

Notice of 10th Annual General Meeting

NOTICE is hereby given that the 10th Annual General Meeting (AGM) of the members of Gulf Oil Lubricants India Limited (the Company) will be held on Monday, September 24, 2018 at 03.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai- 400 018 ("Notice"), to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Shom A. Hinduja (DIN: 07128441), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments, thereof, for the time

being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ended March 31, 2019, be paid the remuneration as set out in the Statement annexed to the Notice convening this 10th Annual General Meeting;

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Vinayak Joshi
Company Secretary

Date: August 7, 2018
Place: Mumbai

Gulf Oil Lubricants India Limited
Registered Office:
IN Centre, 49/50, 12th Road
M.I.D.C., Andheri (East)
Mumbai 400 093, Maharashtra
Tel: +91-22-66487777;
Fax: +91-22-28248232
CIN: L23203MH2008PLC267060
Email: secretarial@gulfoil.co.in
www.gulfoilindia.com

Notes:

1. The Final Dividend of ₹ 6.50 per equity share (325% of the face value of 2/-per equity share) has been recommended by the Board of Directors for the year ended March 31, 2018, subject to approval of shareholders. Final Dividend, if approved at this Annual General Meeting (AGM), shall be paid within 30 days from the date of AGM.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of not exceeding fifty members and holding in the aggregate not more

than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the Company carrying voting rights, may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such

joint holder who is higher in the order of names will be entitled to vote.

7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday and Sunday, between 11.00 a.m. to 2.00 p.m. up to the date of the Meeting.
8. The Register of Members and share transfer books of the Company shall remain closed from Tuesday, September 18, 2018 to Monday, September 24, 2018 (Both days inclusive).
9. Final Dividend on Equity shares as recommended by the Board of Directors of the Company for the year ended March 31, 2018, if approved at the meeting, will be payable to those members who hold shares:
 - a. In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on September 17, 2018.
 - b. In physical mode, if their names appear in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company and its Registrar and Share Transfer Agent before close of business hours on September 17, 2018.
10. In support of the "Green Initiative" announced by the Government of India, an electronic copy of the Annual Report and this Notice, inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company / Depository Participants unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of this Notice inter-alia indicating the process and manner of remote e-voting along with attendance slip and proxy form, will be sent to them in the permitted mode. The Notice of 10th Annual General Meeting of the Company and copy of Annual Report 2017-18 are also available on the Company's website <http://www.gulfoilindia.com>
11. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc., from the Company electronically.
12. The Company hereby request Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Karvy Computershare Private Limited, Registrar and Transfer

Agent (R&T) of the Company ("Karvy"). Further, Members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants / R&T Agent of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T Agent of the Company quoting their folio number(s).

KIND ATTENTION OF THE MEMBERS HOLDING SHARES IN PHYSICAL FORM

SEBI HAS MANDATED SUBMISSION OF PERMANENT ACCOUNT NUMBER (PAN) BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.

SECURITIES OF LISTED COMPANIES WOULD BE TRANSFERRED IN DEMATERIALIZED FORM ONLY, EFFECTIVE FROM DECEMBER 5, 2018. IN VIEW OF THE SAME MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT.

MEMBERS CAN CONTACT THE COMPANY'S RTA FOR ASSISTANCE IN THIS REGARD AT FOLLOWING ADDRESS

M/S KARVY COMPUTERSHARE PVT. LTD.
UNIT : **GULF OIL LUBRICANTS INDIA LIMITED**
KARVY SELENIUM TOWER B, PLOT 31-32,
GACHIBOWLI, FINANCIAL DISTRICT, NANAKRAMGUDA,
HYDERABAD - 500 032
TOLL FREE NO.: 1800-3454-001
EMAIL : EINWARD.RIS@KARVY.COM

13. A route map showing directions to reach the venue of the 10th AGM is given at the end of the Notice.
14. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting is given at the end of the Notice.
15. Information and other instructions relating to e-voting are as under:

Pursuant to the provisions of section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has provided to its Members facility

to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").

- a. The facility for voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot paper.
- b. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- c. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
- d. The Board of Directors of the Company has appointed Mr. Adusumilli Ravi Shankar, Practicing Company Secretary (M. No: FCS 5335, CP No. 4318) as scrutinizer to scrutinize the ballot paper and remote e-voting process in a fair and transparent manner.
- e. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Member/ Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, September 17, 2018.
- f. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, September 17, 2018 only shall be entitled to avail facility of remote e-voting.
- g. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Monday, September 17, 2018, may obtain the User ID and password by sending email to Karvy at evoting@karvy.com or may call Karvy's toll free number 1-800-3454-001
- h. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: from 9.00 a.m. (IST) on Thursday, September 20, 2018.

End of remote e-voting: upto 5.00 p.m. (IST) on Sunday, September 23, 2018
- i. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the

aforesaid period. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The result declared along with the consolidated scrutinizer's report shall be placed on the website of the company www.gulfoilindia.com. The results shall be simultaneously communicated to the stock exchanges. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. September 24, 2018.

- j. Instructions and other information relating to remote e-voting:
 - 1.A. In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company /Depository Participant(s)]:
 - (a) Launch internet browser by typing the URL: [https:// evoting.karvy.com](https://evoting.karvy.com).
 - (b) Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit [https:// evoting.karvy.com](https://evoting.karvy.com) or contact toll free number 1-800-3454-001 for your existing password.
 - (c) After entering these details appropriately, click on "LOGIN".
 - (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (e) You need to login again with the new credentials.
 - (f) On successful login, the system will prompt you to select the E-Voting Event Number for Gulf Oil Lubricants India Limited.

- (g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (h) Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify.

Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

- (l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: mail@rsfcs.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."
- 1.B. In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
- a) User ID and initial password - These will be sent separately.
 - b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

- 3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website [https:// evoting.karvy.com](https://evoting.karvy.com).

The Company has provided an option to Members who do not have access to the e-voting facility, to cast their votes by way of a ballot at the Annual General Meeting.

Statement Pursuant to Section 102(1) of the Companies Act, 2013 ("The Act")

The following statements sets out all material facts relating to the Special business mentioned in the accompanying Notice:

Item No. 4:

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

The Board has approved the appointment of M/s Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No.000030) to conduct audit of cost accounting records maintained by the Company for the year ending on March 31, 2019 at a remuneration of ₹ 2,75,000/- (Rupees Two Lakhs Seventy Five Thousands only) plus applicable Goods and Service Tax and out-of-pocket expenses if any, subject to the ratification of remuneration by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019. None of the Directors/ Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

By order of the Board of Directors

Vinayak Joshi
Company Secretary

Date: August 7, 2018
Place: Mumbai

Gulf Oil Lubricants India Limited
Registered Office:
IN Centre, 49/50, 12th Road M.I.D.C., Andheri (East)
Mumbai 400 093, Maharashtra
Tel: +91-22-66487777; Fax: +91-22-28248232
CIN: L23203MH2008PLC267060
Email: secretarial@gulfoil.co.in
www.gulfoilindia.com

Information of Directors seeking appointment /re- appointment at ensuing 10th Annual General Meeting of the Company.

Mr. Shom A. Hinduja, (DIN: 07128441), age: 28 years is the President - Alternative Energy and Sustainability Initiatives at the Hinduja Group. He is architecting the group's foray into the alternative energy sector. His key function is to introduce the sustainability strategy for the group. Prior to joining the offices in Mumbai, Mr. Shom A. Hinduja, worked in the Financial Due Diligence practice at KPMG, New York, as part of the M&A team. He holds a B.A. in Sustainable Development and an M.S. in Sustainability Management from Columbia University, NY. Apart from being green at heart, he is a food enthusiast and a certified deep sea diver. He is not related to any Director except Mr. Sanjay G. Hinduja and does not hold any shares of the Company.

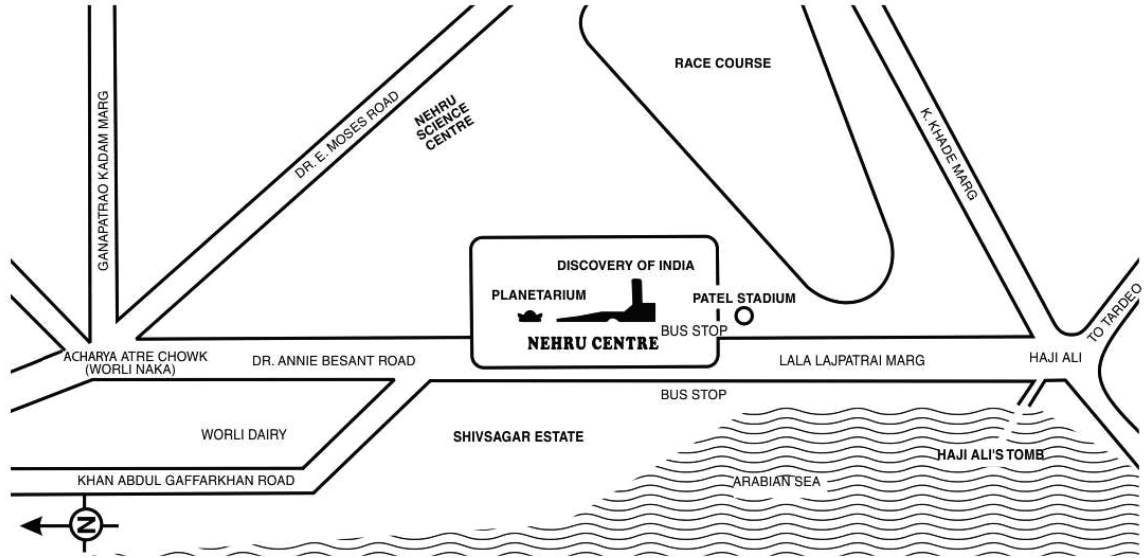
Name of the Director	Mr. Shom A. Hinduja
Date of Birth and Age	29 October 1990, 28 years
Date of Appointment	3 August 2016
Qualifications	B.A. in Sustainable Development and an M.S. in Sustainability Management from Columbia University, NY.
Expertise in Specific functional areas	Alternative Energy and Sustainability Initiatives at the Hinduja Group
Board Membership of other Companies as on 31 March 2018	<ol style="list-style-type: none"> 1. Aasia Imports and Exports Pvt. Ltd. 2. Hinduja Finance Ltd. 3. Hinduja Renewables Pvt. Ltd. 4. Aasia Enterprises LLP 5. Impeccable Imagination LLP 6. Tabula Rasha Music LLP 7. Cyqurex Systems Private Limited 8. Cyqurex Technologies Private Limited 9. Cyqure India Private Limited 10. Fonroche Saaras Energy Private Limited
Chairmanship(s)/ Membership(s) of Committees of other Companies as on 31 March 2018	-
For other details in respect of number of Board Meetings attended during the year and remuneration, refer the Report on Corporate Governance.	

Location Map for venue of 10th Annual General Meeting

Date: September 24, 2018

Time: 03.00 p.m.

Venue: Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai- 400 018.





Quality Endurance Passion

GULF OIL LUBRICANTS INDIA LIMITED

Registered Office: IN Centre, 49/50, 12th Road, M.I.D.C., Andheri (East), Mumbai 400093

Tele: +91 22 66487777, Fax: +91 22 28248232, Email: secretarial@gulfoil.co.in, Website: www.gulfoilindia.com, CIN: L23203MH2008PLC267060

ADMISSION SLIP

10TH ANNUAL GENERAL MEETING ON MONDAY, SEPTEMBER 24, 2018

Registered Folio No. / DP ID & Client ID
Name and Address of the Member

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall.

Joint holders

No of shares

I hereby record my presence at the 10th Annual General Meeting of the Company at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai - 400 018 at 3.00 p.m. on Monday, September 24, 2018.

Name of the shareholder/ proxy* :

Signature of the shareholder / proxy :

* Strikeout whichever is not applicable

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password



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10TH ANNUAL GENERAL MEETING ON MONDAY, SEPTEMBER 24, 2018

PROXY FORM (FORM NO. MGT-11)

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) :

Registered Address :

Folio No/Client ID, DPID :

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

- Name
Address
Email id
Signature, or failing him
- Name
Address
Email id
Signature, or failing him
- Name
Address
Email id
Signature

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Monday, September 24, 2018 at 3.00 p.m. at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai - 400 018 and at any adjournment thereof in respect of such resolutions, as are indicated below.

Signed this _____ day of _____ 2018

Affix
Revenue
Stamp of
Re. 1/-

.....
Signature of Member

.....
Signature of Proxy holder(s)

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement.

Sr No.	Resolutions
Ordinary Business	
1	To receive, consider and adopt, the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2	To declare dividend on equity shares for the financial year ended March 31, 2018.
3	To appoint a Director in place of Mr. Shom A. Hinduja (DIN: 07128441), who retires by rotation and being eligible, offers himself for re-appointment.
Special Business	
4	To ratify the remuneration to the Cost Auditors for the FY 2018-19.