

TATA PETRODYNE

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members, of TATA PETRODYNE LIMITED will be held on Monday April 11, 2016 day at 11.00 am at Bombay House, 24, Homi Mody Street, Mumbai - 400001 to transact the following business:

Special Business

1. Pledging of shares of wholly owned subsidiary Dian Energy B.V.

To consider and, if thought fit, to pass with or without modification, the following resolution(s) as a Special Resolution:

"RESOLVED THAT in accordance with Section 180(1)(a) and all other applicable provisions of (a) the Companies Act, 2013, as amended from time to time, (b) the Companies Act, 1956, and (c) the constitutional documents of the Company, the consent of the members of the Company be and is hereby accorded to the board of directors for the creation of the Share Pledge of shares of Dian Energy B.V. as well performance of the Company's obligations thereunder and the enforcement of the Share Pledge in accordance with the terms thereof and the Company does hereby ratify the creation of the Share Pledge of Dian Energy B.V."

"RESOLVED FURTHER THAT the Board be and hereby is authorized to finalise, settle and execute documents, do all such acts, deeds, writing, paper, agreements and things as may be necessary or expedient to give effect to the above resolution including executing any necessary documents, undertakings, declarations, agreements and other papers, as and when they become necessary."

"RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true copies by the Company Secretary, be furnished to Perpetual (Asia) Limited in its capacity as agent under the Facility Agreement dated March 31, 2016."

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY;

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, WHICH SETS OUT DETAILS RELATING TO SPECIAL BUSINESS AT THE MEETING, IS ANNEXED HERETO.

Mumbai, March 30, 2016

Certified as True copy
For, Tata Petrodyne Limited

P. M. Dastoor

Penaaz Dastoor
Company Secretary

TATA PETRODYNE LIMITED

The Metropolitan, Plot No. C-26/27, E Block, 5th Floor, Bandra-Kurla Complex
Bandra (East) Mumbai 400 051 Tel 91 22 6733 8484 Fax 91 22 6733 8400 Email abu@tatapetrodyne.in
website www.tatapetrodyne.in CIN U11100MH1993PLC134095

TATA PETRODYNE

EXPLANATORY STATEMENT

Pursuant to the provisions of section 102 of the Companies Act, 2013 ("the Act") the following explanatory statement sets out all the material facts relating to the special businesses of the accompanying Notice.

The Company is the direct holding company of Dian Energy B.V. ("**Dian**"), a private company incorporated with limited liability under the laws of the Netherlands and holds 100% of the shares of Dian.

On June 12, 2013, Dian as borrower, the Company as guarantor and ANZ Bank as lender and mandated lead arranger, among others, entered into a facility agreement (the "**Existing Facility Agreement**") pursuant to which Australia and New Zealand Banking Group Limited (ANZ Bank) as original lender had agreed to provide Dian a term loan facility of up to US\$ 60,000,000 ("**Facility**"). Dian drew down all of the Facility on July 01, 2013.

The parties to the Existing Facility Agreement have now agreed to refinance the Facility and restate and amend the Existing Facility Agreement by entering into a new facility agreement dated March 31, 2016 (the "**New Facility Agreement**").

In accordance with the New Facility Agreement, the Company has guaranteed the punctual performance by Dian of its obligations under the New Facility Agreement and certain other financing documents (together the "**Finance Documents**"), including timely payment of interest and repayment of principal and payment of all other fees, costs and expenses that may be owed to the finance parties under the New Facility Agreement.

To secure the punctual performance by Dian and the other obligors under the Finance Documents of their obligations under the Finance Documents, the Company has subject to approval of Members under Section 180 (1) (a) of the Companies Act, 2013, granted a first ranking Dutch law share pledge over the entire issued share capital of Dian pursuant to a share pledge agreement to be executed (the "**Share Pledge**") in favour of Perpetual (Asia) Limited, as security agent for the finance parties under the Facility Agreement.

Accordingly your Directors commend the Resolution at Item No.1 of the Notice for the approval of the Members. None of the directors are interested in the Resolution at Item No. 1. The Directors recommend the proposed resolution for your approval.

Mumbai, March 30, 2016

**Certified as True copy
For, Tata Petrodyne Limited**

P.M. Dastoor

**Penaaz Dastoor
Company Secretary**

TATA PETRODYNE LIMITED

The Metropolitan, Plot No. C-26/27, E Block, 5th Floor, Bandra-Kurla Complex
Bandra (East) Mumbai 400 051 Tel 91 22 6733 8484 Fax 91 22 6733 8400 Email abu@tatapetrodyne.in
website www.tatapetrodyne.in CIN U11100MH1993PLC134095

TATA PETRODYNE

Attendance Slip

EXTRAORDINARY GENERAL MEETING ON MONDAY, APRIL 11, 2016 AT 11.00 A.M
at Bombay House, 24, Homi Mody Street, Mumbai - 400001

Folio No. DP ID No. Client ID No. Name

of the Member..... Signature..... Name of

the Proxyholder..... Signature.....

1. Only Member/Proxyholder can attend the Meeting.



TATA PETRODYNE LIMITED

The Metropolitan, Plot No. C-26/27, E Block, 5th Floor, Bandra-Kurla Complex
Bandra (East) Mumbai 400 051 Tel 91 22 6733 8484 Fax 91 22 6733 8400 Email abu@tatapetrodyne.in
website www.tatapetrodyne.in CIN U11100MH1993PLC134095

TATA PETRODYNE

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : E-mail ID:.....
Registered address:.....
Folio No / Client ID:..... DP ID :

I / We, being the member(s) of shares of the
above named Company, hereby appoint

1. Name : E-mail ID:.....
Address:.....
..... Signature : or failing him
2. Name : E-mail ID:.....
Address:.....
..... Signature : or failing him
3. Name : E-mail ID:.....
Address:.....
..... Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, the 11th day of April 2016 at 11.00 a.m. at Bombay House, 24, Homi Mody Street, Mumbai - 400001, Maharashtra, India and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution No.		For	Against
1	Pledging of shares of wholly owned subsidiary Dian Energy B.V		

Signed this day of 2016

Signature of shareholder:

Signature of Proxy holder(s):

Affix
revenue
Stamp

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company at The Metropolitan, Plot No. C-26/27, E Block, 5th Floor, Bandra-Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India, not less than 48 hours before the commencement of the Meeting.

TATA PETRODYNE LIMITED

The Metropolitan, Plot No. C-26/27, E Block, 5th Floor, Bandra-Kurla Complex
Bandra (East) Mumbai 400 051 Tel 91 22 6733 8484 Fax 91 22 6733 8400 Email abu@tatapetrodyne.in
website www.tatapetrodyne.in CIN U11100MH1993PLC134095