



**TRANSCRIPT OF THE 100TH ANNUAL GENERAL MEETING OF TIDE
WATER OIL COMPANY (INDIA) LIMITED HELD ON WEDNESDAY, 23RD
AUGUST, 2023 THROUGH VIDEO CONFERENCING / OTHER AUDIO
VISUAL MEANS**

Tech Support, NSDL

Sir, we are now live. Please start the meeting proceedings.

Mr. S. Ganguli, Company Secretary

Dear Members,

I welcome you all to the 100th AGM of Tide Water Oil Company (India) Limited. This Annual General Meeting is being held through Video Conferencing / Other Audio Visual Means ("VC/OAVM").

For the smooth conduct of the meeting, members will be kept on mute mode.

In relation to the members who have pre-registered as speaker shareholders to speak at the AGM, the audio and video will be enabled when the Question-Answer session begins on the instruction of the Chairman. Speaker shareholders are requested to speak as per the sequence that is set for, and keep their speech limited to 3 minutes and cooperate. If any speaker cannot be reached due to any connectivity issues, we will call him/her again after other speakers.

Thank you.

Now I will request Shri Sanjoy Bhattacharya, Chairman to commence the proceedings of this Annual General Meeting.

Mr. Sanjoy Bhattacharya, Chairman

Respected Board Members, our dear Shareholders, Ladies and Gentlemen

A very good morning to all of you who are attending this 100th AGM. I, Sanjoy Bhattacharya, Chairman of the Board of Directors and the Stakeholders' Relationship Committee, welcome you all to the 100th AGM of your company. We have the requisite quorum present through video conference at this meeting and therefore I call this meeting to order.

Let me introduce you to the members of the Board and senior management present with us today:

On my right is Shri Arijit Basu who is the Managing Director of your Company.



And also attending this meeting is Shri P. S. Bhattacharyya, Independent Director and Chairman of the Audit Committee and the Nomination and Remuneration Committee. He is attending the AGM online from Kolkata.

And also attending is Shri Praveen P. Kadle, Independent Director and Chairman of the Corporate Social Responsibility Committee. He is attending the AGM online from Mumbai.

And also attending is Shri P.Y Gurav, Independent Director of the Company he is attending the AGM online from Pune.

And also attending is Shri S. Das, Independent Director and Chairman of the Risk Management Committee and the Compensation Committee. He is attending the AGM online from Kolkata.

Apart from the Board members, we have Shri S. K. Vaidya, Executive Director (International Business and Business Development), Smt. Rashmi Joshi, Executive Director (Finance & Accounts), Shri S. Basu, Group CFO and Shri S. Ganguli, Company Secretary also attending this meeting from this room. Shri Vikas Gupta, Executive Director (Automotive Aftermarket, Marketing and Business Development) is also attending this meeting online from Mumbai.

Representatives of the Statutory Auditors, Secretarial Auditor and Corporate Governance Auditor have also logged in to attend this meeting.

We have sufficient quorum of members present for the Annual General Meeting. Participation of members through video conference is being recorded for the purpose of quorum as per circulars issued by MCA and Section 103 of the Companies Act, 2013.

Now, I request Company Secretary to elaborate about the arrangements made for the members at the 100th Annual General Meeting. Company Secretary, over to you.

Mr. S. Ganguli, Company Secretary

Thank You Sir,

As stated earlier, this 100th Annual General Meeting of Tide Water Oil Company (India) Limited is being held through Video Conference via the NSDL platform in accordance with the circulars issued by the Ministry of Corporate Affairs, applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

As the AGM is being held through Video Conference, the facility of appointing proxies by the members is not applicable. Registers required



under the Act for inspection are available at website of NSDL for members to inspect electronically.

In accordance with the provisions of the Companies Act and the SEBI Listing Regulations, the members have been provided with the facility to exercise their right to vote by electronic means through remote e-voting facility and the same will also be available during the AGM after conclusion of the ongoing proceedings. Remote e-voting facility was made available to all the Members holding shares as on the cut-off date, i.e., Wednesday, 16th August, 2023, during the period commencing from 10 AM IST on Sunday, 20th August, 2023, till 5 PM IST on Tuesday, 22nd August, 2023.

I now request Chairman, to continue with the proceedings of the meeting.

Mr. Sanjoy Bhattacharya, Chairman

Thank you,

I am happy to inform you that your Company has prepared its Annual Report for 2022-23. We have sent the Annual Report along with the notice of the Annual General Meeting through e-mail to all the shareholders who have got their email addresses registered and through physical mode to others.

With the permission of the members, the Annual Report and Notice are being taken as read.

The Statutory Auditors and Secretarial Auditors have expressed unqualified opinions in their respective audit reports for the financial year 2022-23. There were no qualifications, observations or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company and therefore the auditors' report is not required to be read.

Members are requested to refer to the Instructions provided in the notice for attending the AGM through Video Conference and Other Audio Visual modes for seamless participation. In case members face any difficulty, they may reach out on the helpline numbers.

We have taken all necessary steps to ensure that the shareholders are able to attend and vote at the meeting in a seamless manner.

Now, I shall take you through the performance and operations of the Company.

It gives me immense pleasure to welcome you all to the 100th Annual General Meeting of the Shareholders of Tide Water Oil Company (India) Limited.



The Annual Report containing the Directors' Report and the Audited Accounts for the year 2022-23 has been with you for some time now and I am sure you have had the opportunity of going through the same. With your permission I take the same as read.

As you all are aware, the World Economy has been gradually recovering from the dreadful impact of the Covid 19 pandemic for quite some time now. The lubricant market has witnessed a modest positive growth during the year 2022-23 albeit on a low base. However, the overall economic activity remained subdued because of volatile operating environment resulting from various market uncertainties and inflation. This has brought a series of challenges for firms operating in various sectors of the country. Post the second and third wave of the pandemic, the market showed signs of recovery and there was a steady expansion in the manufacturing and services sectors. In spite of several challenges and disruptions, the lubricant industry has been able to partially revive its momentum. Constant rise in the input costs continued to depress the returns of the industry.

In the year 2022-23 increased focus has been given on brand building, innovation and premiumisation, which aids market share gains and pricing power. New products were launched and branding of such products helped to boost customer preference. Due to environmental concerns the demand for premium lubricants is gaining momentum. Also acceleration in industrial activities can be further a notable driver going forward. The consumer automotive lubricant market continued to remain largely dominated by two-wheeler oils. Increase of passenger cars and on-highway and off-highway fleets also contributed to the volume growth of the lubricant industry. New technological advancement in automotive hardware design is leading to demand for more efficient and premium lubricants. Your Company is also focusing on demand for industrial lubricants arising from various industries such as, Sugar, Power, Steel, Cement and general engineering, manufacturing etc. The Company has also been undertaking intensive R&D programmes in view of modernization of the vehicles and increasingly stringent emission norms. Further the advent of new generation BS-VI engines has set new emission standard for all new vehicles and has also led to introduction of various after treatment devices and catalysts to reduce harmful emission. Your Company is presently supplying engine oil for all engine types including the new generation BS-VI engines.

Your Company's activities continue to face typical market challenges which are characterized by volatile input costs due to foreign exchange fluctuation, stiff competition, etc. Some of the OEMs are introducing lubricants under their own brand name, which is further impacting the competitive landscape. Based on the current scenario your Company will continue to focus on business opportunities by placing reliance upon its core strategies and line of business besides leveraging other opportunities to extend the distribution base and network for increasing its market share. Additionally with a view to combat these challenges the Company during the year had to



declare various schemes which had put pressure on margins. Further your Company is presently in an advantageous situation of exploring global opportunities with establishment of multiple subsidiaries in foreign countries. Nevertheless, your Company could achieve decent results, by bracing the change in nature of market and by continuing its grip especially in personal mobility segment. Further with your Company's holistic approach towards procurement policies, proactive pricing decisions, customer oriented outlook and R&D initiatives, it is expected to continue to meet stakeholders' expectation of both short term and long term performance. Your Company is also focusing on digitization and e-commerce in view of better market coverage and improved customer service.

During 2022-23 the lubricant market remained fiercely price competitive with increasing demand for new age lubricants. Keeping the same in view your Company was well prepared to serve the needs of the market. The Company has performed well in the consumer automotive lubricant segment which has garnered good returns and it has also continued its focus on agricultural sector with supply of tractor oils and other lubricants as required in that sector. Further your Company is focusing on the commercial vehicle segment with an improved portfolio and sustained brand building efforts. It had also put constant effort to build strategic alliances with Original Equipment Manufacturers (OEMs) across vehicle types. To cater to industry demand, the Company has manufactured wide range of excellent products in different segments under its umbrella brand 'VEEDOL' and other sub-brands such as Prima and Take Off. With continued focus on bazaar trade coupled with various Loyalty Programmes with the dealers and the retailers, the marketing and distribution network of the Company across the country has strengthened and this has helped your Company to achieve this result. This year after adjusting discounts and rebates the Company achieved a Standalone Turnover of Rs. 1492.36 crores and a Consolidated Turnover of Rs. 1853.80 crores.

During 2022-23, the Standalone Profit before Tax of the Company amounted to Rs. 106.07 crores as against Rs. 136.39 crores, in the previous year. The Consolidated Profit before Tax was at Rs. 147.07 crores as compared to Rs. 160.11 crores in the previous year.

In view of satisfactory financial results, the Directors have pleasure in recommending a final dividend of 750% on Ordinary shares of the Company of face value Rs. 2 each. This is in addition to the 3 (three) interim dividends of 250%, 600% and 500% each as distributed on 8th September, 2022, 8th December, 2022 and 9th March, 2023, respectively.

Your Company has continued its marketing initiatives on the international sphere by establishing multiple subsidiaries in various geographies. The Company has spread its presence in Middle East Asia, Europe and parts of America. During the year the wholly owned subsidiaries in Europe have performed satisfactorily post restructuring of European business of the



Company. The international operations have gained traction and are generating satisfactory returns.

Your Company had entered into a Joint Venture with ENEOS Corporation (formerly JXTG Nippon Oil & Energy Corporation, JXTG), Japan on 50:50 basis. During 2022-23 the joint venture company has earned a Profit before Tax of Rs. 22.47 crores and Tide Water was benefitted by way of dividend income therefrom.

In conclusion, I wish to express my appreciation to all customers, channel partners, suppliers, employees, the Company's Bankers and other stake holders as well as all shareholders for their unstinted support in shaping the Company's performance.

I will now brief the members about summary of the businesses to be transacted as set out in the Notice, general instructions of voting and rules relating members' queries thereon.

Members may please note that there will be no voting by show of hands, as this meeting is being conducted virtually.

As the voting on these businesses had already begun, there is no requirement of proposing and seconding the resolutions.

Now, I am reading out the subject matter of the resolutions proposed to be transacted at this meeting.

Resolution No. 1:

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2023.

Resolution No. 2:

Confirmation of payment of first, second and third Interim Dividends and to declare final dividend for the financial year ended 31st March, 2023.

Being interested, I will now request Shri Arijit Basu, Managing Director to read the next resolution.

Mr. Arijit Basu, Managing Director
Thank you, Chairman.

Resolution No. 3:

To appoint a Director in place of Shri S. Bhattacharya (DIN 07674268) who retires by rotation and being eligible, offers himself for re-appointment.



I will now request, Chairman to preside over the proceedings of the remaining items.

Mr. Sanjoy Bhattacharya, Chairman
Thank you, Mr. Basu.

Resolution No. 4:

To approve related party transactions with Standard Greases & Specialities Private Limited upto an amount of Rs. 800 crores till the date of the 101st AGM.

Resolution No. 5:

To approve related party transactions with Eneos Tide Water Lubricants India Private Limited upto an amount of Rs. 800 crores till the date of the 101st AGM.

Resolution No. 6:

To ratify remuneration payable to the Cost Auditors M/s DGM & Associates, Cost Accountants for conducting audit of the cost records of the Company for the financial year 2023-24.

The objectives of the special businesses of Resolutions No. 4 to 6 are explained in the Explanatory Statement to the Notice.

Now I invite the shareholders who have registered themselves as Speakers to ask their questions if any on the agenda items.

Please mention your name, folio number/DP & Client ID, location from where you are joining and the page no. of the Annual Report to which the query relates. Members are requested not to repeat the queries which have already been asked by other members. All the queries will be answered together by the Management at the end.

I now request the Company Secretary to call the Speaker Shareholders one by one.

Mr. S. Ganguli, Company Secretary

Thank You, Sir.

Speaker Shareholder number 1, Mr. Jaydip Bakshi.

Tech Support, NSDL

Mr. Jaydip Bakshi, please unmute yourself.



Mr. Jaydip Bakshi - Shareholder

Very Good Morning, Chairman, MD, CFO and Board of Directors, first of all I convey my best wishes to all members for participating at this Hundredth AGM. It's really a milestone achieved. Thanks to our Company Secretary, Mr. Ganguli for giving an opportunity to express my views and presenting a detailed annual report and maintaining good relations with our shareholders.

Sir in your initial speech the present and the future scenario have been vividly described and our Company's position has been well explained. Our turnover growth has been on the upper side of 18.23%. The input cost played a spoil sport in spite of this rise in our demand. What are your thoughts for this in the future? Sir, highlight on the value added products and new partnerships in other entities for further sustainable growth. Any new tie-up with the OEMs? New products introduced have been well displayed in our annual report pages. What is our scope in the automotive industry which is opening up? In this competitive market how are we placed compared to our peers? Our branding strategy with the logo and the colour - is a very good initiative. What is the future plan in this? More awareness will help us to make more revenue from the market. For unorganised and the local suppliers, introduction of QR code is a very good initiative. Any plans for implementation of the same for supply chain monitoring? Please highlight on the wind energy business and our plans for green energy in the coming years and reduced fuel cost. What are the steps regarding this? Sir, although in Page 19, it has been mentioned regarding our steps for the conservation of energy has been mentioned and well explained.

Sir once again thanks for the dividend including the interim and the final one of Rs. 42. Continue rewarding the shareholders like this in the future days. Our CSR activities have also been great regarding the healthcare and also for the truck drivers who have lost their limbs - these are very good initiatives. Sir on this I will also like to add that kindly create awareness through some awareness programmes on safe driving because this is very urgent. Our skill development programme is also great and vocational training imparted to help the next generation for their development - these are also very good initiatives.

Sir, are we tying up with any IIT / reputed institutes like that for any betterment of our products for further growth or new area penetration in the industry because there are ample scopes for new areas also.

Sir, nothing to add more. I am really happy and satisfied with the organisation's growth also and supported all the resolutions and I hope in our path for the next century shall come out with more positivity and with new visions and missions. I also hope under your guidance and with the help of Board of Directors and with the faith of stakeholders you will be rewarding the shareholders handsomely and our company will grow further in the coming years.



Thank you Sir. Namaskar.

Mr. Sanjoy Bhattacharya, Chairman

Thank you Mr. Bakshi, Thank you so much.

Mr. S. Ganguli, Company Secretary

Speaker Shareholder number 2, Mr. A.P. Jindal.

Tech Support, NSDL

Mr. Jindal, please unmute yourself.

Mr. A.P. Jindal – Shareholder

The Shareholder proceeded to deliberate in Hindi language, translation whereof, to the extent practicable has been provided below:

Namaskar Chairman Sahab, I am Anand Prakash Jindal shareholder of the Company from Delhi. Today is historic and precious for me. I am participating in the Company's 100th AGM and I have been given the opportunity to speak in front of a Chairman like you. The Company is ideal for us and everything you mentioned in the Chairman's Speech sounds quite good and appealing.

Sir, I have a small request. This is a historic moment, so I request you to please send a memento or something in silver with the inscription of our Company's 100th AGM or the Chairman's autograph to mark this occasion. Though the Company has provided handsome dividend, if this memento could be given then it could be preserved for a lifetime and can be shown to future generations. If Chairman Sir considers this in a liberal manner, shareholders would be rewarded for a lifetime. The next generation would also remember it, and Sir, on this occasion, I would also like to have an autograph on a balance sheet so that I can preserve it.

All the proposals are quite appealing. After their approval, the Company will gain significant strength in financial and operational aspects. If the Chairman considers my request in a generous manner, I will be very grateful. In the times to come, the Chairman, the shareholders and the Company will all prosper. Jai Hind.

Mr. S. Ganguli, Company Secretary

Speaker Shareholder number 3, Mr. Atanu Saha.

Tech Support, NSDL



Speaker Shareholder number 3, Atanu Saha, please unmute yourself.

Atanu Saha - Shareholder

Hello, am I audible?

Am I audible Sir?

Mr. Sanjoy Bhattacharya, Chairman

Yes Mr. Saha you are audible.

Mr Atanu Saha - Shareholder

Good Morning. Because this voice is echoing it's a bit problem to understand what a person is speaking. Anyhow, Sir Good Morning, I, Atanu Saha a shareholder of Tide Water Oil Company (India) Ltd. My respected Chairman, S. Bhattacharya ji and the Board of Directors and all Independent Directors, Company Secretary Sir S. Ganguli ji, CFO and all shareholders present in this virtual meeting. Sir today its 23rd August 2023, our Company is organising its 100th Annual General Meeting and I also give thanks to our Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Risk Management Committee and other Board of Directors' Committees.

Sir it's not necessary to repeat my previous shareholder's views, so one thing I wish that our Company is almost debt free right now Sir, but one thing is very very important that the compound sales growth is 7.78% over the last 5 years. Sir, this is very very important actually we are losing. Another thing is Hundredth AGM is going on so please arrange a special memento What about the wind power generation and the matter of CSR like the health on wheels, Samarth, Karigari and VAMA are really good, but you should think about conducting CSR activities nearer to our registered office. Sir the matter of safe driving is very very important for everyone. Sir I wish and I already casted my vote and I wish a good year ahead, good result and good health to everyone.

Thank you, I, Atanu Saha, Thanks. Dhanyawaad.

Mr. Sanjoy Bhattacharya, Chairman

Thank You Mr Saha, Many Thanks to you, thank you so much.

Mr. S. Ganguli, Company Secretary

Speaker Shareholder number 4, Mr. Vinay Bhide.

Tech Support, NSDL



Speaker shareholder number 4, Mr. Vinay Bhide, please unmute yourself.

Mr. Vinay Vishnu Bhide – Shareholder

Hello are you able to hear me?

Tech Support, NSDL

Yes Sir you are audible.

Mr. Sanjoy Bhattacharya, Chairman

Yes you are audible Mr. Bhide.

Mr. Vinay Vishnu Bhide – Shareholder

Namaste Sir.

Mr. Sanjoy Bhattacharya, Chairman

Namaste.

Mr. Vinay Vishnu Bhide – Shareholder

Let me start Chairman Sir, Mr. Sanjoy Bhattacharya, Executive Director and CEO Mr. Arijit Basu and other distinguished Directors present at today's AGM and Company Executives, fellow shareholders my name is Vinay Bhide and I am a shareholder speaking from Mumbai. I have gone through the Annual Report. I find that our performance is very steady. I have got a few questions to understand the present working as well as the future of the company better.

The questions are as follows:

What is the policy followed by our company for sourcing of raw materials? It is the first question.

Do we pay any royalty and technology transfer charges to Tide Water for use of the Veedol brand and the other activities? This is the second question.

I have noted that last year on higher turnover, profits were lower so based on the Q1 results and the trend that you see for this year, do you see us returning to the net profits of three figures as we have done in the past two years.

These were few the questions I wanted to ask you. So I will not ask any further questions we are a great Brand and great Company. I support all the



resolutions and I wish the Directors all the best and thank you for giving me the opportunity.

Thank you so much.

Mr. Sanjoy Bhattacharya, Chairman

Thank you Mr. Bhide. Thank you so so much.

Mr. S. Ganguli, Company Secretary

Speaker Shareholder number 5, Mr. Prasun Kumar Chaudhuri.

Tech Support, NSDL

Speaker Shareholder number 5, Mr. Prasun Kumar Chaudhuri, please unmute yourself.

Mr. Prasun Kumar Chaudhuri – Shareholder

Hello Good Morning. Good morning

Mr. Sanjoy Bhattacharya, Chairman

Good Morning, Good Morning Chaudhri Sahab.

Mr. Prasun Kumar Chaudhuri – Shareholder

Good Morning to everybody I congratulate Tide Water Oil Company (India) Limited for organizing the 100th AGM. It must be one of the oldest surviving Companies in India. I am honored to be associated with it as a shareholder my felicitations to the Management and the staff of the Company. My brief queries are:

What is the Capex plan for Tide Water Oil Company for next two years?

What are the new products or new business segments you are planning to enter?

Are you planning any new collaborations?

My fourth question is may I request the CSR Committee to adopt a school so that it excels, say national level school.

Thank you very much Good Bye.

Mr. Sanjoy Bhattacharya, Chairman



Thank you, Thank you so much Chaudhuri Sahab. Thank you.

Mr. S. Ganguli, Company Secretary

Speaker Shareholder number 6, Mr. Viraj Kacharia.

Tech Support, NSDL

Sir, Speaker Shareholder number 6, Mr. Viraj Kacharia is not present in the meeting. Shall we move ahead to Speaker Shareholder number 7.

Mr. Sanjoy Bhattacharya, Chairman

Yes, please.

Mr. S. Ganguli, Company Secretary

Speaker Shareholder number 7, Mr. Amrendra Nath Ray

Tech Support, NSDL

Speaker Shareholder number 7, Mr. Amrendra Nath Ray, please unmute yourself.

Mr. Amrendra Nath Ray – Shareholder

Am I audible Sir?

Am I audible?

Mr. Sanjoy Bhattacharya, Chairman

Yes you are audible.

Mr. Amrendra Nath Ray – Shareholder

Respected Chairman

Hello Sir,... Am I audible?

Mr. Sanjoy Bhattacharya, Chairman

Yes, you are audible. Go ahead you are audible.



Mr. Amrendra Nath Ray – Shareholder

Respected Chairman Sir and other Board of Members, myself Amarendra Nath Ray an equity shareholder of Tide Water Oil Co. (India) Ltd. I would like to give thanks to our Secretarial Department for giving me an opportunity to speak at such a nice occasion, which is our Company's 100th AGM organized by our Company through Video Conference. Special thanks to our respected Company Secretary, Saptarshi Ganguli for maintaining cordial relationship with the minority shareholders and his secretarial team for good investor service, level best trying to resolve as and when if issue required.

Sir as regards the performance is concerned it is good, Revenue from Operation has increased this year to Rs. 1492.36 crores last year it was Rs. 1247.65 crores on standalone basis. Profit after tax stood with the tune of around Rs. 84.63 crores and EPS Rs. 49.95. Company is virtually debt free. Company has a healthy interest coverage ratio of 89.39. So many speakers have asked several questions I do not want to repeat it. I have two specific questions what steps are you going to take to increase the profit growth, what are the key challenges and what steps are you going to take. I have cast my e-Voting in favour of all resolutions nothing to add more.

Thank You Sir. Thank you.

Mr. Sanjoy Bhattacharya, Chairman

Thank you Mr. Ray. Thank you so much.

Mr. S. Ganguli, Company Secretary

Speaker Shareholder number 8, Mr. Rajesh Chainani

Tech Support, NSDL

Speaker Shareholder number 8, Mr. Rajesh Chainani. Please unmute yourself.

Mr. Rajesh K. Chainani – Shareholder

Hello, Am I audible sir?

Tech Support, NSDL

Yes, you are audible.

Mr. Sanjoy Bhattacharya, Chairman

Yes, you are audible.



Mr. Rajesh K. Chainani – Shareholder

Sir, respected Chairman Sanjoy Bhattacharya ji, MD Mr. Arijit Basu, Group CFO Supratik Basu and very highly distinguished and eminent Board of Directors and my fellow shareholders, I am Rajesh Chainani and I am speaking from Mumbai. Sir first of all I would thank Company Secretary, Mr. Ganguli Ji for sending the email notice in very well-known time. Sir I have gone through the report, it is full of facts and figures. I heard your speech also it is a very positive speech. Sir, my only thing is the public holding of 37.33%. Sir so it is very nice that the public is holding 37.33 %. So it is the people, the shareholders who really made very good money from the Company's shares and our share capital is Rs. 3 crores with reserves of Rs. 760 crores so first of all I would definitely I forgot to congratulate you. Congratulations for the 100 years Sir. Because this is the third Company I am owning, first is Tata Steel with 100 plus years and the second is Bombay Dyeing. I am very happy Sir, this is the third Company and I am very happy for 23rd August today we are completing 100 years and under your leadership you are going to touch the sky and I thank you for the dividend of Rs. 42 because this is 100 years. Sir, you would have surprised us with something much better. Sir, because last time when there was a bonus and the stock split share price went to Rs. 18500 means if we calculate today it was Rs. 3650 and today it trading at Rs. 1200 so Sir I hope you know within the short time with your leadership and under your guidance we will definitely cross the Rs. 2000 figure and we will touch the figure of Rs. 3650 again. Nothing much Sir, I supported all the resolutions but I want to say few thing Sir because today is 100 years.

Then he proceeded to recite two poetries in Hindi.

With this I support all your resolutions and thank you for giving me the opportunity and thank you to the Company Secretary Mr. Ganguli also.

Mr. Sanjoy Bhattacharya, Chairman

Thank You Sir, Chainani Sahab many many thanks from all of us.

Mr. S. Ganguli, Company Secretary

Speaker Shareholder number 9, Mr. Keshav Garg

Tech Support, NSDL

Speaker Shareholder Number 9, Mr. Keshav Garg, please unmute yourself.

Mr. Keshav Garg – Shareholder



Sir, thank you very much for providing me this opportunity, I have already sent my list of questions but very quickly I will repeat some of the major one.

Sir, what is the outlook for Fy 24 in terms of top line and bottom line on standalone and consolidated basis?

Why is our standalone EBITDA of Rs. 82 Crores in Fy 23 is lower than our EBITDA of Rs. 86 Crores that we did 11 years back in Fy 12?

Why are our standalone operating profit margins continuously declining from 15% in Fy 16 to 5% in Fy 23?

Sir, if you look at on our competitors like Castrol and others, their margins in the same duration have been stable from 22% to 23% so if you look at Gulf Oil Lubricants then again their operating margins are quite similar from 13% or 13% to 12% or 11%, whereas our operating margins have reduced from 15% to 5% which is totally out of line and it is not an industry wide pattern, it is specific to our Company. Sir, if you could kindly tell us what is the reason, why our standalone operating profit margins why have been falling unnaturally to a third of what they used to be?

Sir, now going forward what is the sustainable steady state EBITDA margin that we should expect, on standalone and consolidated basis? Do you think that we can again go towards double digit margins on in our standalone business and if so by when?

Sir, what would be our Capex plans for next 2-3 years on standalone and consolidated basis and, what is the tie-up that we have done with Blaster Corporation of U.S.A if you could provide us some detail, that is it some kind of a joint venture or technical tie-up and what is the investment that we are contemplating and what kind of returns can we expect from the same.

Sir, also if you could tell us that if Rs. 100 worth of engine oil and lubricant is being consumed in an internal combustion engine and passenger vehicle then what would be this figure for an electric vehicle?

Sir, also please tell us is there any surplus real estate with the Company which can be monetized?

Sir, in our consolidated other expenses there is one item call franchise fee which is Rs. 174 crores versus Rs. 148 crores a year before. What exactly is this item? and kindly consider a share buyback, since we are debt free, we have got surplus cash and our share price is very undervalued.

Sir also there is one apprehension like our standalone performance if you see them not only our margins have gone down drastically even if we look at



our revenue from FY 15 onwards our standalone revenue is up approximately 50% percent whereas during some period the revenue of Gulf Oil Lubricant has tripled. Their margins have been stable whereas our margins have been declining so it is not even as though at the cost of our margins we have been able to increase our topline.

Sir, now the question is in the minds of the shareholders that after Standards Greases has joined as co-promoter and we are making significant purchase of raw material from Standard Greases, is there some transfer pricing happening? I mean that is apprehension otherwise it is hard to explain why exactly only our standalone margins are falling and it is not industry wide phenomena and it is even not as though by reducing our prices we have been able to increase our topline, so if you could enlighten your shareholders and also I want to congratulate the Management for the investment that the Company made few years back in Veedol UK so our International operations are highly profitable and have been growing so you think that they have plateaued out or saturated because lubricant any way internationally is a saturated market specially in the developed countries so Sir how big can our international business become? Can it in future exceed 50% of our total revenues or is it that whatever growth had to happen has happened and now basically the international operations are plateaued out.

Sir so if you could just give us some broad idea that on standalone as well as consolidated basis going forward can the Company increase its revenues by over 10% and of course that would depend upon the realizations and base oil prices. What kind of volume growth can be expected both on the standalone as well as consolidated basis for next 5 years. Sir, thank you very much and best of luck to you and your team.

Mr. Sanjoy Bhattacharya, Chairman

Thank you Mr. Garg. Many thanks to you.

Mr. S. Ganguli – Company Secretary

We can now call again speaker shareholder number 6, Mr. Viraj Bharat Kacharia.

Tech Support, NSDL

Sir, he is still not present.

Mr. Sanjoy Bhattacharya, Chairman

Okay so we can proceed.

Mr. S. Ganguli, company Secretary



Thank you. With this, we conclude the question session of the Members. I now request the Chairman to take over the session.

Mr. Sanjoy Bhattacharya, Chairman

Thank you to all the Shareholders and who were there on the VC and asked valuable question and also gave us compliments, the suggestions for improvements. Now I will answer some of the questions and for the rest of the queries, I will request Mr. Arijit Basu, MD to provide the reply.

Mr. Sanjoy Bhattacharya, Chairman

The first shareholder was Mr. Jaydip Bakshi. Mr. Bakshi asked about the input cost control and our main focus is now on the cost control part because you know that all the input costs and cost of other inputs also are continuously increasing and so one way we have to control the input cost and the other way we have to increase the revenue. So with the increase of market share and with the control of the cost, I think we shall be doing well in the coming few years. You asked about the value addition products which I had already mentioned in my speech that we are doing some value addition products which have been taken very well in the market and there is always an effort from our part to have some new tie ups with the OEMs. It would go on. One suggestion was very good, that is awareness on safe driving. Being in the Oil Industry it will be good for us to make some awareness programme. Mr. Jindal raised a specific question. He complimented us and the Company and we also want to praise our shareholders for giving such a good support. Mr. Atanu Saha, asked about the CAGR growth of 7.5% in the sales for the last 5 years and I can assure that our team is working on that, and we shall achieve much more CAGR in the coming years. Mr. Vinay Vishnu Bhide raised a very important issue of policy of sourcing of the raw materials. Although some policies are there however, we have to revamp those policies to meet the new challenges which are emerging now and I can assure our MD Sir and his team is fully engaged in that and very soon there would be some good changes for efficient sourcing. One shareholder asked about the royalty of the Veedol Brand so MD Sahab would be answering that part and others have questioned that the turnover is increasing but profit is lower that has already been explained, it is because of the increase in input cost that has happened, despite of our market share increase. So we are working on cost control part as I have already answered earlier. Then Mr. Prasun Kumar Chaudhuri has asked about the Capex plan. The Company has enough installed capacity as of now, so no major capex is envisaged. However, investment will be made on continuing basis on debottlenecking, robotization, digitalization, etc. Another question was, what new products or business segments are planned to be entered? The Company has already started marketing the car care products and its exporting similar goods. Mr. Chaudhuri asked about the planning of any new collaborations, the Company is always on the look out for the new business opportunities. Mr. Amarendra Nath Ray asked about the steps to increase the profit growth, we



are working on it, as we have already explained. Mr. Chainani you heaped some very good accolades on us and your writing would motivate our team. By what you have told in your speech and your good wishes would always see us through the hard times. Mr. Keshav Garg had asked many questions I think some are generic and some are very specific and about the outlook for Fy 2024 you know that the GDP growth RBI has predicted is 6.5% which is encouraging. However, the global geopolitical situation and inflationary pressures continue to be elevated. The Company is expected to perform in line with industry trends. You asked about the EBITDA lower than EBITDA for the previous year and the answer is that during Fy 23 there was unprecedented volatility in crude oil prices which resulted in consequent escalation of raw material cost for the Company. About the standalone OPM and all that, MD Sir will explain but I want to mention that our team is now working to improve the OPM to industry standards and comparable with the peers. And about the capex, I have already answered in some earlier question. Our capacity utilization is 70% now and technical collaboration we are doing for the car care products. You asked about the Rs. 100 worth of engine Oil, etc. that question is not that easy to answer right now as an EV does not have ICE therefore consumption of engine oil is not required. However, there is need for the transmission oil, coolant and other fluids. Rest assured the Company will do the needful to enter whatever market opportunity arises and about the real estate we are in the process by identifying such real estates for the monetization and about the buy back it would depend on the Board of Directors. So now I hand over to our MD Shri Arijit Basu to answer the other few questions.

Mr. Arijit Basu, Managing Director

Thank you Chairman, first of all I would like to give our heartfelt thanks for all support to all our valuable respected shareholders and today is a very iconic day, we all know that the Company today is organizing its 100th AGM and I think it is a stupendous legacy which this brand endorses and demonstrates and I am sure together the next path of our growth and our success will be blessed. We will be supported similarly by all of you. With this I would like to highlight a few points which is an extension of Chairman's response to all the questions. So, I have kind of summarized few of the more critical points out of your questions and queries, and I will like to summarize accordingly. So, the first point which I want to highlight is regarding our thoughts on input cost as we all know we are living today in a very very volatile and uncertain world. So what happens tomorrow and what happens in a span of 3 months is also still very uncertain. Having said that we believe that the natural part of the turbulence, uncertainties are behind us and we should be looking at a little more stable and a little more certainty in our supply chain and in our input cost and if that happens our thought would be that the normal sales prevailing in the market demands will start to get back and we should be also able to actively participate in that. In terms OEMs associations as you might be knowing that your Company, especially in Two wheeler, is one of the brands which has the



highest OEMs association in India. All the major you know OEMs like Hondas, Heros, Yamaha, Royal Enfield they are with us either through Veedol or through Joint Venture Company Eneos Tide Water India Private Limited. In terms of branding you have seen in the annual report also that there has been active and conscious efforts from the organisation to reactivate specially the ground level branding activities in the retailing shops all across the country, this effort would go on and we would like to get back to our pre pandemic level of visibility and activity in the market. One of the other points which I want to highlight in terms of a steps for profit growth in future of course, there is constant focus on market share, constant focus on our volume on value growth but this organisation as you know is highly profit oriented organisation. We create value for shareholders by working on our profitability. As we all know last year has been a very challenging year for many aspects from geopolitics to raw material supply chain crisis to input cost rise so, we believe that in going forward for the profit growth for the organisation there are four aspects which will be willing to put our best efforts forward.

First part, would be from the context of improving of our products mix, going with more of premiumisation of our product groups and trying to create a better value and volume mix in the overall sales and overall revenue of the organisation.

Second aspect is where we are really working hard is in terms of our efficiency improvement either in the manufacturing area or in the sourcing area which is highlighted by the Chairman as well as I reiterate, we are looking into this in a very very I would say aligned way in terms of the growth in the technology areas. So we are looking at a lot of digitization, lot of automation in our plants and these kind of efforts would help us to become more efficient which will bring efficiency in modern operation and lead to profitable growth. One of the major success in the recent past has been our digitalized coupon scanning app called 'Dosti' which some of you might be aware, which has got an excellent industry response as one of the most successful digitalized initiative of the organisation.

Third area where we will be really working on is the cost optimisation possibilities during the current operations, which is an ongoing process. We keep doing it but that would be further working upon in this year, which would lead to higher and better profit.

And the fourth pillar would be, some of you already mentioned is our expansion and our focus, in our already existing and expanding the international business areas. Our subsidiaries are doing well. We are improving our market share as well as we are improving our financial results in the international areas and this gives us a lot of headroom for growth in the area of profit going forward in future. I would summarize one more point which I think is being mentioned quite of few times with respect to competition, please understand that the names which had been taken as



our competition they are all respected brands, they are all reputed brands, having said that each brand has their own strength which are very much incomparable. This case should be looked at the context of the brand acceptance in the market and there I would say that 'Veedol' with the mentioned brands are absolutely equal, shoulder to shoulder and in terms of the advantages of some of the brands having their OEM association in Commercial vehicles and some of the brands having their brand pull through the much larger international presence cannot be compared with your Company which is very differently positioned, very differently branded. Personal mobility and Agriculture we all know that during the last few years, these two segments, in India had been the worst hit. In terms of all the major challenges which has happened even within, that we have tried to fight it out and we commit that we will keep doing that and we are also working on various expansions, various diversification. So as far as Blaster association is concerned, we would like to clarify that this is a very large car care product brand in US. They have associated with Tide Water Oil in India for manufacturing and marketing of Blaster brands which would be in terms of what we see, very good synergy, because we can use our own distribution network, our own sales team to actually do this business along with our offering of oil, greases, coolants, etc. I would now request one last point which can be explained by our Group CFO Mr. Supratik Basu in terms of the Franchisee fees which was mentioned in the Balance Sheet for Eneos Tide Water Oil Company.

Thank you very much.

Mr. Supratik Basu, GCFO

Good Morning to all. So regarding franchise fee as you are aware that we are having our joint venture with Eneos Corporation of Japan which is No.1 oil company in Japan. Joint venture was started in 2014-15. Turnover of the joint venture is booked in the Tide Water accounts which is one of the reasons that the turnover has been increasing over the years. As the turnover is booked in Tide Water books, in our accounts the franchisee fee is routed out as expenses under other expense. So I hope that clarifies the point raised by Mr. Garg.

Thank you.

Mr. Arijit Basu, Managing Director

So I think I have been able to answer all your questions and queries. Before I request Chairman to preside over the meeting once again, I would like to thank all our shareholders for their unstinted support all these years. You are part of our extended family and it is your trust and confidence that drives us to deliver superior performance despite challenging times. Challenges for me are opportunities and I thank you once again. Now I request Chairman to take over the session.



Mr. Sanjoy Bhattacharya, Chairman

Thank you, Mr. Arijit Basu MD. Mr. Arijit Basu, I think has very clearly, explained the Company's position in the market, its competition, its growth plan and also various fronts where we have to tighten our belts. Under the leadership of Shri Arijit Basu, I am sure the Company would do very well in the coming years.

Now the members joining the meeting through video conferencing facility who have not yet cast their vote by means of remote e-voting, may vote through e-voting facility provided during AGM and till 15 minutes till conclusion of AGM.

The members who have cast their vote by remote e-voting prior to the meeting shall not cast their vote once again.

The Board of Directors has appointed Shri Manoj Prasad Shaw, Practicing Company Secretary from M/s. Manoj Shaw & Co., Company Secretaries, Kolkata as the scrutinizer for this meeting. Based on the report of the scrutinizer, the combined results of remote e-voting and the e-voting that will be done at the meeting today will be announced and displayed on the website of the Company and will also be submitted to the stock exchanges within two working days of the conclusion of the meeting as per the requirements under the SEBI Listing Regulations.

I thank all the members for attending and co-operating in conducting this 100th Annual General Meeting through Video Conference or other audio visual means.

I thank all the Directors and members of the management team who have joined the meeting. I wish everyone the best of health and safety in the years ahead.

I now conclude the Meeting. Thank you, very thank you, Bye.

E-VOTING OPEN FOR NEXT 15 MINUTES

END OF MEETING