHURY Date: 2024.02.13 17:14:21 +05'30'

Pinaki Chowdhury Partner

Membership Number: 057572 UDIN: 24057572BKFPBG6596

Kolkata

February 13, 2024

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

Tel: 033 7125 7700 | Fax: 033 2242 1087 | E-mail: tidecal@veedol.com | www.veedolindia.com

CIN: L23209WB1921PLC004357 An ISO 9001: 2015 Company

Annexure II

Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), <u>Senior Management, Auditor and Compliance Officer</u>

Appointment of Shri Ananta Mohan Singh (DIN: 03594804) as Non-Executive and Non-Independent Director

| Sl. No. | Particulars | Disclosures |
|---------|---|---|
| 1 | Reason for change viz. appointment, re- appointment, resignation, removal, death or otherwise | Appointment |
| 2 | Date of appointment/re- appointment/cessation (as applicable) & term of appointment/re-appointment | w.e.f. 13 th February, 2024 till the closure of 101 st Annual General Meeting of the Company subject to approval of the shareholders to be obtained through Postal Ballot. |
| 3 | Brief profile (in case of appointment) | Shri Ananta Mohan Singh is a graduate in Mechanical Engineering from National Institute of Technology, Rourkela. He also holds degree in Master of Technology in Industrial Engineering from Indian Institute of Technology and Post Graduate Diploma in Business Management from Management Development Institute, Gurgaon. Shri Singh has experience of working in different domains and geographies. He has wide experience of operation and maintenance of Diesel Locomotives, Coaches and Wagons. As head of Diesel Locomotive Maintenance Unit, Divisional Operation and Maintenance of Rolling stock, he has experience of Budgeting, Planning for the present and for the future, Project conceptualization and execution. He is presently the Chairman & Managing Director of Andrew Yule & Co. Limited (AYCL). He is on the |
| 4 | Disclosure of relationships between directors (in case of appointment of a director) | Board of other organization(s) too. No relationship shared between Directors inter-se. |
| 5 | Certificate as per SEBI order | Shri Ananta Mohan Singh has given a certificate stating that he is not debarred from holding the office of Director pursuant to any SEBI order. This has been considered and noted while passing the resolution of appointment of Shri Ananta Mohan Singh as a Director of the Company. |



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Tel: 033 7125 7700 | Fax: 033 2242 1087 | E-mail: tidecal@veedol.com | www.veedolindia.com

CIN: L23209WB1921PLC004357 An ISO 9001: 2015 Company

Annexure III

Noting of Resignation of Shri Rajinder Singh Manku, Non-Executive and Non-Independent Director (DIN: 09706881)

| Sl. No. | Particulars | Disclosures |
|---------|---|--------------------------------------|
| 1 | Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise | Resignation |
| 2 | Date of appointment/re- appointment/cessation (as applicable) & term of appointment/re appointment | w.e.f. 9 th January, 2024 |
| 3 | Brief profile (in case of appointment) | Not Applicable |
| 4 | Disclosure of relationships between directors (in case of appointment of a director) | Not Applicable |

Note: The aforesaid resignation had also been intimated to the Stock Exchanges vide our earlier letter dated 9th February, 2024 in this regard. At the Board Meeting dated 13th February, 2024, the item had been noted.



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

Tel: 033 7125 7700 | Fax: 033 2242 1087 | E-mail: tidecal@veedol.com | www.veedolindia.com

CIN: L23209WB1921PLC004357 An ISO 9001: 2015 Company

Annexure IV

Brief details viz. agenda (if any) proposed to be taken up, resolution to be passed, manner of approval proposed etc.

Disclosure for Postal Ballot Resolution

| Date of Notice | The date of the Post | al Ballot Notice is 13 th |
|----------------------------------|----------------------|--------------------------------------|
| | | same is expected to be |
| | circulated to the | shareholders by 23 rd |
| | February, 2024. | |
| Prescribed details | | |
| Agenda / Resolutions Proposed | Resolution to | Manner of |
| | be passed | approval |
| Approval to appointment of Shri | | The resolution will be |
| Ananta Mohan Singh (DIN: | Resolution will be | passed through by |
| 03594804) as a Non-Executive and | passed by way of | Postal Ballot Forms / |
| Non-Independent Director of the | Ordinary Resolution | Remote E-Voting |
| Company | | |



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

Tel: 033 7125 7700 | Fax: 033 2242 1087 | E-mail: tidecal@veedol.com | www.veedolindia.com

CIN: L23209WB1921PLC004357 An ISO 9001: 2015 Company

Annexure-V

Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer

Appointed M/s. Dhandhania & Associates, Chartered Accountants, as Auditor for conducting annual certification of the related party transactions as entered by the Company during the financial year 2024-25

| Sl.No. | Particulars | Disclosures |
|--------|--|--|
| 1 | Reason for change viz. appointment, resignation, removal, death or otherwise | Appointment |
| 2 | Date of appointment /cessation (as applicable) | w.e.f. 1 st April, 2024 |
| 3 | Term of appointment | For the financial year 2024-25 |
| 4 | Brief profile (in case of appointment) | M/s. Dhandhania & Associates, is a Kolkata based firm of Chartered Accountants established in 1986. The firm has a clientele of reputed Government, Public Limited and Foreign companies. The firm has been awarded Peer Review Certificate for more than a decade by Peer Review Board of the Institute of Chartered Accountants of India, New Delhi. The firm is empanelled with Comptroller and Auditor General of India, New Delhi. The firm has been dealing in auditing & advisory, merger & acquisitions, due diligence and certifications services for more than 36 years. |

