

## NOTICE OF 9<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9<sup>th</sup> Annual General Meeting (AGM) of the members of Gulf Oil Lubricants India Limited (the Company) will be held on Friday, September 15, 2017 at 3.00 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, 2017 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, 2017.
3. To appoint a Director in place of Mr. Sanjay G. Hinduja (DIN:00291692), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time and pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company, and pursuant to the resolution passed by the members at the AGM held on June 4, 2014, the appointment of M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) as the auditors of the Company to hold office till the conclusion of the next AGM be and are hereby ratified and the Board of Directors be and are hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2018."

### SPECIAL BUSINESS:

5. 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 Sections 196, 197, 203 read with Schedule V and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and read with Schedule V of the Act, as amended from time to time, approval of the Members be and is hereby accorded to the reappointment of Mr. Ravi Chawla (DIN:02808474) as the Managing Director of the Company, for a period of 3 (three) years with effect from June 6, 2017, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this 9<sup>th</sup> Annual General Meeting, with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit

and as may be acceptable to Mr. Ravi Chawla, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

FURTHER RESOLVED THAT the consent of the Members of the Company be and is hereby also accorded that where in any financial year, the Company has no profits or inadequate profits then Minimum Remuneration as provided in the terms of reappointment as set out in the Explanatory Statement as referred hereinabove, be paid to Mr. Ravi Chawla, Managing Director subject to the applicable provisions of the Companies Act, 2013 read with Schedule V and rules made thereunder and/ or any other approval from Central Government from time to time;

FURTHER RESOLVED THAT the Board of Directors 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."

6. 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, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this 9<sup>th</sup> 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: July 24, 2017

Place: Mumbai

Gulf Oil Lubricants India Limited

Registered Office:

IN Centre, 49/50, 12<sup>th</sup> 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 ₹ 5/- per equity share (250% of the face value of 2/-per equity share) has been recommended by the Board of Directors for the year ended March 31, 2017, 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 Monday, September 11, 2017 to Friday, September 15, 2017 (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, 2017, 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 as at the close of business hours on September 8, 2017.

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 8, 2017.

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 9<sup>th</sup> Annual General Meeting of the Company and copy of Annual Report 2016-17 are also available on the Company's website [www.gulfoilindia.com](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).

13. A route map showing directions to reach the venue of the 9<sup>th</sup> 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:

a. 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").
- b. 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.
  - c. 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.
  - d. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
  - e. 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.
  - f. 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. Friday, September 8, 2017.
  - g. 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. Friday, September 8, 2017 only shall be entitled to avail facility of remote e-voting.
  - h. 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. Friday, September 8, 2017, may obtain the User ID and password by sending email to Karvy at [evoting@karvy.com](mailto:evoting@karvy.com) or may call Karvy's toll free number 1-800-3454-001
  - i. The remote e-voting facility will be available during the following period:  
 Commencement of remote e-voting: from 9.00 a.m. (IST) on Tuesday, September 12, 2017.  
 End of remote e-voting: upto 5.00 p.m. (IST) on Thursday, September 14, 2017.  
 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.
  - j. 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](http://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 15, 2017.
  - k. 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>.
      - (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> 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)]:
- User ID and initial password - These will be sent separately.
  - 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.

- In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <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. 5:

Re-appointment of Mr. Ravi Chawla (DIN: 02808474) as Managing Director.

On recommendation and approval of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 13, 2017, reappointed Mr. Ravi Chawla as Managing Director of the Company for a period of 3 (three) years effective from June 6, 2017 and the terms of his reappointment including the remuneration, subject to approval of the Members of the Company. The approval of the Members of the Company is now sought for the reappointment and terms of his reappointment including remuneration, details of which are set out hereunder;

#### A. REMUNERATION

- The Managing Director's fixed annual remuneration, on a Cost to Company (CTC) basis will be ₹ 210,00,000/- (Rupees Two hundred ten lakhs only) Per Annum including Basic Salary, Allowances, Perquisites etc.
- In addition, benefits as per the Company policy applicable, which includes medical reimbursement etc.
- His commission, based on Company performance and individual contribution, will be decided by the Nomination and Remuneration Committee at an indicative level of ₹ 90,00,000/- (Rupees ninety lakhs only) per annum at 100% achievement of agreed targets. Under-achievement or over-achievement of targets may result in lower or higher commission respectively, as may be decided by the Nominations and Remunerations Committee.
- Annual Increments and final commission will be decided by the Nomination and Remuneration Committee, based on Company performance and individual contribution.

#### B. PERQUISITES AND ALLOWANCES FROM June 6, 2017

- The fixed remuneration mentioned in A (I) will be inclusive of Basic, Perquisites and Allowances and Retirals except as mentioned in A (II).

- II. The ceiling for Perquisites and allowances will be the sum remaining in fixed salary after deducting Basic salary and retirals. Perquisites and allowances will include special allowance, use of Company car for official local travel, leave travel concessions for self and family, club fees, medical and term insurance, etc., as per Company Policy applicable to the senior management personnel of the Company or as may be agreed to by the Board of Directors and Mr. Ravi Chawla.
- III. For Taxation purposes, perquisites and allowances shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company in providing such perquisites and allowances. Adequate communication facilities at residence shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- IV. Retirals, within overall CTC limits as mentioned in A (I) will be computed as follows:
- Company's contribution to Provident Fund calculated @12% of basic salary.
  - Company's contribution to Superannuation Fund @ 15% of basic salary.
- V. Gratuity will be payable as per rules of the Company, and will not form a part of CTC as mentioned earlier.
- VI. Leave Encashment: Encashment of leave at the end of the tenure, or in the interim will follow Company policy, subject to an accumulation limit agreed by the Board / Nomination and Remuneration Committee. These, however, shall not be included in the computation of limits on perquisites as aforesaid. The total remuneration to Mr. Ravi Chawla as per "A" and "B" above, inclusive of the value of perquisites will however be limited to rules / regulation/ceiling prescribed under the Companies Act, 2013 (hereinafter referred as "Act").

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified in section A (I) above subject to the applicable provisions of the Act read with Schedule V and rules made thereunder and/or any other approval from Central Government from time to time.

Mr. Ravi Chawla satisfies all the conditions as set out in Part-I of Schedule V of the Act and also conditions given in Section

196(3) of the Act, and being eligible for reappointment. He is not disqualified from being reappointed as Director in compliance with Section 164 of the Act. Brief profile of Mr. Ravi Chawla in terms of SEBI Listing Regulations, 2015 has been provided at the end of the Notice.

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. 5 of the Notice except Mr. Ravi Chawla and his relatives and to the extent of his shareholding in the Company. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by shareholders.

#### Item No. 6

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, 2018 at a remuneration of ₹ 2,75,000/- (Rupees Two Lakhs Seventy Five Thousands only) plus applicable 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. 6 of the Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018. 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. 6 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

By order of the Board of Directors

Vinayak Joshi  
Company Secretary

Date: July 24, 2017

Place: Mumbai

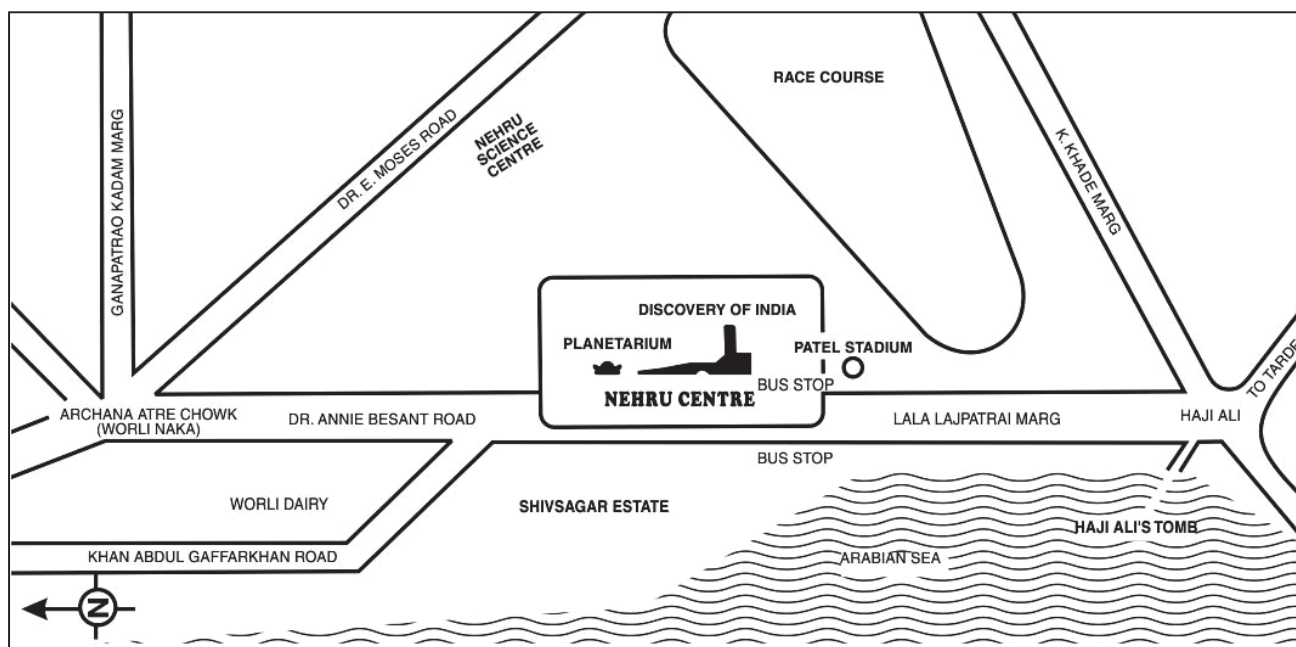
Gulf Oil Lubricants India Limited  
Registered Office:  
IN Centre, 49/50, 12<sup>th</sup> Road M.I.D.C., Andheri (East)  
Mumbai 400 093, Maharashtra  
Tel: +91-22-66487777; Fax: +91-22-28248232  
CIN: L23203MH2008PLC267060  
Email: secretarial@gulfoil.co.in  
www.gulfoilindia.com

**Information of Directors seeking appointment /re- appointment at ensuing 9<sup>th</sup> Annual General Meeting of the Company pursuant to SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

- 1) Mr. Sanjay G. Hinduja (DIN: 00291692) holds a Bachelors degree in Business Administration from Richmond College, London. He has professional experience with Credit Suisse Bank and Chase Manhattan Bank and has experience and knowledge in the global oil and energy sector. He is not holding Directorship in any other companies except this Company. He is a Member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Company. He is not related to any Director except Mr. Shom A. Hinduja and do not hold any shares of the Company.
- 2) Mr. Ravi Chawla (DIN: 02808474) holds a Bachelors Degree in Commerce from Sydenham College, Mumbai University. He also holds a Master in Management Studies degree (specialising in Marketing) from Mumbai University. He has over twenty eight (28) years of professional experience in sales, marketing & management across diverse sectors in Indian companies and MNCs with organisations like Wipro Consumer Products Ltd., CEAT Ltd, Polaroid, Pennzoil-Quaker State India Ltd. (was part

of Royal Dutch Shell Group of Companies) & Mahindra and Mahindra (Farm Equipment Division) before joining Gulf Oil Corporation Ltd in 2007. He has held positions responsible for all areas of marketing, business development, sales via channel & B2B & general management for the last 24 years with country level responsibility. He has extensive experience of over 18 years in the lubricants space with Pennzoil (1998 to 2006) & in Gulf Oil (since 2007). With Gulf Oil, he joined as President for the Lubricants business in 2007 and was later designated as President & CEO - Lubricants business, after leading the organisation to become the fastest growing company amongst the top lubricant players. Since, June 2014, he is appointed as Managing Director of the Company. He is also on the Board of some other Gulf group companies and advising them at a strategic level. Besides the remuneration proposed, Mr. Ravi Chawla does not have any pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel. As on March 31, 2017, Mr. Ravi Chawla holds 13,600 shares in the Company allotted under the "Gulf Oil Lubricants India Limited-Employee Stock Option Scheme- 2015". He is not related to any Director of the Company and not holding directorship in any other listed company. He is a member of Stakeholders Relationship Committee of the Company.

Location Map for venue of 9<sup>th</sup> Annual General Meeting





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

#### 9TH ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 15, 2017

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

Registered Folio No. / DP ID & Client ID

Name and Address of the Member

Joint holders

No of shares

I hereby record my presence at the 9th Annual General Meeting of the Company at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai – 400 018 at 3.00 p.m. on Friday, September 15, 2017.

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



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

#### 9TH ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 15, 2017

#### 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.....

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on Friday, September 15, 2017 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 \_\_\_\_\_ 2017

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**

S. No.	Resolutions :
<b>Ordinary Business:</b>	
1.	To consider and adopt, the audited financial statements of the Company for the financial year ended March 31, 2017 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, 2017.
3.	To appoint a Director in place of Mr. Sanjay G. Hinduja (DIN:00291692), who retires by rotation and being eligible, offers himself for re-appointment.
4.	To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (Firm Registration no.301112E) as Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize Board to fix their remuneration
<b>Special Business:</b>	
5.	To re-appoint Mr. Ravi Chawla (DIN: 02808474) as Managing Director of the Company.
6.	To ratify the remuneration to the Cost Auditors for the FY 2017-18.