

INCORPORATED
UNDER THE COMPANIES ACT, 1956
(1 OF 1956)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
***GULF OIL LUBRICANTS INDIA LIMITED**

- I. The Name of The Company is ***GULF OIL LUBRICANTS INDIA LIMITED**.
- II. The Registered office of the Company will be situated in the State of ~~XXXXXXXXXX~~ Maharashtra.
- III. The objects for which the Company is established are:
 - A) ***THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To carry on all or any of the business as manufacturers or dealers in organic and inorganic chemicals, petrochemicals, fertilizers, manures, pesticides, fuel oils, greases, lubricants, base oils and other specialty oils and chemicals, metal workings and other fluids and additives and raw materials of all these products.
 2. To carry on the business of importers, exporters, consultants and to buy, sell and deal in petroleum oil, liquid and solid hydrocarbons and of all products thereof and also plant, machinery and equipments related to manufacture, production, refining, blending, packing, handling or modifying petroleum oil, liquid or solid hydrocarbons and of all products thereof including liquid petroleum gas, compressed natural gas and liquefied natural gas.
 3. To carry on the business of manufacturing, trading or dealing in automotive parts and accessories, auto electrical, vehicle care products, vehicle spares / assemblies, tools, implements, equipments, gauges and other allied goods, articles and things for motor cars, trawlers, marine vehicles, trucks, tankers, buses, motorcycles, cars, race cars, defense vehicles, ambulance, tempos, tractors, vans, jeeps, scooters, mopeds, three wheelers and other light and heavy vehicles.
 4. To search for, get, work, raise and make merchantable sell and deal in all kinds of petroleum oils, base oils and other raw materials for lubricating oils and all liquid and solid hydrocarbons and other produce of the lands and also to utilize for manufacturing, refining or other purpose and to sell or deal in all products of the oil and other hydrocarbons and generally to develop the resources of any lands, right or privileges to be at any time acquired by the Company.

*** The above alteration was made after approval of members in the EGM held on 16.08.2013**

21. To promote any other company or companies for the purpose of acquiring or taking over all any of the property, rights, and liabilities of the company or for any other purpose which may directly or indirectly affect benefit the company.
22. To create any reserve fund, sinking fund, insurance fund or any other special funds whether for repairing, improving, guaranteeing research, extending or maintaining any of the property of the company or for any other purpose conducive to the interest of the company.
23. Subject to the provisions contained in the Companies Act, 1956 to distribute as dividend or bonus among the members or to place to reserve or otherwise apply as the company may from time to time think fit any money received by way of premium on shares or debentures issued at a premium and any money received in respect of dividends accrued on forfeited shares.
24. To apply for promote and obtain any order, regulation, or other authorization or enactment, which directly or indirectly benefit the Company.
25. To issue or allot fully paid or partly paid shares/ in the capital of the company in payment or part payment of any movable or immovable property of the company purchased or other wise acquired by the company for any service rendered to the company.
26. To take or hold mortgages, liens and charges to secure the payment of purchase price or any unpaid the balance of purchase price, any part of the Company's property of any kind sold by the Company or any money due by the company, or due to the Company.
27. To pay out the funds of the company all or any expenses, which the Company may lawfully pay for the services, rendered for formation and registration and for promotion of any other company by it subject to the provisions of the Act.
28. To insure any of the properties, Undertakings, Contracts, risk or obligations of the company in any manner whatsoever.
29. To establish or support, any association, institutions, schools, hospitals, quest houses, clubs, funds and trusts which may be considered beneficial to any employees or ex employees and to officers and ex officers of the company or the dependents of any such persons.
30. To aid and support, any person, association, body or movement whose object is solution, settlement, or summoning or industrial or labour problems or the promotion of any industry or trade, business of the company or the promotion of science, technology, cultural activities, sports, environment or rural development and other social and welfare activities.
31. To refer all question, disputes or differences arising between the company and any other person (other than director of the company) in connection with or in respect of any matter relating to the business or affairs of the company or arbitration in such manner and upon such terms as the company any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration Act 1940 or any other any act for time being in force and the rules of the international Chamber of commerce relating to arbitration and to institute legal proceedings or defend any proceedings and to appoint advocates, consultants, or advisors in this behalf.
32. To enter into negotiations, technical, financial, or otherwise with any person or government for obtaining any grant, license or on other terms, formulae and other rights and benefits, and to obtain technical information, know how and expert advice for the production, manufacture and export or sale of all types of goods which the company authorized to produce or to deal in.
33. To open and operate any type of bank accounts with the Bank and obtain credit facilities with or without securities for its business.
34. To train or pay for training in India or abroad of any Company's employee or officers or any candidate in interest of furtherance of the Company's objects.

35. To receive grants subsidies, contributions, donations, loans, advances or other moneys or deposits of whatsoever nature from state.
36. *To amalgamate, enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint adventures, or reciprocal concessions, with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
37. *To apply for, purchase, or otherwise acquire, protect and renew in any part of the world, any patents, patent rights, brevets d'invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired; and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
38. *To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees ad indemnities.
39. *To negotiate, enter into agreements and contracts with foreign companies, firms and individuals for technical assistance, know-how and collaboration in the manufacturing, marketing, importing and exporting of raw materials and any or all of the aforesaid products.
40. *To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public, political, or any other useful institutions, objects or purposes or for any exhibition.
41. * To procure the Company to be registered or recognized in any part of the world outside India.
42. * To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for preparing, improving extending or maintaining any of the properties of the Company or for any other purpose conducive to the interests of the Company.
43. * To undertake and execute any trusts, the undertaking whereof may seem desirable and whether gratuitously or otherwise.
44. * To do / pursue all or any of the objects of the Company in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the above objects or any of them."

C. THE OTHER OBJECTS FOR WHICH COMPANY IS ESTABLISHED ARE:

1. To conceive, design, develop, execute and implement systems and application software for its own use or for sale in India or abroad or for exports outside India. Also, to design and develop such systems and application software for or on behalf of owners, manufacturers and users of computer systems, digital electronic equipments.
2. *To establish, promote, manage and retail branded clothing lines, as well as stores and other outlets, ~~dealing in single or multiple brands of garments, accessories, personal care products and~~ for such purpose to act as a brand owner, licensee, franchisee, representative or distributor.
3. *To carry on the business of retailing, manufacturing, whole selling, buying, selling, designing,

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developing, importing, exporting, improving, assembling, distributing all kinds of goods, apparel, accessories and fashion accessories including for motoring/biking enthusiasts.

4. *To engage in and carry on in India or elsewhere the activities of export house and execute and perform export/ import business in all kinds of goods, components and materials, and enter into collaboration agreements / contacts with foreign firms, companies and individuals for the purpose of obtaining technical know-how fee, royalties or payments of any of the nature, subject however to the regulations of the Government of India and such other acts or notifications as may be applicable.

IV. The liability of the members of the company is limited.

- V. The authorized share capital of the Company is Rs.10,46,27,228 (Rupee Ten crore forty six lac twenty seven thousand two hundred twenty eight only) divided into 5,23,13,614 (Five crore twenty three lac thirteen thousand six hundred fourteen only) equity shares of Rs. 2/- (Rupees two only) each,. The Company shall have power from time to time to increase, reduce or alter its share capital and issue any shares in original or new capital as equity or preference shares.

()** The Authorised Capital of the Company has been changed pursuant to the Scheme of Arrangement, as approved by Hon'ble High Court of Judicature of Andhra Pradesh at Hyderabad by order dated 16.04.2014 in Company Petition No. 40 of 2014.

VI. We, the several persons, whose names and addresses are furnished below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company, noted opposite to our respective names.

Sl. No.	Name, Addresses, Description Occupation and signature of the Subscribers	No. of Equity Shares taken by each Subscriber	Name, Address, Description Occupation and Signature of witness
1.	<p>Company Name : GULF OIL CORPORATION LIMITED Address : Kukatpally, Post Bag No.1, Sanathnagar (IE) P.O. Hyderabad - 500 018. Through Mr. A. SATYANARAYANA, Deputy Company Secretary, authorised representative / authorised signatory on behalf of the Company, vide its Board Resolution dated 30-01-2008. For Gulf Oil Corporation Limited Sd/- Name: A. Satyanarayana S/o : Kailasan Address: 402, Moyasa Towers, Hyderabad - 500 013. DOB : 08-06-1968 Occ: Company Executive</p>	<p>49,994 Forty Nine Thousand Nine Hundred and Ninety Four)</p>	<p>Sd/- A. RAVI SHANKAR S/o A. Kameshwara Rao 5-9-22/71B, 1st Floor, MCH. No. 250, Opp:Darpan Boutique, Adarsh Nagar, Hyderabad - 500 063. Occ : Company Secretary M.No. 14601</p>
2.	<p>Sd/- Name : SUBHAS PRAMANIK S/o Sudhamaya Pramanik Address : Plot No. 14, Naturoville, Sy.No. 210,Near Kendriya Vidyalaya, Bolaram, Yaprail, Secunderabad - 500 087. DOB : 28-09-1949 Occ : Company Executive</p> <p>Nominee of Gulf Oil Corporation Limited having its Registered Office at Kukatpally, P.B. No.1, Sanathnagar (IE), Hyderabad - 500 018, and authorised vide its Board Resolution dated 30-01-2008.</p>	<p>1 (One)</p>	

Sl. No.	Name, Addresses, Description Occupation and signature of the Subscribers	No. of Equity Shares taken by each Subscriber	Name, Address, Description Occupation and Signature of witness
3.	<p>Sd/- Name : SUKHENDU CHAKRABARTI S/o A.C. Chakrabarti Address : "AACHOL" Plot No. 49, Jawahar Rail Colony, Sikh Road, Secund̄erabad - 500 009. DOB : 8-03-1950 Occ : Company Executive</p> <p>Nominee of Gulf Oil Corporation Limited having its Registered Office at Kukatpally, Post Bag No. 1, Sanathnagar (I.E), Hyderabad - 500 018, and authorised vide its Board Resolution dated 30-01-2008.</p>	1 (One)	
4.	<p>Sd/- Name : TAMAL TARUN DAS S/o S.B. Das Address : 204, 'C' Block, Ashoka Gardenia, Hill Fort, Adarsh Nagar, Hyderabad. DOB : 9-01-1961 Occ : Company Executive</p> <p>Nominee of Gulf Oil Corporation Limited having its Registered Office at Kukatpally, Post Bag No. 1, Sanathnagar (I.E), Hyderabad - 500 018, and authorised vide its Board Resolution dated 30-01-2008.</p>	1 (One)	<p>Sd/- A. RAVI SHANKAR S/o A. Kameshwara Rao 5-9-22/71B, 1st Floor, MCH. No. 250, Opp:Darpan Boutique, Adarsh Nagar, Hyderabad - 500 063. Occ : Company Secretary M.No. 14601</p>
5.	<p>Sd/- Name : S. SUBRAMANIAN S/o R. Santhanam Flat No. 821, Block - 1, Manasarovar Heghts, Phase - II, Hasmatpet, Secunderabad - 500 009. DOB : 26-07-1961 Occ : Company Executive</p> <p>Nominee of Gulf Oil Corporation Limited having its Registered Office at Kukatpally, Post Bag No. 1, Sanathnagar (I.E) Hyderabad - 500 018, and authorised vide its Board Resolution dated 30-01-2008.</p>	1 (One)	

Sl. No.	Name, Addresses, Description Occupation and signature of the Subscribers	No. of Equity Shares taken by each Subscriber	Name, Address, Description Occupation and Signature of witness
6.	<p>Sd/- Name : A. SATYANARAYANA S/o A. Kailasan Address : 402, Moyasa Towers, Ganesh Nagar, Ramanthapur, Hyderabad - 500 013. DOB : 08-06-1968 Occ : Company Executive</p> <p>Nominee of Gulf Oil Corporation Limited having its Registered Office at Kukatpally, Post Bag No. 1, Sanathnagar (I.E), Hyderabad - 500 018, and authorised vide its Board Resolution dated 30-01-2008.</p>	1 (One)	<p>Sd/- A. RAVI SHANKAR S/o A. Kameshwara Rao 5-9-22/71B, 1st Floor, MCH. No. 250, Opp:Darpan Boutique, Adarsh Nagar, Hyderabad - 500 063. Occ : Company Secretary M.No. 14601</p>
7.	<p>Sd/- Name : R.S. DESHMUKH S/o S.N. Deshmukh Address : Flat No. 207, Rohit Towers, Vidyanagar, Hyderabad - 500 044. DOB : 25-11-1959 Occ : Company Executive</p> <p>Nominee of Gulf Oil Corporation Limited having its Registered Office at Kukatpally, Post Bag No. 1, Sanathnagar (I.E), Hyderabad - 500 018, and authorised vide its Board Resolution dated 30-01-2008.</p>	1 (One)	
Total No. of Equity Shares taken		50,000 (Fifty Thousand only)	

Date : 11-07-2008

Place : Hyderabad.

