



## Gulf Oil Lubricants India Limited

September 24, 2015

### BSE Limited

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001  
Tele.: 91-22-22721233/4, 91-22-66545695  
Fax : 91-22-22721919  
Email: corp.relations@bseindia.com  
**Scrip Code:538567**  
**Scrip ID: GULFOILLUB**

### National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400 051  
Tel e: 91-22-26598235/36  
Fax : 91-22-26598237/38  
Email.: cmlist@nse.co.in  
**Scrip symbol: GULFOILLUB**

Dear Sir

### Ref.: Clause 35A of the Listing agreement

Our Annual General Meeting was held on September 22, 2015. We give below the details as required under Clause 35A.

Sr. No	Description					
A	Date of agm	22-09-2015				
B	Book closure date	16-09-2015 to 22-09-2015 ( both days inclusive )				
C	Total number of shareholders on record date	54429				
D	No of shareholders present in the meeting either in person or through proxy	46				
	Shareholders	Present in person	Present through proxy	Total	Shares	% to capital
	Promoter And Promoter Group ( )	0	2	2	32193167	64.94160
	Public	38	6	44	362820	0.73190
	Total	38	8		32555987	65.67350
E	No. of shareholders attended the meeting through Video conferencing : - NIL.					

We enclosed herewith the details of resolutions passed at the AGM. In this regard, all the six resolutions placed before the Shareholders have been passed with requisite majority.

**Gulf Oil Lubricants India Limited**  
(Formerly known as Hinduja Infrastructure Limited)

#### Registered & Corporate Office:

IN Center, 49/50,  
12th Road, M.I.D.C.,  
Andheri (E)  
Mumbai - 400 093, India  
CIN: L23203MH2008PLC267060

Tel: +91 22 6648 7777  
Fax: +91 22 2824 8282  
Email: info@gulfoil.co.in



[www.gulfoilindia.com](http://www.gulfoilindia.com)



HINDUJA GROUP



## Gulf Oil Lubricants India Limited

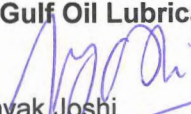
We also attached herewith the Scrutinizers Report for your records.

Please acknowledge receipt.

Thanking you

Yours faithfully

**For Gulf Oil Lubricants India Limited**

  
Vinayak Joshi  
Company Secretary &  
Compliance Officer



*Encl.: as above*

**Gulf Oil Lubricants India Limited**  
(Formerly known as Hinduja Infrastructure Limited)

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[www.gulfoilindia.com](http://www.gulfoilindia.com)

Tel: +91 22 6648 7777  
Fax: +91 22 2824 8232  
Email: [info@gulfoil.co.in](mailto:info@gulfoil.co.in)



(Agenda wise)

Details of the Agenda:	
Resolution required: (Ordinary/Special)	Details below
Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Poll and E-voting

Sr. 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, 2015 and the Reports of the Board of Directors and the Auditors thereon
2.	To declare dividend on equity for the financial year ended March 31, 2015.
3.	To re-appoint M/s Price Waterhouse, Chartered Accounts (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>	
4.	To ratify the remuneration to the Cost Auditors for the FY 2015-16 (Ordinary Resolution)
5.	To approve the amendment to the Articles of Association by inserting two new administrative Clauses (Special Resolution)
6.	To approve non-filing of vacancy caused by the retirement by rotation of Mr. Ramkrishan P. Hinduja, Director, (DIN: 00278711) (Ordinary Resolution)



**GULF OIL LUBRICANTS INDIA LIMITED**  
**Annual General Meeting held on 22nd September 2015**

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	No. of Votes - against (5)	% of Votes against on votes polled (7) = [(5)/(2)]*100
1	Promoter and Promoter Group	32193167	32193167	100	32193167	100		
1	Public – Institutional Holders	9594744	6037534	62.9254	6037534	100		
1	Public-Others	7784579	121872	1.5656	121836	99.9704	36	0.0295
	Total for Resolution 1	49572490	38352573	77.3666	38352537	99.9999	36	0.0001
2	Promoter and Promoter Group	32193167	32193167	100	32193167	100		
2	Public – Institutional Holders	9594744	6037534	62.9254	6037534	100		
2	Public-Others	7784579	121890	1.5658	121854	99.9704	36	0.0295
	Total for Resolution 2	49572490	38352591	77.3667	38352555	99.9999	36	0.0001
3	Promoter and Promoter Group	32193167	32193167	100	32193167	100		
3	Public – Institutional Holders	9594744	6037534	62.9254	6037534	100		
3	Public-Others	7784579	121890	1.5658	121836	99.9556	54	0.0443
	Total for Resolution 3	49572490	38352591	77.3667	38352537	99.9999	54	0.0001
4	Promoter and Promoter Group	32193167	32193167	100	32193167	100		
4	Public – Institutional Holders	9594744	6037534	62.9254	6037534	100		
4	Public-Others	7784579	121890	1.5658	121836	99.9556	54	0.0443
	Total for Resolution 4	49572490	38352591	77.3667	38352537	99.9999	54	0.0001
5	Promoter and Promoter Group	32193167	32193167	100	32193167	100		
5	Public – Institutional Holders	9594744	6037534	62.9254	6037534	100		
5	Public-Others	7784579	121890	1.5658	121836	99.9556	54	0.0443
	Total for Resolution 5	49572490	38352591	77.3667	38352537	99.9999	54	0.0001
6	Promoter and Promoter Group	32193167	32193167	100	32193167	100		
6	Public – Institutional Holders	9594744	6037534	62.9254	6037534	100		
6	Public-Others	7784579	121890	1.5658	121854	99.9704	36	0.0295
	Total for Resolution 6	49572490	38352591	77.3667	38352555	99.9999	36	0.0001



**Consolidated Scrutinizer's Report on E-Voting and Poll**

To,

**The Chairman**

**Gulf Oil Lubricants India Limited**

IN Centre, 49/50, M.I.D.C.

12th Road, Andheri (East)

Mumbai - 400 018

Dear Sir,

Report on the e-voting and voting by poll conducted at the 7<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Tuesday September 22, 2015 at 3.00 P.M. at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai - 400 018, Maharashtra

1. As per the provision of the Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided facility of voting through electronic means ("remote e-voting") to the Members on all the Resolution(s) proposed in the Notice of the AGM dated July 28, 2015 ("Notice").
2. In line with the provisions of the Act and in terms of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the Members. Therefore, at the AGM, voting was conducted by means of Poll (physical ballot).
3. I, A. Ravi Shankar, Partner of Ravi & Subramanyam, Company Secretaries, Hyderabad was appointed as Scrutinizer to scrutinize the remote e-voting process as well as voting by physical ballot forms at the AGM and for ascertaining requisite majority on remote e-voting and also on poll carried for the Resolutions proposed in the Notice.



4. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and related Rules in respect of voting through electronic means and Poll on the Resolution(s) contained in the Notice. As Scrutinizer, my responsibility is to provide the Scrutinizer's report of the Votes Cast in "favor" or "against" the Resolution(s) stated in the Notice of AGM.
5. The Company had appointed Karvy Computershare Private Limited ("Karvy"), registrar and transfer agent of the Company, as the service provider for the purpose of extending the facility of remote e-voting to the Members of the Company. Karvy has provided a system for recording the votes of the Members electronically on all items of business (both Ordinary and Special) sought to be transacted at the AGM during the period September 18, 2015 (9.00 a.m.) - September 21, 2015 (5.00 p.m.). Karvy had set up electronic voting facility on its website, <https://evoting.karvy.com>.
6. The Voting pattern cast through remote e-voting were unblocked on September 22, 2015 at 4.07 P.M. in the presence of two witnesses Mr. S.J. Shetty and Mr. Suresh, who are not in the employment of the Company.
7. At the venue of the AGM, the facility to vote though physical ballot was provided to facilitate those Members present at the AGM who could not participate in the remote e-voting to record their votes.
8. The AGM was concluded after the voting. The ballot box kept for the purpose of casting votes were unlocked in my presence and in presence of two witnesses and the ballot papers were scrutinized. The ballot papers were reconciled with the records maintained by Karvy, Registrar and Share Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
9. The ballot papers, which were incomplete and/or which were otherwise found to be defective have been treated as invalid and kept separately.
10. Based on the reports generated from the remote e-voting system provided by Karvy and votes casted on poll at the AGM, I hereby submit the results of the remote e-voting and poll as follows:





Item	Particulars	Number of Member s voted	Total Number of Votes	Number of valid Votes	Number and % of Votes cast in favor of Resolution	% of the casts in Resolution	Number and % of Votes cast against the Resolution	Number and % of invalid Votes	Number and % of Votes Abstained			
1.	Adoption of Financial Statements and Reports of Directors and Auditors for the financial year ending 2015	E-voting (51)	3,82,31,153	3,82,31,153	3,82,31,153	100	No	%	No	%	-	
			Ballot (26)	1,21,500	1,21,420	1,21,384	99.90	36	0.03	80	0.07	-
			Total (77)	3,83,52,653	3,83,52,573	3,83,52,537	99.999	36	0.000	80	0.001	-
2.	Declare Dividend on Equity Shares	E-voting (51)	3,82,31,153	3,82,31,153	3,82,31,153	100	-	-	-	-	-	
			Ballot (26)	1,21,500	1,21,438	1,21,402	99.92	36	0.03	62	0.05	-
			Total (77)	3,83,52,653	3,83,52,591	3,83,52,555	99.999	36	0.000	62	0.001	-



3.	Re- appointment of Statutory Auditors	E-voting	3,82,31,153	3,82,31,153	3,82,31,153	100	-	-	-	-	-
		Ballot	1,21,500	1,21,438	1,21,384	99.91	54	0.04	62	0.05	-
		<b>Total</b>	<b>3,83,52,653</b>	<b>3,83,52,591</b>	<b>3,83,52,537</b>	<b>99.999</b>	<b>54</b>	<b>0.000</b>	<b>62</b>	<b>0.001</b>	
4.	Ratification of Remunerati on payable to Cost Auditors	E-voting	3,82,31,153	3,82,31,153	3,82,31,153	100	-	-	-	-	
		Ballot	1,21,500	1,21,438	1,21,384	99.91	54	0.04	62	0.05	-
		<b>Total</b>	<b>3,83,52,653</b>	<b>3,83,52,591</b>	<b>3,83,52,537</b>	<b>99.999</b>	<b>54</b>	<b>0.000</b>	<b>62</b>	<b>0.001</b>	-
5.	Alteration of Articles of Association of the Company	E-voting	3,82,31,153	3,82,31,153	3,82,31,153	100	-	-	-	-	
		Ballot	1,21,500	1,21,438	1,21,384	99.91	54	0.04	62	0.05	-
		<b>Total</b>	<b>3,83,52,653</b>	<b>3,83,52,591</b>	<b>3,83,52,537</b>	<b>99.999</b>	<b>54</b>	<b>0.000</b>	<b>62</b>	<b>0.001</b>	





6.	Non filing of Vacancy caused by retirement of rotation by Rankrishan P Hinduja	E-voting	3,82,31,153	3,82,31,153	3,82,31,153	100	-	-	-	
		Ballot	1,21,500	1,21,438	1,21,402	99.92	36	0.03	62	0.05
		Total	3,83,52,653	3,83,52,591	3,83,52,555	99.999	36	0.000	62	0.001

Note:

Since the % of votes casted against and invalid votes are negligible, nearest figure has been given in the invalid votes.

For Ravi & Subramanyam

Company Secretary


(A. Ravi Shankar)

Partner

C.P. No.: 4318

Place: Hyderabad

Date: 24.09.2015

# Ravi & Subramanyam

Company Secretaries

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Dated: September 24, 2015

To,  
The Chairman  
Gulf Oil Lubricants India Limited  
IN Centre, 49/50, M.I.D.C.  
12<sup>th</sup> Road, Andheri (East)  
Mumbai - 400 093

Dear Sir,

Sub: Submission of Scrutinizers Report with regard to the resolutions contained in the 7<sup>th</sup> Annual General Meeting Notice convened on September 22, 2015 by the Company through Poll - reg

This has reference to my appointment as Scrutinizer made on July 28, 2015 pursuant to the authority granted by the Board of Directors of Gulf Oil Lubricants India Limited (the Company) to scrutinize the e-voting process in fair and transparent manner as per the provisions of the Companies Act, 2013 and rules made thereunder for the below mentioned resolution (s) as contained in the notice of the 7<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 22, 2015 at Mumbai, Maharashtra.

At the 7<sup>th</sup> AGM of the Company held on September 22, 2015, the Company had decided to extend the facility of voting on the resolutions of the AGM notice dated September 22, 2015, through ballot forms to the Members who were present either in person or proxy and not participated in e-voting held between September 18, 2015 and September 21, 2015.

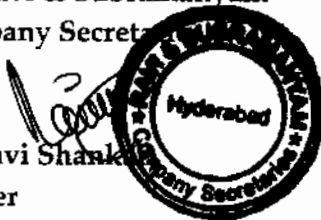
The results of Poll / Ballot are as under.

Thanking you

Yours Faithfully,

For Ravi & Subramanyam  
Company Secretaries

(A. Ravi Shankar)  
Partner  
C.P. No.: 4318



Form No. MGT-13  
Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
Mr. Sanjay G. Hinduja  
Chairman

Report of the Poll taken at the Annual General Meeting of the Equity Shareholders of Gulf Oil Lubricants India Limited held on September 22, 2015 at 3.00 P.M. at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai – 400 018

Dear Sir,

I, A. Ravi Shankar, Partner of Ravi & Subramanyam, Company Secretaries was appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Gulf Oil Lubricants India Limited held on September 22, 2015 and submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot boxes kept for polling were locked in my/~~our~~ presence with due identification marks placed by me/~~us~~.
2. The locked ballot boxes were subsequently opened in my/~~our~~ presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and were kept separately.
4. The result of the Poll is as under:



**Resolution 1: Adoption of Financial Statements and Reports of Directors and Auditors for the financial year ending 2015**

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	1,21,384	99.97

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	36	0.03

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	80

**Resolution 2: Declare Dividend on Equity Shares**

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	1,21,402	99.97

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	36	0.03

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	62



### Resolution 3: Re-appointment of Statutory Auditors

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	1,21,384	99.96

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	54	0.04

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	62

### Resolution 4 - Ratification of Remuneration payable to Cost Auditors

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	1,21,384	99.96

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	54	0.04

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	62



## Resolution 5 - Alteration of Articles of Association of the Company

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	1,21,384	99.96

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	54	0.04

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	62

## Resolution 6 - Non filing of Vacancy caused by retirement by rotation of Ramkrishan P Hinduja

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	1,21,402	99.97

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	36	0.03

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	62



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

**Note:**

The Members who have attended the Meeting but have not voted at the Meeting and the proxies who have attended on behalf of Body Corporates and already availed the remote e-voting facility have not been considered.

Thanking You.,

Yours faithfully,

For Ravi & Subramanyam  
Company Secretary



(A. Ravi Shankar)  
Partner  
C.P. No.: 4318

Place: Hyderabad  
Date: 24.09.2015