



Gulf Oil Lubricants India Limited

August 25, 2022

BSE Limited
Scrip Code: 538567

Through: BSE Listing Center

National Stock Exchange of India Ltd
Scrip symbol: GULFOILLUB

Through: NEAPS / Digital Exchange

Dear Sirs,

Sub: Annual Report for FY 2021-22 alongwith Notice of 14th Annual General Meeting ("AGM").
Ref: Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

We enclose herewith a copy of the Annual Report of the Company for FY 2021-22 alongwith Notice of 14th AGM scheduled to be held on Friday, September 16, 2022 at 2:30 p.m. (IST) being held through Video Conferencing/Other Audio Visual Means.

The Notice convening the Annual General Meeting of the Company along with the Annual Report for FY 2021-22 is being dispatched electronically (through e-mail) to all the Members whose e-mail addresses are registered with the Company/the Registrar & Share Transfer Agent/the Depository Participant(s). Physical copies of the Annual Report 2021-22 and Notice of the AGM will be provided to the Members on request. The said documents will also be available on the website of the Company at: <https://www.gulfoilindia.com/investors/financials/annual-reports/> and the website of National Securities Depository Limited ("NSDL"), e-voting agency at <https://www.evoting.nsdl.com/>.

Remote e-voting, electronic participation and e-voting at the 14th AGM:

Cut-off date for e-voting	Friday, September 9, 2022
Commencement of remote e-voting	From 9:00 am (IST) on Tuesday, September 13, 2022
End of remote e-voting	Till 5:00 pm (IST) on Thursday, September 15, 2022
E-voting at the AGM	Friday, September 16, 2022 from 2:30 p.m. (IST) onwards (on announcement by Chairman)
Links for casting votes through remote e-voting and attending and e-voting at the 14th AGM	
For all Shareholders through NSDL Portal:	https://www.evoting.nsdl.com

Gulf Oil Lubricants India 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 8232
Email: info@gulfoil.co.in

www.gulfoilindia.com



HINDUJA GROUP



Gulf Oil Lubricants India Limited

For Individual Shareholders holding shares in demat mode with NSDL :	https://eservices.nsdl.com
For Individual Shareholders holding shares in demat mode with CDSL :	https://web.cdslindia.com/myeasi/home/login

For Gulf Oil Lubricants India Limited

Shweta Gupta
Company Secretary and Compliance Officer

Encl.: as above

Gulf Oil Lubricants India Limited

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www.gulfoilindia.com



HINDUJA GROUP

GULF OIL LUBRICANTS INDIA LIMITED

Corporate Identification No. (CIN) - L23203MH2008PLC267060

Regd. Office: IN Centre 49/50, 12th Road, M.I.D.C., Andheri - East, Mumbai 400 093

Tel.: +91-22- 6648 7777

E-mail: secretarial@gulfoil.co.in **Website:** www.gulfoilindia.com

NOTICE OF THE 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of the members of Gulf Oil Lubricants India Limited ("the Company") (CIN: L23203MH2008PLC267060) will be held on Friday, September 16th, 2022 at 2.30 P.M. (IST) through Video Conferencing / Other Audio-Visual Means ("VC" / "OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31st, 2022, together with the Reports of the Board of Directors and the Auditors thereon;

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31st, 2022 and the reports of the Board of Directors and the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2022, together with the Report of the Auditors thereon.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2022 and the report of the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

2. To declare dividend on equity shares for the financial year ended March 31st, 2022.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT a dividend at the rate of ₹ 5/- (Rupees Five only) per equity share i.e. 250% of face value of ₹ 2/- (Rupees Two only) each, be and is hereby declared for the financial year ended March 31st, 2022, and the same be paid, out of the profits of the Company for the financial year ended March 31st, 2022."

3. To consider and re-appoint Mr. Shom Ashok Hinduja (DIN: 07128441) who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shom Ashok Hinduja (DIN: 07128441), who retires by rotation at the 14th Annual General Meeting, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. To ratify the remuneration payable to M/s Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No. 000030), the Cost Auditors of the Company for the financial year 2022-23:

To consider and if thought fit, to pass, 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 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Members of the Company do hereby ratify the remuneration of ₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand only), plus applicable taxes and reimbursement of out of pocket expenses, if any, to M/s Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No. 000030), as approved by the Board of Directors of the Company, for conducting audit of the cost records of the Company for the financial year ending March 31st, 2023.

RESOLVED FURTHER 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
For Gulf Oil Lubricants India Limited

Sd/-
Shweta Gupta
Company Secretary & Compliance Officer
Mumbai, August 03rd, 2022

Registered Office:
IN Centre, 49/50,
12th Road M.I.D.C., Andheri (East),
Mumbai 400 093, Maharashtra

NOTES FOR MEMBERS ATTENTION:

1. 14th Annual General Meeting (“AGM” or “14th AGM”) through Video Conferencing / Other Audio Visual Means (“VC/OAVM”).

Pursuant to General Circular No. 14/2020 dated April 08th, 2020, General Circular No. 17/2020 dated April 13th, 2020, General Circular No. 20/2020 dated May 05th, 2020, General Circular No. 02/2021 dated January 13th, 2021, General Circular No. 21/2021 dated December 14th, 2021 and General Circular No. 02/2022 dated May 05th, 2022 issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12th, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15th, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13th, 2022 issued by the Securities and Exchange Board of India (“SEBI Circulars”), the 14th AGM of the Company is being conducted through VC/OAVM without the physical presence of the Members at a venue.

In compliance with the provisions of the Companies Act, 2013 (“Act”) the said MCA Circulars, SEBI Circulars and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the 14th AGM of the Company will be held and convened through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at IN Centre 49/50, 12th Road, MIDC, Andheri East Mumbai – 400 093 which shall be the deemed Venue of the AGM.

2. Dispatch of Notice and Annual Report through electronic means:

In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s).

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2021-22 and Notice of the 14th AGM of the Company, he/she may send a request to the Company by writing at secretarial@gulfoil.co.in.

Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to update their e-mail address in prescribed form ISR-1 with M/s. KFin Technologies Limited, Registrar and Share Transfer

Agent of the Company, (“KFIN” or “RTA”) at: einward.ris@kfinotech.com. Members may download the prescribed forms from the Company’s website at <https://www.gulfoilindia.com>. Members holding shares in dematerialised mode are requested to register/ update their e-mail address with the relevant Depository Participants. In case of any queries/ difficulties in registering the e-mail address, Members may write to einward.ris@kfinotech.com.

3. Weblink to access Notice of 14th AGM and Annual Report:

Members may note that the Notice of the 14th AGM along with the Annual Report 2021 -22 is uploaded and available electronically at the following links:

Company’s website	https://www.gulfoilindia.com
Website of stock exchanges where equity shares of the Company are listed	www.bseindia.com and www.nseindia.com
Website of NSDL	www.evoting.nsdl.com

4. Statement under Section 102 of the Act:

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, which sets out details relating to special business to be transacted at the meeting forms part of this notice. Also, relevant details with respect of Directors seeking re-appointment at the 14th AGM, in terms of regulations 36 of the SEBI Listing Regulations and clause 1.2.5 of Secretarial Standards on General Meetings, are set out in Annexure- A, which also forms part of this notice.

The Board of Directors have considered and decided to include the Item No. 4 given above as Special Business in the forthcoming AGM, as it is unavoidable in nature.

5. Route Map:

Since the 14th AGM will be held through VC/OAVM, the Route Map is not relevant and not annexed to this Notice.

6. Quorum:

Members attending the 14th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Proxy:

The 14th AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members

will not be available. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

8. Corporate Representations:

Institutional Shareholders and Corporate Members are encouraged to attend the AGM through their Authorised Representatives and vote thereat.

Pursuant to the provisions of Section 113 of the Act, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a certified copy of the relevant Board Resolution/ Authority letter with details and proof of authorised representative(s) to the Scrutiniser authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Mr. Adusumilli Ravi Shankar, Practicing Company Secretary (M. No: FCS 5335, CP No. 4318) at ravi@rscs.in with a copy marked to NSDL at evoting@nsdl.co.in and the Company at secretarial@gulfoil.co.in, not less than 48 (forty-eight) hours before the commencement of the 14th AGM i.e. before 2:30 p.m. on September 14th, 2022.

9. Documents open for inspection:

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the certificate from the Secretarial Auditors of the Company certifying that the Employee Stock Option Scheme – 2015 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed by the members of the Company will be available for inspection by the members, during the AGM, upon login at NSDL e-voting system at <https://www.evoting.nsdl.com/>. After successful login members will be able to view the documents for inspection by clicking on the link available against the EVEN - 120813 of the Company.

The aforesaid documents along with relevant documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act, will also be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM. The members seeking inspection of the

aforementioned documents can send an email at secretarial@gulfoil.co.in.

10. Speaker Shareholders:

Members holding equity shares of the Company as on cut-off date i.e Friday, September 09th, 2022, who would like to express their views or ask questions/ queries during the AGM with regard to the Financial Statements or any other agenda item to be placed at the AGM, need to register themselves as a Speaker Shareholder by sending a written request from their registered e-mail address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to the Company's investor desk at secretarial@gulfoil.co.in at least 48 hours before the start of the AGM i.e. by September 14th, 2022, 2:30 p.m. (IST). Only those Members who have registered themselves as speakers will be allowed to speak/ express their views or ask questions/queries during the AGM.

11. Dividend on equity shares for the financial year ended March 31st, 2022:

The Dividend of ₹ 5/- (Gross) per equity share (250% of the face value of ₹ 2/- per equity share has been recommended by the Board of Directors for the financial year ended March 31st, 2022, subject to the approval of shareholders at the 14th AGM. Dividend, if approved at this AGM, shall be paid within 30 days from the date of AGM subject to necessary deduction of tax at source, wherever applicable.

Electronic credit of Dividend and request for updation of Bank Mandates:

SEBI has made it mandatory for all companies to use the bank account details furnished by Depositories and maintained by the RTA for payment of Dividend to the Shareholders electronically. The Company is pleased to extend the facility of electronic credit of dividend to respective bank accounts of the Shareholders through Electronic Clearing Services (ECS)/National Electronic Clearing Services (NECS)/ Real Time Gross Settlement (RTGS)/Direct Credit, etc. This will facilitate the remittance of the dividend amounts directly to the Bank Account of the Shareholders electronically, as directed by SEBI.

Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to the company's RTA:

- a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and following details relating to the bank account in which the dividend is to be received:
 - i) Name of Bank and Bank Branch;
 - ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; and
 - iii) 11-digit IFSC Code.
 - iv) 9 digit MICR Code.
- b) Original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) Self-attested copy of the PAN Card; and
- d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

12. Taxation of Dividend:

Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01st, 2020, shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the IT Act. The Shareholders are requested to update their PAN with the Company/ KFIN (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode).

For Resident Shareholders, who have provided valid PAN, tax shall be deducted at source under Section 194 of the IT Act at 10% on the amount of dividend.

Tax shall be deducted at source at 20% wherein–

- a) Shareholders do not have a valid PAN / have not registered their valid PAN details in their account/ with the Company/ KFIN,
- b) Shareholders classified as specified persons under section 206AB

No tax shall be deducted on the dividend payable to a resident individual if-

- (a) The aggregate amount of dividend [interim, final or by any other name called] during Financial Year 2022-23 does not exceed ₹ 5,000 for a resident individual Shareholder having valid PAN and is not a Specified Person under section 206AB; or
- (b) In cases where the individual Shareholder provides valid Form 15G / Form 15H duly filled in all aspects and signed and also meets all the required eligibility conditions, or
- (c) Exemption certificate is issued by the Income-tax Department, if any.

Non-Resident Shareholders have an option to claim and be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the Shareholder, if they are more beneficial to them. It is recommended that Shareholders independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non Resident Shareholder.

To enable the Company to determine the appropriate TDS / withholding tax rate applicability, shareholders are requested to upload the requisite documents with the Registrar and Transfer Agent viz. KFin Technologies Limited at <https://ris.kfintech.com/form15/> not later than September 09th, 2022. No communication on the tax determination / deduction shall be entertained thereafter.

Dates of book closure:

The share transfer books of the Company will be closed from Saturday, September 10th, 2022 to Friday, September 16th, 2022 (both days inclusive) for the

purpose of this AGM and for determining entitlement of members to the dividend for the financial year ended March 31st, 2022, if approved at the AGM.

Dividend on Equity shares as recommended by the Board of Directors of the Company for the year ended March 31st, 2022, if approved at the 14th AGM, will be paid subject to deduction of tax at source ('TDS') and will be payable to those members who hold shares as under:

- (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the end of day on Friday, September 09th, 2022.

- (ii) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, September 09th, 2022.

13. Unpaid and Unclaimed Dividend:

In terms of the applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), dividend(s) which are unpaid and unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government.

The details of dividends declared by the Company in the past years and lying unpaid and unclaimed as of March 31st, 2022, is given hereunder:

Financial year	Date of declaration of Dividend	Amount of Dividend declared per equity share	Amount of dividend lying unpaid and unclaimed with the Company	No. of shares on which dividend is lying unpaid and unclaimed with the Company	Due to Transfer to IEPF
2014-15	September 22 nd , 2015	3.5	17,02,732.50	4,86,495	October 28 th , 2022
2015-16	February 09 th , 2016	3	17,14,854.00	5,71,618	March 16 th , 2023
	September 13 th , 2016	4	20,25,924.00	5,06,481	October 19 th , 2023
2016-17	February 03 rd , 2017	3.5	24,32,094.00	6,94,884	March 11 th , 2024
	September 15 th , 2017	5	25,05,020.00	5,01,004	October 21 st , 2024
2017-18	February 06 th , 2018	4	26,67,608.00	6,66,902	March 14 th , 2025
	September 24 th , 2018	6.5	36,77,823.50	5,65,819	October 30 th , 2025
2018-19	February 13 th , 2019	4.5	23,86,602.00	5,30,356	March 21 st , 2026
	September 17 th , 2019	7	33,98,640.00	4,85,520	October 23 rd , 2026
2019-20	April 09 th , 2020	7	31,00,681.00	5,41,021	May 15 th , 2027
	September 18 th , 2020	7	30,85,727.00	5,38,591	October 24 th , 2027
2020-21	February 05 th , 2021	7	36,50,426.00	5,59,601	March 13 th , 2028
	September 16 th , 2021	9	46,24,271.00	5,36,793	October 22 nd , 2028

The Company has uploaded the Shareholder-wise details of said unpaid and unclaimed amounts lying with the Company as of March 31st, 2022, on the website of the Company at <https://www.gulfoilindia.com/investors/investor-information/unpaid-dividend/>.

Members who have not encashed their dividend(s) so far in respect of the aforesaid period(s), are requested to make their claim to KFin Technologies Limited, the Company's Registrar and Share Transfer Agent well in advance of the above due dates, quoting their Folio No./DP Id and Client Id.

Further, pursuant to the provisions of Section 124 of the Act read with the IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF Authority.

All Shareholders are requested to visit the website of the Company by accessing the above link and verify the payment status of their dividend. In case the dividend is unpaid, a claim may be lodged with KFin Technologies Limited, the RTA of your Company.

During the year under review the following shares on which dividend had remained unpaid/ unclaimed for 7 consecutive years were transferred to IEPF. Details of these shares are available on the Company's website <https://www.gulfoilindia.com/investors/investor-information/unpaid-dividend/>:

Shares held in demat with CDSL	Shares held in demat with NDSL	Physical no. of shares	Total no. of shares transferred to IEPF
1,376	3,328	2,83,636	2,88,340

14. Request to update PAN, Bank Account, KYC and nomination details:

SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3rd, 2021 and SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14th, 2021 read with SEBI/HO/ MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25th, 2022, has mandated all shareholders holding shares in physical form ("physical shareholders") to furnish their PAN, Nomination and KYC details (PAN, Contact Details, Bank Account Details & Specimen Signature) with companies. Further linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT). Physical shareholders are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by submitting the forms as given below:

Particulars	Form No.
PAN	
Postal Address with PIN	
Email Address	Form No. ISR -1
Mobile Number	
Bank Account Details (Name of the Bank, branch, account number and IFS Code)	
Signature	Form No. ISR-2
Registration of Nomination	Form No. SH-13
Cancellation or Variation of Nomination	Form No. SH-14
Declaration to opt out nomination	Form No. ISR-3

The aforesaid forms can be downloaded from the website of the Company and RTA at: <https://www.gulfoilindia.com/investors/contact-for-investors/investor-service-request/>. and <https://ris.kfintech.com/default.aspx>.

Members are also requested to link PAN to Aadhaar Number by March 31st, 2022 or any other date as may be specified by CBDT. Any service request shall be

entertained by RTA only upon registration of the PAN, Bank details and the Nomination. Members holding shares of the Company in physical form are requested to go through and submit the Form ISR-1 at the earliest no later than March 31st, 2023.

Non-updation of KYC, Bank account details, linking of PAN and Aadhaar and Nomination details on or before March 31st, 2023 will result in freezing of the folio of the physical shareholders by the RTA and the same shall be reverted to normal status only upon receipt of all the KYC and Nomination details/ dematerialization of such holdings.

The Physical Shareholders of the frozen folios shall be:

- (i) eligible to lodge any grievance or avail service request from the RTA of the Company only after furnishing the complete documents / details as aforesaid;
- (ii) eligible for any payment including dividend, interest or redemption payment only through electronic mode upon complying with the stated requirements;
- (iii) referred by the RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31st, 2025.

15. Transfer of securities only in demat mode:

Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25th 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition etc. and such requests can be made by submitting Form ISR-4 to KFIN at their address mentioned in this notice. Shareholder holding equity shares in physical form desirous of placing any of the above-mentioned requests can do so by submitting form ISR-4, only after the folio is KYC Compliant.

In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, shareholders are advised to get in touch with any DPs having registration with SEBI to open a Demat account and dematerialise their shares held in physical form at the earliest. Any shareholder who is desirous of dematerializing their securities may write to the Registrar and Share Transfer Agent at einward.ris@kfintech.com.

16. Voting through Electronic Means:

The voting rights of Shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 09th, 2022. Shareholders are

eligible to cast vote electronically only if they are holding shares as on the said date.

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2 as amended from time to time, the Company is pleased to provide its Shareholders facility to exercise their right to vote on all the resolutions proposed to be considered and transacted at the AGM by electronic means provided by NSDL.

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.

REMOTE e-VOTING: IMPORTANT DATES:

Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this notice]	Friday, September 09 th , 2022
Remote e-voting period [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	Tuesday, September 13 th , 2022 at 9.00 a.m. (IST) to Thursday, September 15 th , 2022 till 5.00 p.m. (IST)
URL for remote e-voting	NSDL: https://eservices.nsdl.com/ or https://www.evoting.nsdl.com/ CDSL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com

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 09th, 2022, may obtain the User ID and password by sending email to NSDL at evoting@nsdl.co.in or may call NSDL's toll-free number 1800 1020 990 and 1800 22 44 30.

SEBI Circular on single e-voting facility:

Shareholders are requested to note in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09th, 2020, with an objective to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to

all the demat account holders, by way of a single login credential. (Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.) Individual Shareholders holding shares in demat mode can access e-voting platforms of various agencies collectively on a single e-voting platform with single login credentials:

- Directly through their demat accounts; or
- By directly registering with the Depositories (NSDL/ CDSL); or
- Through the NDSL e-voting Platform.

Brief instruction of the same is given hereunder:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins Tuesday, September 13th, 2022 at 9.00 a.m. (IST) and ends on Thursday, September 15th, 2022 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 09th, 2022, may cast their vote electronically.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

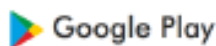
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09th, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for all Other Shareholders.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical "User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select EVEN No.120813 of Gulf Oil Lubricants India Limited during the remote e-Voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ravi@rscs.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms.Pallavi Mhatre, Senior Manager-NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email secretarial@gulfoil.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) secretarial@gulfoil.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09th, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and

have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN No.120813 of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@gulfoil.co.in. The same will be replied by the company suitably.

17. Scrutiniser for e-Voting:

Mr. A. Ravi Shankar (FCS: 5335; CP:4318) Proprietor of M/s A Ravi Shankar & CO. Practising Company

Secretaries, has been appointed as Scrutiniser to scrutinize the voting process through remote e-voting and e-voting during the 14th AGM in a fair and transparent manner.

The Scrutiniser shall, immediately after the conclusion of the voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and provide, within prescribed time of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

The result declared along with the Scrutiniser's Report shall be placed on the Company's website at <https://www.gulfoilindia.com/investors/investor-information/investor-disclosures/> and the website of NSDL at www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Subject to the receipt of requisite number of votes, the resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM i.e., Friday, September 16th, 2022.

18. Transcript of AGM:

The recorded transcript of the AGM shall be made available on the website of the Company at <https://www.gulfoilindia.com/investors/investor-information/investor-disclosures/> and the proceedings will be available on the website of the stock exchanges within the statutory time period.

19. General Guidelines For Members:

Shareholders are requested/advised to:

- i. quote their Registered Folio No. and/or DP Id and Client Id number in all their correspondences;
- ii. exercise due diligence to prevent fraudulent transactions and notify the Company of any change in KYC or demise of any Shareholder as soon as possible;
- iii. avoid leaving their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time;
- iv. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD - 2 ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

In conformity with the provisions of Section 102 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and Annexure-A thereto setting out all material facts relating to the Business mentioned under Item No. 4 in the accompanying Notice, should be taken as forming part of this Notice.

Item No.4:

Ratification of the remuneration to the Cost Auditors for the FY 2022-23.

The provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, mandate audit of the cost accounting records of the Company in respect of certain products of the Company. Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on May 21st, 2022, appointed M/s Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No. 000030), Mumbai, as the Cost Auditors of the Company for the financial year ending March 31st, 2023, at a remuneration of ₹ 3,50,000/- (Rupees Three Lakhs and Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred, if any, in connection with the Cost Audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the said resolution.

The Board recommends passing of the resolution at Item No. 4 of the Notice as an Ordinary Resolution by the Members.

By Order of the Board of Directors
For Gulf Oil Lubricants India Limited

Sd/-

Shweta Gupta
Company Secretary & Compliance Officer
Mumbai, August 03rd, 2022

Registered Office:
IN Centre, 49/50,
12th Road M.I.D.C., Andheri (East),
Mumbai 400 093, Maharashtra

Annexure-A

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2, the details of the Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting are given below:

1.	Name of the Director	Mr. Shom Ashok Hinduja
2.	Director Identification Number (DIN)	07128441
3.	Designation	Non-Executive Director
4.	Date of Birth	29-10-1990
5.	Age	31 years
6.	Date of appointment on the Board	03-08-2016
7.	Nationality	Resident Indian
8.	Qualifications	Mr.Shom Ashok Hinduja holds B.A. in Sustainable Development and an M.S. in Sustainability Management from Columbia University, NY.
9.	Nature of his expertise in specific functional areas	<p>A third generation member of the Hinduja Family, Mr. Shom Ashok Hinduja is the President - Alternative Energy and Sustainability Initiatives, at the Hinduja Group. He has led the group's foray into the alternative energy sector and serves as the Chairman of the group's Renewable Energy business. He also drives and participates in execution of Sustainability initiatives globally across various companies of the Group. Under him, the group is venturing into the next generation transformative spaces like Electric Mobility, Battery Technology, and Cyber Security amongst others.</p> <p>He is a prominent contributor in group's strategy development initiatives, risk framework development and investments in start-ups. He's actively involved in Hinduja foundation's philanthropic work in areas of clean water, solar lighting, healthcare, education.</p>
10.	Relationship with other Directors, Key Managerial Personnel	He is not related to any of the Directors except Mr. Sanjay G. Hinduja who is his first cousin and he is not related to any Key Managerial Personnel of the Company.
11.	Directorships held in other Companies as of March 31 st , 2022	<ol style="list-style-type: none"> 1. Ashok Leyland Limited (listed) 2. Hinduja Renewables Energy Private Limited 3. Cyqurex Systems Private Limited 4. Switch Mobility Limited, UK
12.	Listed Companies from which the Director has resigned in the past three years	Nil
13.	Number of Shares held in the Company	He does not hold any shares of the Company.
14.	Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil
15.	Number of Stock Options	Not Applicable
16.	Terms and Conditions of appointment / re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013

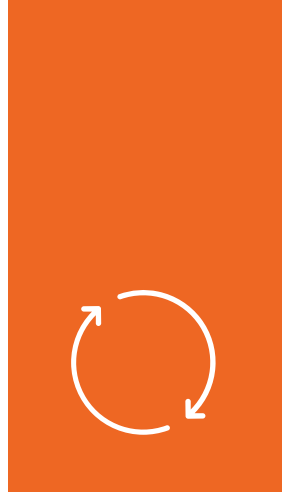
For other details in respect of the number of Board, Meetings attended during the year, Chairmanship(s)/ Membership(s) of Committees of other Companies as of March 31st, 2022, and remuneration, refer to the Report on Corporate Governance.

FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE 14TH AGM FOR REFERENCE

Sr. No	Particulars	Details
1	Date of the AGM. (Participate and vote during the AGM)	Friday, September 16 th , 2022
2.	Link and Instructions for e-voting and attending the AGM through VC/OAVM	For all Shareholders through NSDL https://www.evoting.nSDL.com Portal For Individual Shareholders holding shares in demat mode with NSDL https://eservices.nSDL.com For Individual Shareholders holding shares in demat mode with CDSL https://web.cdslindia.com/myeasi/home/login Detailed instructions for e-voting and attending the AGM is provided in Notes to the Notice. Members can log in for the AGM from 02:15 p.m. (IST) onwards.
3.	Registration as Speaker Shareholder at the AGM	E-mail to secretarial@gulfoil.co.in by September 14 th , 2022, 2:30 p.m. (IST) mentioning DP ID and Client ID / Folio No. and registered mobile number.
4.	EVEN for electronic voting	120813
5.	Helpline number for VC/OAVM participation and e-voting	Call on toll free No. 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager NSDL at evoting@nsdl.co.in (Quote name, DP ID-Client ID/Folio no. and the Company's EVEN in all communications)
6.	Cut-off date to determine the members who shall be entitled to vote and attend the AGM and receive dividend, if declared	Friday, September 09 th , 2022
7.	Time period for remote e-voting	Tuesday, September 13 th , 2022 at 9.00 a.m. (IST) to Thursday, September 15 th , 2022 till 5.00 p.m. (IST)
8.	Update/register e-mail address and contact details to receive AGM Notice, instructions for e-voting and participation in AGM	Members who have not registered their e-mail address are requested to register the same as below: Demat Shareholders: Connect with your respective Depository Participants Physical Shareholders: Submit Form ISR-1 [by e-mail (duly e-signed) at einward.ris@kfintech.com or by post (self-attested & dated) at below address]
9.	Registrar and Transfer Agent - contact details	KFin Technologies Limited Address: Selenium Tower B Plot 31-32 Gachibowli Financial District Nanakramguda - 500032 Hyderabad Telangana. Email: einward.ris@kfintech.com Toll free number: 1800 3094 001 Website: https://www.kfintech.com/ and or https://ris.kfintech.com/
10.	Gulf Oil Lubricants India Limited – contact details	Mrs. Shweta Gupta Company Secretary & Compliance Officer Email: secretarial@gulfoil.co.in



Gulf Oil Lubricants India Limited
Annual Report 2021-22



REBOOTING
FOR GROWTH.

TRANSFORMING
FOR TOMORROW.



2021-22 Highlights



Net Revenue

₹2,192 Crore

32.6%

y-o-y growth

Sales Volume

1,34,000 KL

16.5%

y-o-y growth

EBITDA

₹285 Crore

7.7%

y-o-y growth

Profit After Tax (PAT)

₹211 Crore

5.5%

y-o-y growth

Market Capitalisation

₹2,131 Crore

Net Worth

₹1,043 Crore



Over the last decade, we have demonstrated our ability to stay ahead of the curve. With a consistent growth rate that is two to three times that of the lubricants industry, we are an organisation that is in sync with the pace of change and the rapid technological evolution, enabling us to emerge as winners despite facing challenging situations.

REBOOTING FOR GROWTH.

TRANSFORMING FOR TOMORROW

Our transition to the new normal saw us working closely with key stakeholders to manage the challenges effectively as well as improving our operations and growing holistically. We are proactively implementing strategic measures to be responsive and to mitigate risks that could have adverse effects on our operations, workforce and communities. Our performance speaks highly of our robust business model, strategies, our brand equity, the determination of our team in the face of significant external challenges such as rising input costs, supply chain disruptions and an unabated inflationary cycle. Last year was a challenging one but we managed to record growth by making targeted changes and improvements.

We are rebooting our core business by re-establishing connect and

reenergising growth as we respond to the fast-changing environment and demands. We are recalibrating our operations and systems by stepping up the pace of digitisation along with introducing new and improved product ranges and services. Simultaneously, we are transforming by exploring opportunities in allied businesses, in the EV value chain and newer areas, enabling us to reduce our carbon footprint and develop a better business ecosystem. We are gearing up for the future by implementing robust systems that will allow us to effectively manage our internal and external customers while driving digital transformation across the board.

We at Gulf Oil, are looking to achieve milestones and register consistent volume growth while we transform for a better tomorrow.

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WHO WE ARE

A LEADING PLAYER IN THE INDIAN LUBRICANT INDUSTRY

At Gulf Oil Lubricants India Limited, we have established ourselves as one of the leading players in the lubricant market in India. Our constant efforts have allowed us to develop and deliver world-class products in the automotive and industrial lubricant space catering to the B2B and B2C segments through our growing distribution network.

Gulf Oil Lubricants India Ltd (GOLIL), part of the Hinduja Group, is an established player in the Indian lubricants industry. Our parent company, Gulf Oil International, owns the Gulf Oil brand globally (except in USA, Spain, and Portugal) and is part of the Hinduja Group. Over the year of our India operations, we have solidified ourselves as one of the leading brands, extended our operations to automotive and industrial sectors and now cater to international markets as well.

We manufacture our products at our state-of-the-art facilities in Silvassa and Chennai. Owing to our customer-centric approach, innovation is a key part of everything we do. With a customer base that involves leading global and Indian corporate groups and retail consumers, we are committed to providing distinct, need-based products that offer superior value. A robust distribution network, across physical and digital platforms, enables us to stay connected with our customers and serve them in a manner that is convenient to them.

At a Glance

- A global brand with a significant presence in over 100 countries and part of a multinational set-up.
- Complete range of high-quality automotive and industrial products such as BS-VI, synthetic products, long drain lubricants, and EV fluids.
- One of the top 3 lubricant players in the Indian Lubricants industry in terms of sales among the private sector.
- Top 3 in terms of brand consideration in India.
- Indian lubricant business was listed as a separate pure play lubricant company in 2014.





OUR PARENTAGE

We are a part of the renowned Hinduja Group, one of the world's largest diversified groups. In the last 100+ years, the Group has successfully ventured into the automotive, oil, speciality chemicals, power, renewable energy, banking and financial services, I.T. and ITeS, real estate, healthcare, media, entertainment, international trading, cyber security and project advisory businesses. Founded in 1914 by Shri. Parmanand Deepchand Hinduja, the Group, embodies his principles and follows a strong value system.

His motto behind establishing the Hinduja Group was: **'My duty is to work so that I can give'.**

This continues to inspire us to deliver our best, not just to the organisation but also to society. The Group also supports numerous charitable and philanthropic activities around the world through the Hinduja Foundations, in the fields of healthcare (P. D. Hinduja National Hospitals), education (K.P.B. Hinduja College of Commerce), arts and culture, social welfare, water stewardship and rural development, to name a few.

The five principles of the Hinduja Group serve as cultural cornerstones of our business:

1

Work to give

2

Word is a bond

3

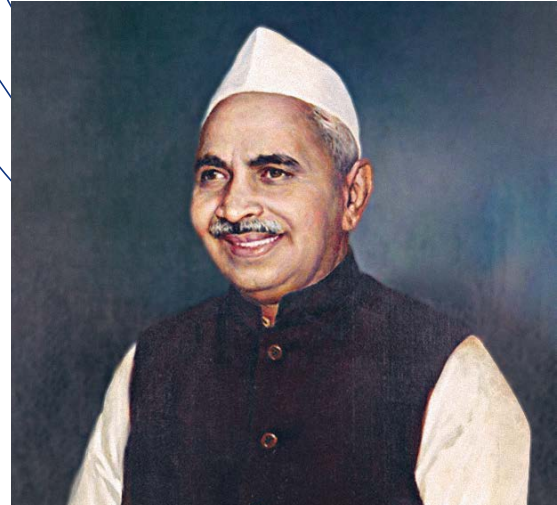
Act local, think global

4

Advance fearlessly

5

Partnership for growth



THE HINDUJA GROUP MOTTO

**'MY DHARMA (DUTY) IS TO WORK,
SO THAT I CAN GIVE.'**

- Shri. Parmanand Deepchand Hinduja
(1901-1971), Founder, Hinduja Group

HINDUJA GROUP HIGHLIGHTS

Presence in

11+

Industry Verticals

Presence

~2,00,000

Employees

38+

Countries



WHO WE ARE

OUR PRESENCE IN INDIA

Over years of operations, building connections with people through our offerings and by creating new opportunities for us and our stakeholders, we have strengthened our presence in the country. We have also developed our capabilities to fulfil the demands of our customers by setting up manufacturing facilities in Silvassa and Chennai. This has allowed us to cater to the Indian market demands and contribute to the country's export market.

Channel Network

75,000+
touchpoints

300+
auto distributors

~30
depots

Exports

25+
countries

OEM Partnerships

25+

OUR MANUFACTURING CAPABILITIES

Silvassa Plant

- Lubricants manufacturing capacity of **90,000 KL** per annum
- AdBlue® manufacturing capacity of **12,000 KL** per annum
- Dedicated manufacturing facility for specialised metal working fluids having capacity of **6,000 KL** commissioned in FY2021-22
- Key certifications include:
 - ISO 9001:2015
 - ISO 14001:2015
 - ISO 45001:2018
 - IATF 16949:2016
 - License to use the trademark AdBlue® provided by VDA QMC Germany
 - BIS Certification marks license as per IS17042: Part I:2020
 - NABL accredited QC lab with Standard ISO/IEC 17025:2017
- World-class fully automatic PLC-enabled blending operations
- High-speed end-to-end fully automatic Filling Machine
- Fully automatic Blow-Moulding machines including Recycler
- Fully Automatic Storage and Retrieval System (ASRS)
- Robust Safety and Disaster Management Systems and supports
- Installed and commissioned rooftop solar panels
- Advanced and fully equipped quality control laboratory
- Plant and exports approved by many Indian and global OEMs
- Awarded Runner-Up at **'The Machinist Super Shopfloor Awards 2022'** in the 'Excellence in Manufacturing-Large' category by Times Publication Group



B2B Industrial Network

200+

direct industries

65+

industrial distributors

Urban Focus: Independent Work Shops (IWS)

~8,000

Gulf bike stops

~2,000

Gulf car stops

Infrastructure, Mining and Fleet

750+

customers

Rural Focus

~1,000

Gulf Rural Stockists

Chennai Plant

- Lubricant manufacturing capacity of **50,000 KL**
- Fully Automatic AdBlue® manufacturing capacity of **18,000 KL** commissioned during FY 2021-22
- Key certifications include:
 - ISO 9001:2015
 - ISO 14001:2015
 - IATF 16949:2016
 - ISO 45001:2018
 - IGBC Gold Certification
- State-of-the-art blending technology from ABB France—Simultaneous Metered Blender (SMB), Automated Batch Blender (ABB), completely piggable manifold, Drum Decanting Unit (DDU), all integrated by Lubcel TM Manufacturing Execution System
- Advanced Automated Storage and Retrieval System (ASRS)
- A high-tech firefighting & disaster management system
- 100% provision for solar energy for manufacturing, grey water recycling, rainwater harvesting and natural lighting through the day
- Advanced Quality Control Laboratory
- New global R&D Centre—**Gulf's biggest facility globally**
- Plant approved by many Indian and global OEMs
- Customer Experience Centre—**the first of its kind in India**





OPERATIONAL HIGHLIGHTS

LOOKING BACK AT THE YEAR THAT WAS

With passion, teamwork and commitment, we have taken challenges head-on and ramped up our performance in FY 2021-22, while setting new performance milestones across segments.

Last year was no different as we saw several significant external challenges such as the COVID-19 pandemic (2nd and 3rd wave), rising input costs, supply chain disturbances and an unabated inflationary cycle. Relying on our robust business model, strategies, brand equity and the determination of the team, our focus continued to be on profitable volume growth and rebooting initiatives on the ground as demand normalcy and people movement made a return. We turned our focus to improved customer satisfaction, creating more value, improving digitisation, customer connection and enhanced supply chain capabilities to add more width and depth to product availability.



TRANSFORMATIONAL MOVES

Launched a global range of **EV Fluids** in India for electric vehicles.

Acquired a **26%** stake in a SaaS Company, Techperspect Software Private Limited, under the brand name ElectreeFi in the EV space.

Inaugurated a new fully automatic **AdBlue®** manufacturing section at its Chennai plant.

Comissioned a dedicated facility for manufacturing of **specialized metal working fluids** at the Silvassa plant.

KEY HIGHLIGHTS

Recorded y-o-y revenue growth of **32.6%** and **7.7%** EBITDA growth inspite of multiple challenges.

Achieved **16.5%** overall Sales Volume growth, including **10%** growth in Core Lubricants, well ahead of lubricant Industry growth rate.

Gained market share across categories in B2C and B2B segments.

Focussed on margin management as rising costs put lot of pressure.

Board of Directors recommended dividend of **₹5.00** per equity share.

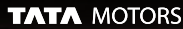
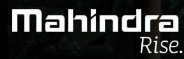
Concluded buy-back of 14,16,667 fully paid-up equity shares of the face value of **₹2** at a price of **₹600** per fully paid-up equity share in cash.

PARTNERSHIP FOR GROWTH

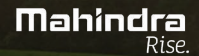
We at Gulf Oil, are constantly focused on providing the best value to our stakeholders and partners. We are delighted to announce that our OEM presence has increased across the Construction, Industrial, AdBlue®, and Automotive segments. The FY 2021-22 presented several challenges, but this did not prevent us from strengthening our capabilities and enhancing the client experience. Our approach helped nurture and grow our existing long-term partnership and add new OEM partners.

Strategic Tie-ups

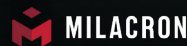
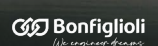
Automotive



AdBlue®

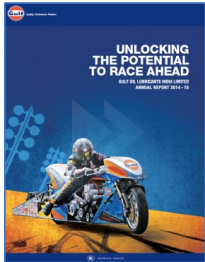


Construction and Industrial



KEY MILESTONES

GROWING THROUGH OUR ACTIONS



FY 2014-15

UNLOCKING THE POTENTIAL TO RACE AHEAD

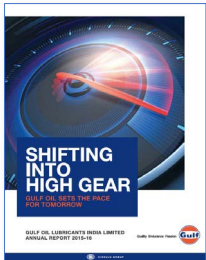
- Separate lubricant company listed on July 31, 2014
- Doubled our market capitalisation within just a year
- Clocked double-digit growth in volumes, revenue, EBITDA and PAT
- Embarked on a capacity expansion plan at the Silvassa facility from 75,000 KL to 90,000 KL per year
- Introduced ESOPs for the senior management to impart a sense of ownership



FY 2016-17

THINK, ACT, MOVE AHEAD

- Formed a strategic two-wheeler OEM tie-up with Bajaj Auto
- Launched a newly recast Passenger Car Motor Oils range successfully
- Introduced Gulf Unnati, an exclusive reward loyalty programme for our trade partners
- Registered double-digit growth in volumes, revenues, EBITDA and net profit



FY 2015-16

SHIFTING INTO HIGH GEAR

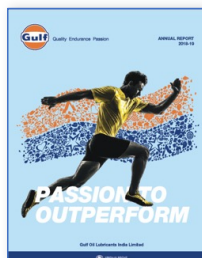
- Revenues crossed the ₹1,000 crores mark and net profit raced past ₹100 crore
- Achieved debt-free position and strengthened the balance sheet
- Completed capacity expansion at Silvassa
- Began construction at the greenfield plant in Chennai



FY 2017-18

TOMORROW DRIVEN

- Commissioned our Chennai plant with a total capacity of 50,000 KL per year
- Associated with cricket icon Hardik Pandya as the brand ambassador for our new businesses
- Achieved double-digit volume growth across key business segments and the channel business



FY 2018-19

PASSION TO OUTPERFORM

- Highest-ever volume of 1,19,000 KL as core volumes grew 18%, which is 5-6 times of industry growth rate
- Progressed well towards building a tech-enabled digital platform for Gulf Oil
- New OEM tie-ups with Tata Motors and Piaggio



FY 2020-21

RESILIENT. RESPONSIVE. RE-ENERGISED

- Forayed into the EV charging space in partnership with Indra Renewable Technologies
- Announced a multi-year strategic partnership with McLaren, covering Formula 1 and luxury supercars
- Re-launch of our flagship motorcycle oil brand— Gulf Pride
- Stellar new business development - strategic partnerships with Ford, Kia, Hyundai & S-Oil
- Celebrated 10 years of partnership with Chennai Super Kings



FY 2019-20

#NEWWAYFORWARD

- Top two lubricants brand in India (as per a survey commissioned by AC Nielsen)
- Launched innovative BS-VI-ready products
- Launched Gulf Masterscan - a digital rewards platform
- Launched 'Suraksha Bandhan' campaign to promote our CVP of 'Superior Protection' for truck engines
- Plethora of new-age partnerships with leading e-commerce portals, delivery aggregators, and garage aggregators



PRODUCT PORTFOLIO

YOU ASK, WE DELIVER

Our endeavour to deliver the best-in-class customer-centric products help us stand out in the market. We are committed to delivering high-performing, efficient and eco-friendly products.

We are the pioneers of '**Long Drain**' products in India that improve performance of vehicles and reduce oil consumption & maintenance costs. Every year we further improve the drain intervals in all our offerings to provide maximum value to all our customers.



AUTOMOTIVE LUBRICANTS

Motorcycle Oils

Our specially formulated premium-quality synthetic engine oils can be used in new-generation motorcycles. Our focus is to ensure optimum power retention, prolong engine life and performance, ride after ride.



Tractor Engine Oils

We provide a blend of superior high- and low-temperature performance products that has enhanced carbon-handling capability, better TBN retention and low volatility for tractors and meet the latest TREM-III and TREM-IV emission standards.



Passenger Car Engine Oils

Our fully synthetic oil, specially developed for BS-VI passenger cars but is compatible with BS-IV cars and below as well, ensures better cooling and smooth operation of the engine throughout oil life.



Commercial Vehicle Oils

Gulf's commercial vehicle product range offers customer centric value propositions which help reduce overall maintenance cost. While meeting latest industry specification our range offers superior engine protection, better deposit control and longer drain intervals.



INDUSTRIAL LUBRICANTS

We have been catering to the industrial sector for decades and we are keen on being committed to our customers with our services with a range of lubrication solutions.

We cater to this sector by providing products according to the industrial applications.



MARINE LUBRICANTS

Gulf Oil is an established marine lubricant supplier to the global shipping industry. Gulf provides a complete range of products for its marine customers.



BATTERIES

Our Gulf Pride range of two-wheeler batteries has been designed using advanced VRLA technology. Gulf Pride Batteries are known for their superior cranking power, which gives the rider the benefit of Insta Start.



AdBlue®

Gulf Adblue® is an environment friendly product which significantly reduces emittance of hazardous NOx from vehicles. Use of AdBlue® is compulsory for all medium and heavy duty BS-VI diesel vehicles.



EV FLUIDS

Gulf Oil has a global EV Fluid range that has been formulated specially for optimal performance of electric vehicles.





CHAIRMAN'S MESSAGE

TOGETHER, WE'RE UNSTOPPABLE

Dear Stakeholders,

At the outset, let me wish all of you and your family members the best of health and well-being. FY 2021-22 brought with it huge challenges that had an impact on businesses around the world, as the pandemic continued to affect the way we live and work. Our top priorities have been to keep our employees safe, care for the welfare of the communities we operate in and as things returned back to normal we reenergized our growth platforms. Despite the huge challenges in the operating environment, I am pleased to share with you that in the year gone by, our resilient business has grown well as we have increased our market share and profits. Side-by-side we have sharpened our focus when it came to creating value for customers and evolved to put in place building blocks for the future, becoming more agile and future-ready.

YEAR IN RETROSPECTIVE

The year gone by saw major economies rebounding from the adverse effects of COVID-19. However, the recovery has become more precarious due to commodity price volatility, rising energy prices, ongoing supply chain bottlenecks, the Ukraine situation and geopolitical crises. Whereas in India, FY 2021-22 was outlined by the growth-focused policies of the government, the rapid vaccination drive in the country and the broad-based stimulus measures, all helping the economy recover from the pandemic-induced market lull. In this scenario, it is not surprising that the Indian economy grew 8.7% in FY 2021-22 and was the fastest-growing major economy in the world buoyed by increase in domestic demand and exports.

The Indian automobile industry witnessed a de-growth of 6% for FY 2021-22 on a low base of FY 2020-21, with slower than the expected growth in two-wheelers. This had a ripple effect on the domestic lubricants industry which is estimated to have been flat to witnessing some de-growth by 2-3% mainly in retail markets due to the retail market closures. Although with the COVID-19 situation improving in the country and with people and governments deciding to take steps towards normalcy, we saw improved demand tailwinds coming in, which led to healthy traction in both



automotive and industrial segments post Q1. At Gulf Oil, as we focused in dovetailing our strategies and efforts in the key growing areas of our business segments coupled with the passion of our team and business partners, our volume growth stood at 16.5%, which is significantly higher than our average CAGR growth of ~12% over the last decade or so. We witnessed healthy, all-round growth in FY 2021-22 in our B2B, B2C and OEM businesses.

During FY 2021-22, we continued to deliver a strong financial performance and I am proud of our achievements. In an environment where we have seen unprecedented and significant external challenges in the form of rising input costs, supply chain disturbances and unabated inflationary cycle, our performance speaks volumes of the strength of our robust business model and strategies as well as the stability of our distribution, brand equity and customer relationships and to top it all, the sheer determination of our team. For year ended March 31, 2022, we achieved net revenue of ₹2,191.64 crores and

PAT of ₹211.08 crores as against net revenue of ₹1,652.21 crores and PAT of ₹200.09 crores for the year ended March 31, 2021, a growth of 32.6% and 5.5%, respectively. Our volume growth was 2-3x above industry in all the segments.

The Board recommended a dividend of ₹5 per equity share of ₹2 per share (250%). We also recently concluded a buy-back of 14,16,667 fully paid-up equity shares of the face value of ₹2 for ₹600 per fully paid-up equity shares for an amount of ₹85 crores in cash.

We are also increasing our internal focus on assessing and contributing to the evolving EV space through ElectreeFi and Indra Renewables to make it a potential future growth segment for Gulf Oil.

PROGRESSING FORWARD RESPONSIBLY

Through our CSR initiatives we extend our continuous support to our communities as well as business partners to drive inclusive growth at the organisation. In an industry-first initiative, we undertook the task of vaccinating 10,000 truckers, as a gesture of appreciation to the trucking community that stepped up as frontline workers and ensured essential and medical supplies reached to those who needed it during the pandemic. This was part of our Suraksha Bandhan campaign, which is our way of connecting with the independent trucker community and ensuring their health and safety. We launched a unique road safety 'Guardian on the Road' campaign to raise awareness about the necessity of kid's helmets and their safety. Gulf Oil India distributed 23,000 ISI-certified helmets that are specially designed for children to more than 60 schools across 10 cities, educating over 46,000 households in total. During the year, we also continued our efforts around education, skill development, water stewardship and COVID safety initiatives. During the year we helped the local community of Attipatu Village in India by installing water ATMs. Following our Group's water stewardship practice we carried out lake restoration projects Thamarai Kula Lake, and Sathan Kadu Lake near our operating facilities. We aim to continue creating a positive impact on the society and environment. Furthermore, we carried out an initiative named 'Road to School' with different Government schools to enable students to carry forward their education without any difficulty.

TOGETHER WE'RE UNSTOPPABLE

Our newly adopted global brand promise communication - "Together, We're Unstoppable" is in essence what drives us today and into the future. It endures over time. We like to think of it as what motivates and inspires us to work at Gulf. It's also what will help us go from strength to strength

as a brand and business. Ultimately, it's our promise to the people we serve that we will enrich their lives, helping them get where they want to go in life and achieve their goals.

We at Gulf, are steadfast in our commitment in achieving every milestone in this journey together with our customers and stand by and working with all our stakeholders to create the best value for them. We are enhancing our capabilities through communicating & engaging with all of them and getting better insights. We are ready to face any challenge; we are determined to build a sustainable organisation that has a positive impact on both the community and the environment.

OUTLOOK

As the situation normalises around the country and looks all set for another year of good GDP growth, We are ready for the new and are excited to capitalise on the opportunities knocking at our door. Our foresight and exemplary execution capabilities will continue to be the tools that shape our future success. We are focusing on rebooting initiatives like introducing new product ranges and entering into strategic partnerships which will bear positive impact in the long-term for our core lubricants business. We are determined on developing a robust approach to increase our market share in B2C as well as in B2B segment and also to transforming for a better tomorrow by entering and building our presence in the emerging EV sector leveraging our brand, relationships and distribution touchpoints to tap into the potential growths in the EV sector.

In addition, Gulf Oil International has embarked on studies with leading global consultants to decide the strategies for our EV play, which is underway and will determine the strategic areas of our participation in the future which we can focus on in this fast evolving area, especially in India and other key markets like Europe. This is going to be a key transformational area for all of us.

I would like to extend my thanks to the management team and all employees at GOLIL and my heartfelt gratitude to all our stakeholders and shareholders for their resolute support that enabled us to reassert our position in the industry, and set new benchmarks. I look forward to a brighter future in the years to come and would like to assure our shareholders that your company is committed to grow its core business as well as strategically play in the new, evolving EV space in India and globally.

Regards,

Sanjay G. Hinduja
Chairman



MD AND CEO'S MESSAGE

ACCELERATING GROWTH ENGINES



Dear Stakeholders,

It is my pleasure to share with you our Annual Report for FY 2021-22. Once again, we have demonstrated our ability to withstand external crises, manage challenges, to grow and emerge stronger and better. Our FY 2021-22 performance has revalidated our faith in our strategies and has assured us that we are on the right path. This resilient performance of our Company amidst a low growth industry growth environment, is a testimony to our agility and preparedness for unprecedented events. During this era-defining crisis, we remained proactive in our decision-making to grow our business, build our team's resilience, preserve business continuity, and reinforce customer-centricity.



Our core lubricants volume growth for the year was above 10% and in many segments we achieved higher levels of growth in spite of demand challenges. Once again we grew at 2-3x the estimated industry growth rates as we have done for many years, and were able to maintain our consistent record.

BOUNCING BACK WITH RESOLVE

As demand conditions picked up after Q1, which was majorly impacted by COVID related retail market closures, we got back in the next three quarters setting up new records and achieving all-time highs across our key segments which showed greater traction and further increased our market share in both B2C and B2B segments. We have achieved excellent growth in Diesel Engine Oils, Passenger Car Motor oils, Industrial/ B2B segment, OEMs and OEM Franchisee Work Shops (FWS) and from customers in the infrastructure sector. Our core lubricants volume growth for the year was above 10% and in many segments we achieved higher levels of growth in spite of demand challenges. Once again we grew at 2-3x the estimated Industry growth rates as we have done for many years, and were able to maintain our consistent record.

OUR EMPLOYEES, PARTNERS, SUPPLIERS, OEMs AS ONE TEAM

In another tough year, we had the full commitment of our plants, warehouses and back-end teams that once again put themselves out every day to manufacture and serve

our customers relentlessly. We thank them and their families for supporting them in carrying out their work with even higher passion and dedication.

All our business and support teams worked closely with our customers, OEMs, suppliers and channel partners to meet the changing needs and challenges together, as one team, which is truly one of the most gratifying experiences. I am proud as we saw the internal and external stakeholders coming together to showcase Gulf's ability to respond in unison with agility as every month/quarter threw up opportunities and new and unexpected situations.

LEVERAGING OUR BRAND

The Gulf brand in India has emerged as a strong leading brand based on our extensive assessment on brand metrics like top-of-mind recall and brand consideration. Based on our consistent investments over the last decade and our innovative Above The Line (ATL)/Below The Line (BTL) initiatives we have effectively utilised our India-centric brand assets as well as Global associations. We continue to leverage all of these to enhance our brand and Customer Value Propositions (CVPs) all round. Following are some of the key ATL initiatives (segment-wise) carried out in FY 2021-22, to rekindle our brand strengths after a gap of 12-18 months of periodic market closures.

- Passenger Car Motor Oils
 - We are proud to be the preferred global lubricant supplier for McLaren Automotive, with all their cars to be filled with Gulf Oil.
 - Social Media campaigns with content linked to our association as official partners with the very popular McLaren Formula 1 Team throughout the racing season featuring Lando Norris and Daniel Ricciardo.
 - An innovative chat show - Gulf Ultrasynth 'On a Smooth Drive' featuring young stars/personalities – Ali Fazal, Rakul Preet Singh, Kenny Sebastian, Yash Raj Mukhate, anchored by Aparshakti Khurana.
 - Launch of 'GULF FORMULA SUV' that meets the latest specifications/requirements and is capable of offering best-in-class performance for the latest SUVs in market.
 - Campaigns on Gulf Ultrasynth also featuring Chennai Super King players to further highlight the Smoothness in every drive – the CVP for this brand.



MD AND CEO'S MESSAGE

- Motorcycle Oils
 - Our #GulfDhoniXDhoni campaign for Pride 4T Plus highlighting our CVP of Consistent Insta Pick-up.
 - In Q3, we had a special sports limited edition pack featuring Mahendra Singh Dhoni and Hardik Pandya -our brand ambassadors followed by a retail display contest around the packs.
 - Campaign on Gulf Powertrac featuring Chennai Super Kings players to highlight the CVP of #MaxPower for every ride.
- Agriculture/Tractor Oils
 - Agri service camps and our prestigious brand property, 'Gulf Supreme Tractor Utsav' were helpful in grabbing consumers' attention at the start of the farming season, when tractors are used extensively.
- Diesel Engine Oils
 - Gulf SuperFleet Suraksha Bandhan Season 3 in which we vaccinated over 10,000 independent truckers across India free of charge. A first in our industry as we have been doing something for the trucking community every Raksha Bandhan to strengthen our bond of protection with our trucking community.
- A special multi-segment 5 Ad campaign featuring Mahendra Singh Dhoni was launched targeted at our southern markets (in all 4 south languages) and also deployed nationally – with catchy creatives using contextually relevant yet CVP-centred taglines like 'Bike Engine ka booster', 'Aapke Truck Engine ka Vaccine' and ads which covered our scooter and diesel engine oil segment. This campaign also had outdoor hoardings /bus shelters in select south cities as part of the communication drive to boost trials, distribution growth and further strengthen our brands and propositions with our key customer segments.
- During the IPL season, we ran our retail, mechanic campaigns with Chennai Super Kings as well as our virtual meet and greets with consumers and trade.
- Our CSR Initiative Guardian-on-the-Road implemented with The Hindu group, where we educated and gave free helmets for kids, was run across schools and locations all over & received a superb response from all those involved.

We continued to invest in building the brand and driving CVPs (consumer value propositions). Our brand score has improved as we are consistently investing in the brand that

led to achieving a better Brand Equity Index, resulting in us maintaining our position as the No.2 lubricant brand in India.

OEM PARTNERSHIPS – GROWING & ADDING VALUE TOGETHER

Our long standing partnerships with Original Equipment Manufacturers (OEMs) are the bedrock of our success. Our strong relationships with multiple key OEMs across the automotive, industrial and construction segments which are built on technology, service, trust and collaborative partnerships continue to thrive and grow. Our business and product ranges continued to grow with all our key partner OEMs from strength to strength and we are all proud as we see the response from this important segment for our efforts. We are also proud to service the needs of some of our OEMs globally. We exported to over 20 countries outside India for them. During the year, we forged many new OEM tie-ups, notably with International Tractors Limited (ITL with brand Sonalika), Hyundai Motors and Ford Motors. We currently are proud to nurture more than 25 tie ups in the OEM segment. With AdBlue® we have also entered into strategic partnerships with many OEMs in the Automotive, Construction and Industrial segments. Our global technology team and India technical teams continue to develop world class and relevant new products in keeping with the technological and customer requirements to enhance value creation and also meet the evolving emission and engine requirements proactively.

NEXT LEVEL OF DIGITAL INTERFACES

In today's world, distribution is no longer confined to brick-and-mortar outlets, and it extends to several digital platforms. At Gulf Oil, our physical distribution network is among the strongest in the industry and still expanding. While we are working on further strengthening this, we are expanding our presence on digital through e-commerce and various online channels. We have been at the forefront of technology adoption and intervention, producing solutions that improve customer experience and provide stellar convenience. We will continue to make the requisite investments to build new digital apps/platforms and strengthen the existing ones to deliver superior customer experience. Tally implementation was done for all distributors – urban, rural, industrial and battery. To maintain a close connection, we have upgrades/started digital platforms for distributors, retailers, mechanics, and truck drivers. In line with the widespread adoption of mobile internet and social media in our consumer universe, we continue to invest towards upgrading our information technology framework and preparing for a digital future.

We have launched several apps to improve our engagement with different sets of our stakeholders and

build on insights in order to improve our product and services offerings

MOVING TOWARDS MORE PARTICIPATION IN THE EV SPACE

We are focused on establishing a foothold in the e-mobility space, while looking at opportunities that synergise with brand, distribution, OEM/B2B customer relationships in India. In FY 2021-22, we announced our second move in this sector with a 26% equity investment in Techperspect Software Pvt Ltd (ElectreeFi), a leading e-Mobility SaaS solutions company. As a strategic investment, this partnership will ensure that Gulf Oil and ElectreeFi work together to develop solutions leveraging their strengths and get ready to be part of the fast-changing e-Mobility space for two and three-wheelers and cars, to start with.

This partnership will help the EV market because it will guarantee a customer-centred EV ecosystem solution-based approach. This will facilitate the development of the charging infrastructure and battery swapping, as well as its operation and management, and bring convenience to B2B and B2C segments.

During the year, we launched an innovative range of EV fluids that align with the new needs of mobility for hybrid and fully electric vehicles globally and in India. Delivering smooth, consistent performance, the range is formulated specifically for hybrid and electric vehicles for optimal performance, reduce CO₂ emissions, and extend battery life.

We took a step ahead with our Indra Renewables investment by pilot testing the car home chargers successfully and are looking at imports/local manufacturing for these in order to introduce the same in India.

REBOOT 2022 – RE-ESTABLISHING CONNECT, RE-ENERGIZING GROWTH

In preparation for setting up & sharing our growth plans for FY 2022-23, getting direct ground level feedback from our internal teams and channel partners and engaging / motivating our teams we did things a bit differently by having 4 separate in-person regional conferences with a theme of REBOOT 2022 for our Channel Retail teams & Distributors with the main points being Re-establishing Connect and Re-energizing Growth. These regional conferences gave us an opportunity to discuss and align on our plans together. One of the highlights here was to clearly establish the objective of growing our distribution multi-fold to realise the potential of our brand strengths. Our Industrial distributors also met with our teams as the theme here was 'Play to Lead- Always A Level Up' and was conducted to rev up the growth engines like never before.

Interactions across all our business segment teams like mentioned above were done to ensure we set up all our programs and initiatives to provide the platforms to reconnect with our retailers, mechanics, distributor teams, customers, OEM dealers and align all to go for faster growth together and create a win-win momentum all round.

OUTLOOK

With the rising demand conditions in India, we at Gulf, see a bigger opportunity for growth and transformation. Looking ahead, we will continue to capitalise on the core and newer opportunities headed our way, enabling us to build a better tomorrow and continue our high growth journey as a company.

As the lubricant market in India continues to grow positively in the next 2 decades in spite of the EV penetration which is expected, we are ready to capitalise on this opportunity and leverage our brand position and strengths to increase our market share and expand our presence across our focus segments. In addition, we will make our moves in the EV space and other allied areas pragmatically and with agility, wherever we see good value in this evolving space.

I would like to extend my heartfelt gratitude to all our employees and leadership team, a special thank you to our Chairman, our Board members, The Hinduja group, Gulf Oil International, our customers, trade channel partners, investors, brand ambassadors, supply partners, agencies, bankers, consultants and all other stakeholders, well-wishers for their continued support to the company and strong belief in our abilities. Our constant endeavour is to create and deliver sustainable value for all of you.

Regards,

Ravi Chawla

MD & CEO



KEY PERFORMANCE INDICATORS

SUSTAINING STABLE AND PROFITABLE GROWTH

We delivered a stellar performance, continued to grow our revenue, EBITDA and profit year after year and increased the return to our shareholders. We are confident in our ability to sustain this growth momentum while sustaining an industry-leading growth.

Revenue (₹ CRORE)

₹2,192 Cr

FY22	2,192
FY21	1,652
FY20	1,644
FY19	1,706
FY18	1,332

EBITDA (₹ CRORE)

₹285 Cr

FY22	285
FY21	265
FY20	287
FY19	283
FY18	236

PBT (₹ CRORE)

₹284 Cr

FY22	284
FY21	269
FY20	265
FY19	275
FY18	243

PAT (₹ CRORE)

₹211 Cr

FY22	211
FY21	200
FY20	203
FY19	178
FY18	159

Net worth

(₹ CRORE)

₹1,043 Cr



Return to shareholders*

(% to PAT)

62%



* Includes Dividend and Buy back plus taxes thereon paid by the company.

Cash and bank balances

(₹ CRORE)

₹574 Cr



EPS (Basic) (FV ₹2 per share)

(₹)

₹42 per share





BUSINESS MODEL

LEVERAGING OUR STRENGTHS TO CREATE SUSTAINABLE VALUE

INPUTS →

Financial Capital

Total equity:
₹ 1,043 crores

Capital expenditure:
₹ 25 crores

Borrowings:
₹ 357 crores

Cash and bank
balances: **₹ 574 crores**

Manufactured Capital

Total capacity:
1,40,000 KL

Plants in **Silvassa
and Chennai**

Intellectual capital

R&D expenditure:
₹ 12 crores**

Human capital

No. of employees:
585

Training man-days:
1,042

Social and relation capital

CSR spend:
₹ 5 crores

Retail touchpoints:
75,000+

Brand capital

Advertising and
Promotional
(A&P) expenses:
₹ 60 crores

Consistent brand
investment over
last decade
5%+ of Revenue

PROCESS →



Raw material



Processing



Packaging



Distribution



Sales and marketing/branding

High-quality products

- Diesel engine oils
- Passenger car motor oils
- Motorcycle oils
- Industrial range oils
- Genuine and OEM range oils
- Specialties and others
- AdBlue®
- Two-wheeler batteries

Strategic focus areas



Offer differentiated customer value propositions



Enhance brand equity



Strengthen distribution network and reach



Nurture OEM and B2B relationships



Elevate customer service levels

** On behalf of Gulf Oil International

Our value-creation model depicts how we create value through our growth enablers, the activities we perform by identifying our key inputs and the resulting outputs and outcomes we witness.

ACTIVITIES TO SUSTAIN VALUE →

Financial Capital

- Diversifying revenue growth streams
- Regular investor communication
- Financial stability
- Maintaining strong corporate governance structures

Manufactured Capital

- Value to customers
- Driving continuous manufacturing improvements

Intellectual capital

- Implementing agile business processes across business units

Human capital

- Personal development opportunities
- Maintained drive on building our reputation as a quality employer

Social and relation capital

- Engaged actively with regulators, pursuing full compliance, and driving societal contribution
- Continued investment in ensuring strong positive customer experience

Brand capital

- Improved top-of-the-mind brand recall among consumers
- Brand recognition is driving more product usage

OUTCOMES →

Revenue: ₹ 2,192 crores

EBITDA: ₹ 285 crores

Profit after tax: ₹ 211 crores

Strong net debt free balance sheet

Capacity utilisation:
81%

Total Sales volume:
1,34,000 KL

Number of new products launched:
15

Women employees as a % of total: **6.5%**

New joinees during the year: **67**

Long service award winners: **103**

Profit per employee: **₹0.49 crore**

Number of beneficiaries through CSR: **1,50,000+**

Total OEM relationships: **25+**

#2 brand of lubricants in India



BRANDING INITIATIVES

CREATING A BRAND WITH A DIFFERENCE

Gulf Oil has always focused on being a world class brand. We enjoy our association with the world of sports and have partnered with various famous sports personalities and teams. We have leveraged these associations in our marketing campaigns via physical as well as digital media to reach all stakeholders across our value chain.

GULF SUPERFLEET SURAKSHA BANDHAN – SEASON 3 (VACHAN SURAKSHA KA)

The idea for the initiative is built on the common thread of protection that the Gulf Superfleet range of Truck engine oils offers to truck engines & the festival of Raksha Bandhan that we love to celebrate here in India. Besides this, we also have an element of care the same way the sisters & brothers have for each other. So, the idea is to offer protection & care to truck engines & extend it to truckers.

Keeping the same in mind, Gulf successfully vaccinated 10000+ truckers free of cost in times when even urban people with easy access to healthcare were finding it difficult to get a vaccine. By extending protection in the form of vaccine to this unsung hero who was ignored by most while he was working relentlessly to ensure supplies of essentials, oxygen & even vaccines, Gulf Superfleet Turbo+ Truck engine oil delivered its 'Promise of Protection' Or 'Vachan Suraksha Ka' & extended care towards truckers.



GULF SUPERFLEET ENGINE KA VACCINE CAMPAIGN

Gulf's Superfleet engine oil range promises Superior Protection to the truck engine. 'Engine Ka Vaccine' campaign was planned to drive protection conversation amongst truckers and mechanics and was based on topicality of Vaccination by giving it a positive spin. To drive the brand familiarity & engagement further, M. S. Dhoni was leveraged in a different & stylish avatar as an Ustaad mechanic.

'Exceptional' Campaign Engagement

1.6 Crore

Views

16K+

Likes

98%

Average Audience Retention



GULF DURA MAX FRIENDSHIP DAY CAMPAIGN

Gulf Oil India rolled out a social media & on ground BTL campaign for the Gulf – Ashok Leyland co-branded range of engine oil – Gulf Superfleet LE Dura Max. The idea was to use friendship that works as a common thread between the association Gulf & Ashok Leyland enjoys & the celebratory mood around the day to trigger the message in the mind of Ashok Leyland truckers that 'The brand is the best fit engine oil for his truck engine & will lead to best engine performance'. The social experiment-style film showed sub-optimal performance when two trucker-helpers, jodis, were swapped through interesting settings. At the same time, they try to work with a different partner. The film's final message is that 'only best-fit jodis maximise performance and bring in the brand and communication line'.

“Gulf Duramax engine oil dalega, tab hi Ashok Leyland truck Zabardast Chalega.”

GULF LE DURA MAX SLEEPING TRUCKER CAMPAIGN

With Gulf's leading co-branded truck engine oil for Ashok Leyland commercial vehicles, the campaign aimed to reassure Truckers/Mechanics & retailers that Gulf LE Dura Max is the best choice. With this core thought, a social media campaign was launched in AP-TN & Karnataka, wherein M. S. Dhoni played the role of a shopkeeper and reinforced the brand message that Gulf Dura Max is the right choice for AL trucks. This is so obvious that even a trucker in his sleep can reiterate it.

‘Stupendous’ Campaign Engagement

1 Crore+

Views

97%

Average Audience Retention

5K+

Likes





BRANDING INITIATIVES

GULF SUPREME TRACTOROTSAV & DISPLAY CONTEST

'Gulf Supreme Tractorotsav' is a campaign focused on driving visibility, recall and brand CVP of 'Maximum Engine Power' for the Gulf AGRI range of engine oils through various fun engagement activities. The campaign culminated in Lucknow, where UP Deputy Chief Minister Mr Dinesh Sharma and GOLIL officials rewarded winners of the on-ground tractor racing competition. The campaign was actively covered on TV via TV9 Bharatavarsh & helped reach out to millions of farmers in UP. A display contest was rolled out that helped clock the highest secondary volumes in March 2022 and drove distribution growth of 56% over the previous month.

'Maximum' Campaign Engagement

9

Locations in Uttar Pradesh

5,000+

Farmers Participated

1,800+

Retailers Participated in display contest



GULF PRIDE SCOOTER PLUS – 'RAAVANA'

Another fun communication featuring M.S. Dhoni and a quirky college-going character from our South-focused campaign that talks about providing the right solution for those who need to reach their destination quickly. With Gulf Pride Scooter engine oil providing 'Insta-zoom' to the scooter's engine, everyone can rely on this when in need of a quick acceleration.



GULF PRIDE 4T ULTRA PLUS – 'ENGINE KA BOOSTER'

The campaign was developed to communicate utilizing the topical relevance and fervour around 'boosters' to augment fitness. The phrase 'engine ka booster' was coined to express the concept that Gulf Pride engine oil boosts the performance of a motorcycle and delivers Consistent Insta Pickup that keeps it going for years.



MCO SPORTS LIMITED EDITION RANGE AND DISPLAY CONTEST

Leveraging Gulf Oil's wide range of unique sports associations through limited edition sports packs for Gulf Pride and Powertrac range of motorcycle engine oils. The contest enlivened the retailers' passion for brand Gulf and helped get substantial visibility for the brand at the retail shelves.



RASHMI ROCKET X GULF

We associated our product Gulf Pride Scooter Engine Oil with the Bollywood film Rashmi Rocket, a poignant story about an athlete known for her unbeatable acceleration on the track. This association intended to form a connection between the brand's promise and the women who drive scooters.



GULF ULTRASYNTH 'ON A SMOOTH DRIVE'

A unique new brand property wherein the host Aparshakti Khurana goes on a smooth drive around the city with several young celebrities. They talk about their journey to success despite roadblocks, much like Gulf Ultrasynth car engine oil which gives car owners a smooth drive experience, despite the pressure on the car engine from their daily hassled commute. In these episodes, celebrities spill some entertaining and never-known before anecdotes, especially from their initial days while they were still pursuing their dreams. The content was hosted on Youtube & received more than two million+ views.



GULF X CSK DIGITAL CAMPAIGN - FEEL THE SMOOTHNESS

An amusing advertisement for Gulf Ultrasynth featuring the CSK Team emphasised the 'Smooth Drive' CVP of Gulf Ultrasynth. The film featured MS Dhoni, Ravindra Jadeja, and Rituraj Gaikwad and referred to the creative content we had produced the previous year. The film attracted attention and appreciation across all social media channels.

'Smoothest' Campaign Engagement

3 Crore+

Views

300K+

Likes





BRANDING INITIATIVES

B2B EXHIBITIONS

EXCON 2022

Participated in the eleventh edition of 'Excon 2022', India's largest trade expo for the construction equipment and machinery industry.



PLASTASIA

Participated in the 7th edition of Plastasia 2022 where we showcased our end-to-end customer online service portal - GULF CARE.



MAST STARTER SEASON 2

Mast Starter Season 2 with the Hardik Pandya for Gulf Pride 2-wheeler Batteries with #StartMastTohDinZabardast.



AdBlue® DISPLAY CONTEST

Display contest for Gulf AdBlue® approved and recommended by Ashok Leyland.



OUR SOCIAL MEDIA TRACTION



1+ Mn

Followers (Market Merge)

6,94,106 Followers (India)



334+ Mn

Cumulative Channel Views

71.3K Subscribers



9,422

Followers



24.1K

Followers

AWARDS

ACHIEVING RECOGNITION FOR OUR EXCELLENCE

GULF SUPERFLEET SURAKSHA BANDHAN WINS BIG



Best Innovation on Radio

- Gulf Superfleet Surakshabandhan Season 3 won the award for the 'Best Innovation on Radio' in the 'Innovation' category at the 10th edition of E4M Golden Mikes - Radio Advertising Awards, organised by the Exchange4Media Group.

Award for Social contribution

- TV9Bharatvarsh wins an award for Social Contribution by A News Network in Hindi at the #NT2022 Summit and for Gulf Superfleet SurakshaBandhan Season 3.

ET Shark Awards

- Gulf Superfleet Suraksha Bandhan Season 2 wins a Gold & Bronze awards at prestigious ET Shark Awards for FY21.

ACCOLADES FOR GULF MASTERSCAN



Best Influencer Marketing Platform

The Customer Fest Leadership Awards, 2022 by Zendesk.

Received Silver Award

'Best Use of Apps/Games for Marketing' at The Maddies, 6th Edition.



THEME

REBOOTING FOR GROWTH

Despite operational challenges, we were able to achieve growth in the year. Our emphasis remained on rebooting initiatives on the ground as the free movement of goods and people brought normalcy. We focused on increasing customer satisfaction, accelerating digitisation, customer connect and enhanced supply chain capabilities to bring more breadth and depth in product availability.

NEW BIKE STOP AND CAR STOP PROGRAMME

We are focusing on strengthening the Bike Stop and Car Stop network with an objective to enhance our products' tertiary consumption and synthetics' market share. The new program rolled out focusses on new branding, appointment kits, schemes, rewards and higher customization and integration through Gulf Apps and Information Technology.

UNNATI PROGRAM FOR OUR TOP RETAILERS

During the year, we rebooted our flagship retailer loyalty program 'Unnati', with exciting offers such as Dealer Meets, Trip contests, new loyalty points structure and a brand new App. This initiative has helped us strengthen our relationship with retailers and increased their loyalty to our brand.

RE-ESTABLISHING CONNECT AND RE-ENERGIZING GROWTH

The pandemic disrupted daily lives and businesses around the world. We got the chance to rethink on our business operation strategies and as things started to return to normalcy. We invigorated our sales team, realigned our goals and focused on reconnecting with our distributor partners. We conducted our sales conference in person for the first time since 2019 where we met with our distributors individually. The theme for the conference was 'Re-establishing Connect and Re-energizing Growth.



RE-CONNECTING WITH OUR SALES TEAM AND DISTRIBUTION PARTNERS





THEME

TRANSFORMING FOR TOMORROW

Our determination for growth comes from the idea of tomorrow. We are focused on developing our capabilities to serve the changing times while relying on the same values that have earned us our customers' trust.

AdBlue®

At Gulf Oil we strive to provide superior quality products for our customers. AdBlue® was specially designed to suit the ever-evolving needs of our key clients. AdBlue® is the Diesel Exhaust Fluid (DEF) used in vehicles with the Selective Catalytic Reduction (SCR) system and reduces NOx emissions.

Gulf Oil has been one of the pioneers in manufacturing and marketing DEF in India and we now have our own worldwide VDA license. With our state-of-the-art manufacturing and testing facilities in Silvassa and Chennai, we ensure that the right quality of AdBlue® reaches our customers. Every batch of Gulf AdBlue® undergoes rigorous testing as per ISO 22241-2.



Inauguration of new AdBlue® facility at Chennai plant with dignitaries from Ashok Leyland



Gulf AdBlue® ECOPRO



DIGITAL TRANSFORMATION

Digital transformation is enabling us at Gulf to connect better with our business partners and customers.



Gulf Unnati

Unnati is our flagship retailer loyalty program. The top 10% of the Retailers are invited to be part of the program. The program is fully digital app based with retailers earning points for every litre of Gulf Oil products purchased.



Retailer Ordering Tool – Gulf Kart

Gulf Kart is mobile e-commerce application for retailers, from where they can place orders for Gulf Oil products anytime and from anywhere. The retailers can access the full range of Gulf Products, place orders, track their order status, check their scheme payouts. With a single application they can get access to a whole host of information.



Gulf Effort Capturing App

Gulf Effort Capturing App is a mobile application for Gulf's Front line sales team to assist them in their daily market activities. The sales team can plan their daily beat, take orders, geo tag outlets, track retailer performance using the App. It is a strong enable to improve the effectiveness and efficiency of the sales team.



Gulf O.N.E

Gulf O.N.E is a single platform for Gulf's Customers & Employees to access tools & information on brand Gulf. A wide range of information can be accessed by the stakeholders using this portal.



Garage MITR App

We have launched an application for distributors, retailers, mechanics, and truck drivers to establish a strong connection. Our flagship program, the Garage Mitr App, is an excellent example of how we have created an ecosystem for our branded independent workshops, Gulf Car Stop and Bike Stop, by providing the required CRM tools to build better connections with the end customers.



Gulf Masterscan

Gulf Masterscan is a digital rewards platform for our customers, mechanics, retailers and other participants across the value chain. It offers instant cash rewards at the time of consumption of products through unique QR codes placed inside Gulf Products. Consistent users of Gulf Oil are invited to join the Loyalty Program where they can earn additional rewards.

4.5 Lakh+

Lifetime downloads

2.75 Lakh+

Lifetime unique users

55 k+

Monthly active users

Every **2 seconds**
a Gulf Product is scanned

THEME

DRIVING OUR GROWTH IN E-MOBILITY

We recognise the changing automotive and energy industries, as well as the need to provide cleaner forms of energy. The development of new mobility solutions and consumer offers, in line with the growing need for emissions reductions and the provision of sustainable mobility solutions to consumers, is a key pillar of our transformation strategy.



Gulf entered the e-mobility business in FY 2020-21 through our investment in Indra Renewable Technologies, a market leading UK based EV charger company. During the year we focused on pilot testing of Indra smart chargers in India while looking at opportunities to leverage Indra's technology with our brand, distribution and customer network in India.



During the year, we inked a strategic partnership with Techperspect Software (ElectreeFi), an e-Mobility Solutions (SaaS) company in India. ElectreeFi is working extensively to provide software and IoT-based solutions to EV charging, battery swapping and other related areas. Currently, ~40% of electric car users in India use ElectreeFi CMS. This partnership will ensure that Gulf Oil and ElectreeFi work together and leverage their strength to develop solutions and create an impact in the fast-changing e-mobility space.



Gulf Oil Management Team with Mr Sumit Ahuja, Director (Business & Strategy) & Co-Founder, ElectreeFi



We are delighted to partner with ElectreeFi, the leading SaaS platform provider for EVs in India. I am sure this partnership will benefit the EV industry as we will ensure development of a holistic EV ecosystem that offers a solution-based approach to customers. It will also ensure seamless EV Charging and Battery Swapping Infrastructure development, its operations and Management and easy accessibility for both B2B and B2C segments. ”

Ravi Chawla

MD & CEO

The EV sector is gaining traction in India and is expected to grow faster in the coming years. We will continue to look at the evolving EV space and for synergistic areas where Gulf Oil can play a meaningful role and create a differentiation in the ecosystem based on our brand strengths, distribution and OEM relationships. Our intention is to stay ahead of the curve in order to cater to the evolving market and customer requirements in this sector with very strong technology driven products.





ESG - ENVIRONMENT

RESPONSIBILITY TO THE PLANET, RESOURCES AND PEOPLE

To create sustainable value, our emphasis has been on efficient utilisation of natural resources. To ensure that we stay true to this belief, we consider the ecological impact of our business activities consistently. Furthermore, we have shaped our efforts accordingly to maintain the sensitive natural balance of our country's geology and reduce chemical emissions.




LAKE RESTORATION INITIATIVES

We at Gulf Oil India, inherited the virtue of water stewardship from our esteemed Hinduja Group and continue to maintain and restore water bodies and enhance the water resources and water security of our neighbouring regions. We have committed to restoring three lakes in the vicinity of our Ennore site.


We assure proper maintenance and restoration work at these lakes, boosting the region's visual appeal and creating a better environment for native flora and fauna to thrive and flourish near the lake.

Lake Restoration Projects


Lake Thamaraiikulam

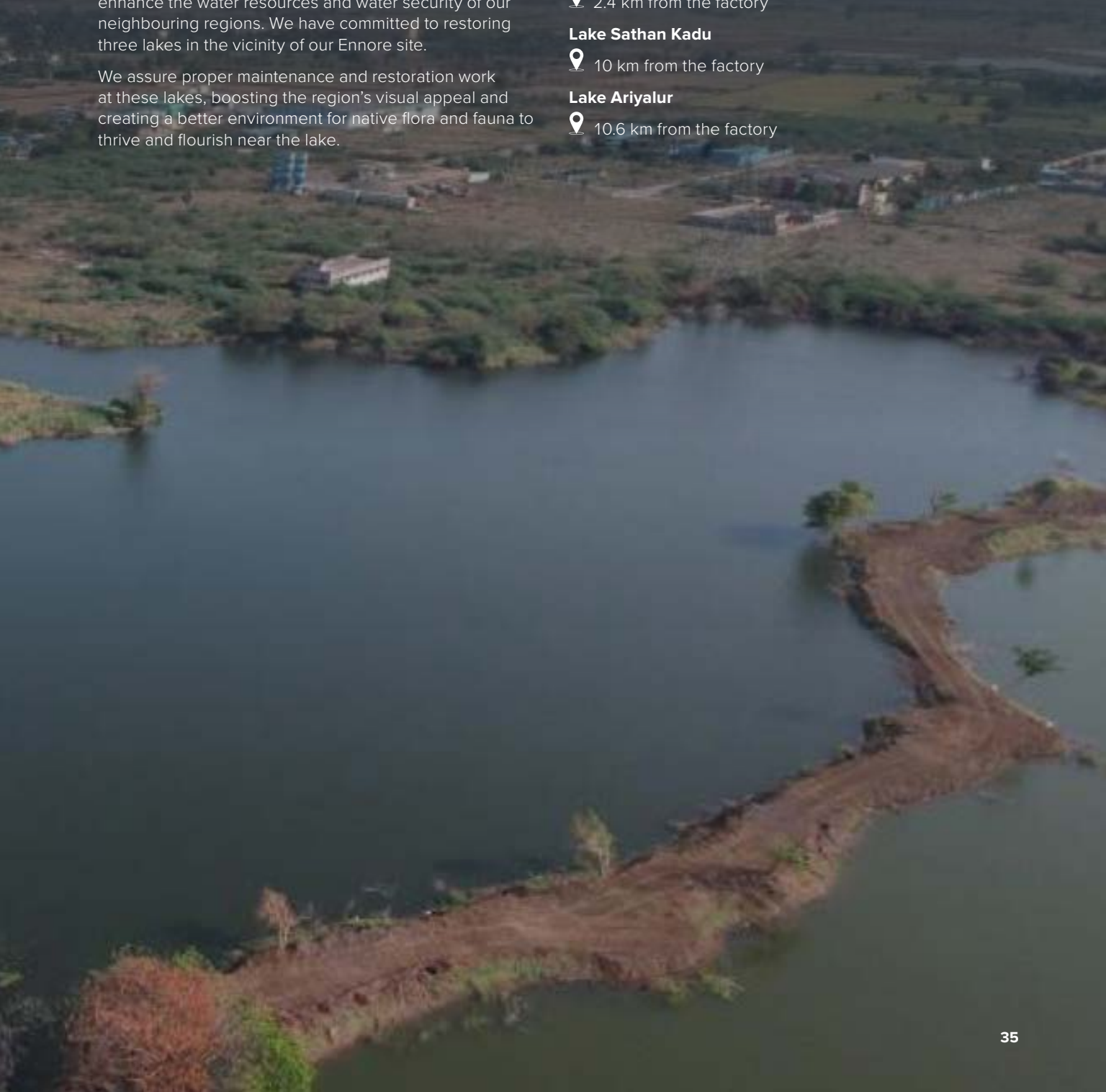
 2.4 km from the factory

Lake Sathan Kadu

 10 km from the factory

Lake Ariyalur

 10.6 km from the factory



ESG - SOCIAL: PEOPLE

A WINNING AND CARING CULTURE

We, at Gulf Oil, give the utmost importance to our teams which is one of the most valued stakeholder. We are committed to develop our employees to drive the organisational objectives. There is always focus on promoting the collaborative, transparent & participative culture within the organisation. Our caring culture is guided by the five principles of the Hinduja Group.

LEARNING AND DEVELOPMENT

The Learning and Development function has strategically aligned itself to Gulf Oil's business objectives.

Towards this, the Training function ran specific programs to strengthen the Sales Performance through premium programs:



KYS (Know Your Sector) Series training to understand our customer's Industry and the optimum productivity levels they need to maintain.



Distributor Management Program(DMP) training to enhance our Sales Team's capabilities to select capable Channel Partners and professionally manage their performance to deliver business results.



The ACE program was conducted across India for the Distributor Sales Representatives (DSRs) of our Channel Partners to develop their sales capabilities in the B2B Business.

GULF OIL LEARNING & DEVELOPMENT (GOLD) ACADEMY

Gulf Oil Learning & Development (GOLD) Academy is a flagship digital learning platform of Gulf Oil and is deployed globally to all Gulf Oil entities worldwide. The Academy has invested on building a wide portfolio of training modules focused on both functional and behavioural competencies. GOLD has also tied up with various Global Content Libraries to provide employees with the latest and premium training content at the click of a button.

To further strengthen the virtual learning opportunities, a key development has been the integration of MS Teams with GOLD Academy which helps employees attend webinars directly from the academy platform.

1,500

No. of User Licences worldwide

1,772

No. of Curriculums registered

1,036

No. of Learning Man Hours (India only)

Top Curriculums –

Managing Teams in the Virtual World, Managing & Embracing Change, Analysing a Complex Problem, Managing Stress.

DRIVING TRANSFORMATION

Transforming for Tomorrow is a major focus area for Gulf Oil. The 4 key pillars of the Transformation agenda are Core Transformation, Digital Transformation, Overlapping KRAs and eMobility. Towards these objectives, a workshop was focussed on drafting the strategy to finalise the Transformation agenda and co-creating a roadmap for successful implementation.

OUR CULTURE

There is always focus on promoting the collaborative, transparent and participative culture within the organisation. The caring culture is guided by our Hinduja Group guiding principles.

We foster agile and empowered culture with specific importance to the working environment for our employees. We have ensured good work life balance through Hybrid work environment post COVID in line with the industry practice along with various other initiatives.

EMPLOYEE ENGAGEMENT

Gulf Oil believes in boosting Employee Engagement as a key lever to optimise productivity and employee retention.

Foundation Day

Gulf Oil hosted the Foundation Day celebrations with employees and their families across all our offices and plants. It is our time to rejoice with extended Gulf family and appreciate their participation in employee's professional life and development.

Sports

Employees are engaged through various kinds of sports activities such as Cricket, Badminton, etc. This helps to build the team spirit with fun at workplace.



EMPLOYEE SAFETY & WELLNESS

Strategy to drive safety excellence by identifying the near misses, eliminating serious injury, impact or fatality events across all our facilities. We train, empower, and require our employees to take individual responsibility for their health and safety and have put in place safety leadership training for all leaders. We engage and consult with our employees when developing and improving our processes and encourage them to integrate health and safety considerations into their everyday activities.

Health Awareness Webinar

Gulf Oil has consistently laid critical importance on employee health. We organized webinars for employees on COVID on Mental Health & Wellness covering Building Emotional Immunity During Tough Times and Online Yoga session.

HR DIGITISATION

We have integrated digitisation in our systems to improve employee experience and efficiency. We have developed an in-house system called Employee Self Service (ESS) that allows our employees to manage their various applications, monitor their performance, provide feedback and register grievances. The GOLD Academy assists in Learning & Development initiatives. Hi-Net is social networking platform used for better employee connect & communication. ASPIRE portal helps in smooth operations of performance management system for the organisation. RMS portal helps in streamlining the recruiting the best talent. There are other digital initiatives progressing as planned.



ESG - SOCIAL: COMMUNITY

ENABLING HOLISTIC SOCIETAL UPLIFTMENT

Acting responsibly and giving back to the society are integral to the way we do business. Gulf Oil recognises the need to be an active contributor to the communities we are part of and we have an ongoing commitment to share value where it has been created.



SURAKSHA BANDHAN VACCINATION DRIVE

Through our Suraksha Bandhan Campaigns, we connected and built our trucker community. In the third edition of Suraksha Bandhan, we set up vaccination camps at over ten transport hubs in Northern and Western India. We successfully carried out the ethos of our brand, which does not only protect the trucks but also the ones driving them, by vaccinating 10,555 truckers in total.



GUARDIAN ON THE ROAD: HELMETS FOR CHILDREN

We undertook safety campaigns/rides to promote education and awareness on road safety amongst bike riders. Also, helmets distribution and awareness programmes were conducted in Nagpur in the presence of Hon'ble Minister Shri Diwakar Raote. We pledged to distribute 23,000 safety helmets during the campaign.



SAFE DRINKING WATER ATM

We supplied safe drinking water to the local community in the Attipatu village through installation of 2 water ATMs. With these water ATMs having a recharge bore to recharge groundwater using backslash water and rooftop harvesting, we aim to be net water positive.



KUSHAL MECHANIC

We imparted vocational skill development training to unskilled mechanics in two-wheeler service industry through the renowned MITCON institute in Pune and TVS at Chennai.



ROAD TO SCHOOL INITIATIVES

We provided quality and holistic education to students from underserved communities attending government-funded schools in Tamil Nadu, Odisha, Karnataka, Maharashtra, and Rajasthan.



HEALTHCARE INITIATIVES

We set up Mobile Medical Units to provide primary healthcare cover in selected rural areas. The units were equipped with a Haematology lab unit and other basic investigation facilities. All basic treatments were done for free under the guidance of qualified staff.



COVID-19 Safety - Suraksha Bandhan Vaccination Drive covering 10,000+ trucks



Water - Safe drinking water ATM



Road Safety - Road to School project



Road Safety - Helmet distribution



ESG - GOVERNANCE

GUIDING WITH PRUDENCE AND FORESIGHT

We uphold the highest ethical standards and remain committed to achieving sustainable and profitable growth. Our efficient risk management framework ensures that we can navigate market vagaries smoothly, while our strong governance practices guarantee effective internal control over processes and reliable reporting of our performance.

GOVERNANCE STRUCTURE

Our approach to corporate governance and the role it plays in the life of the organisation goes well beyond meeting our compliance obligations. Our governance framework fosters our high-performing culture while underpinning our principles of integrity, customer focus, collaboration, innovation, sustainability and stakeholder delight.

- *Board of Directors*
- *Board Committees*
- *Management*

ROLE OF THE BOARD

The role of the Board is to provide leadership to the Company and to deliver shareholder value over the long term. The Board sets the Company's strategic objectives, making sure they align with its values and standards and the desired business culture. The Board of Directors have the responsibility of ensuring effective management, implementation of the business strategy, monitor the performance of the Company, its compliance efficacy and the effectiveness of the Company's corporate governance practices. The Managing Director & CEO reports to the Board of Directors and is in charge of running the Company's operations, executing the business strategy in consultation with the Board and achieving annual and long term business goals.

DIVERSE EXPERTISE

The Board of Gulf Oil brings together a wealth of knowledge, perspective, professionalism, diverse thinking and experience. Our Board members have a deep understanding of the business environment, risk, governance, technical, financial and non-financial matters.

BOARD COMMITTEES

Various committees assist the Board in discharging its duties and responsibilities although the ultimate responsibility rests with the Board. The committees report to the Board on their activities on periodic basis and the minutes of the committee meetings are provided to all Board members. Our Board committees are:

- *Audit Committee*
- *Nomination & Remuneration Committee*
- *Risk Management Committee*
- *Stakeholder Relationship Committee*
- *Corporate Social Responsibility Committee*

BUSINESS ETHICS

The Company embodies high standards of ethics and integrity in its operations. Our Code of Conduct and policies form the bedrock for our operations. We drive our employees, suppliers and other stakeholders to abide by this Code by creating awareness and resulting in a transparent, accountable and ethical business organisation.

GLOBAL BRAND POSITIONING

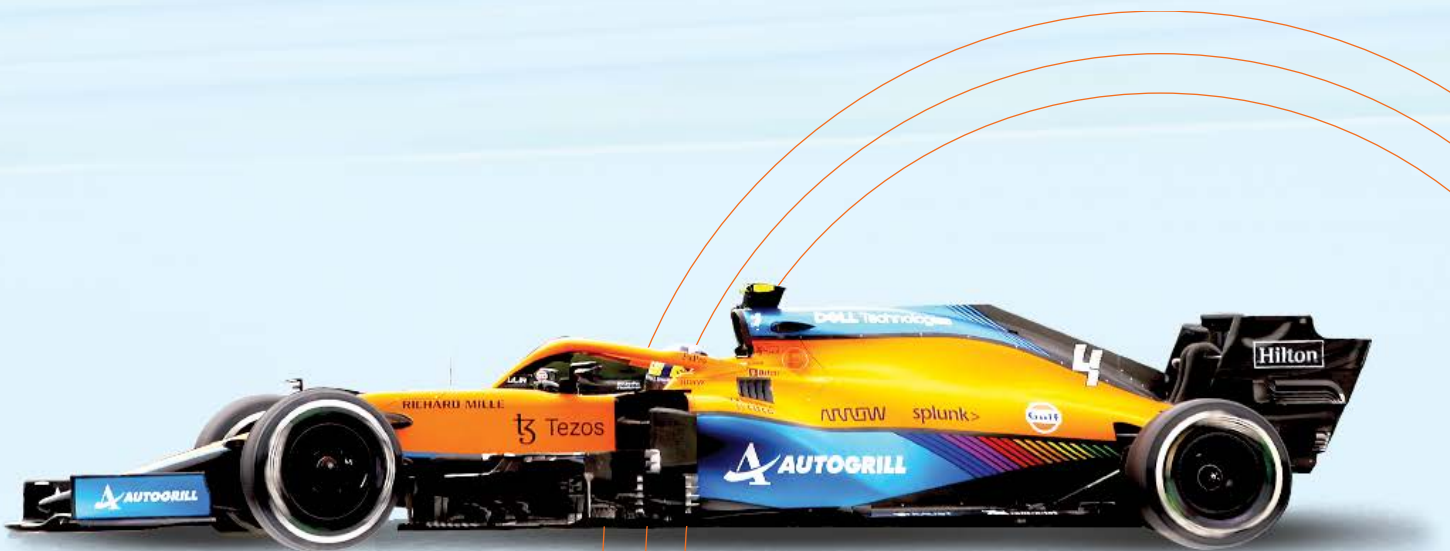
TOGETHER, WE'RE UNSTOPPABLE

In 2021, Gulf embarked on an effort to create a global brand positioning after extensive research across multiple markets and multiple stake holders. The idea was to understand and then articulate what the Gulf brand meant to all the stake holders including business and channel partners as well as consumers. The result was then encapsulated by the positioning statement '**Together, we're unstoppable.**'

For over a 100 years, the keystone of Gulf's journey has been its constant forward momentum. It's a journey of collaboration and excellence, always taking our partners with us towards a more vibrant tomorrow.

The universal dream of the human race, has always been progress. But in reality, there are daily challenges that hinder us from achieving our dreams, Gulf's DNA combines the determination, spirit and energy we need to face these challenges and surmount them.

And this is the common platform that unites Gulf with its brand and business partners – the unstoppable desire to forge ahead. From our sporting and lifestyle partnerships, our business partners who are striving to grow and our consumer base which is looking for a reliable solution that's always on their side bringing them closer to achieving their goals.





BOARD OF DIRECTORS

COMMITTED TO DRIVE EXCELLENCE



Mr. Sanjay G. Hinduja
Chairman, Non-Executive Director



Mr. Shom A. Hinduja
Non-Executive Director



Mr. Arvind Uppal
Non-Executive Independent Director



A Audit Committee

S Stakeholders Relationship Committee

N Nomination and Remuneration Committee

C Corporate Social Responsibility Committee

R Risk Management Committee

Chairperson

Member



Mr. Munesh Khanna
Non-Executive Independent Director

A N



Ms. Manju Agarwal
Non-Executive Independent Director

A C



Mr. Ravi Chawla
Managing Director and CEO

S C R



LEADERSHIP TEAM

EXECUTING WITH EXPERTISE



Mr. Ravi Chawla
Managing Director & CEO



Mr. Manish Kumar Gangwal
Chief Financial Officer
& President – Strategic
Sourcing, IT & Legal



Mr. Somesh Sabhani
Vice President – Industrial
Sales



Mr. Nilesh Garg
Vice President
– Channel Sales



Mr. Dipnarayan K Tiwari
Sr. General Manager
– Infrastructure, Mining
and Fleet



Mr. Anand Sathaye
Sr. General Manager
– HR and Administration



Mr. Swaninathan K.
Sr. General Manager
– Technical Services



Mr. Shiva Raj Mehra
Head – Automotive OEM
Business Operations



Mr. Gagan Mathur
Head – Business
Development (Cluster
Markets)



Mr. Amit Gheji
Head – Marketing



Mr. D. Dhanasekaran
Head – Chennai Plant
Operations



Mr. Praveen Rajurkar
Head – Synergy & Allied
Business



Mr. Ralph Antony Drago
Head – Customer
Marketing, E Commerce &
Sales Operations



Mr. Ankur Jain
Head – Silvassa Plant
Operations

Management Discussion and Analysis

Economic Overview

Global Economy

The year 2021 started with the outbreak of the delta variant of COVID-19 across countries and continents, disrupting the mobility of people and goods substantially.

According to the International Monetary Fund (IMF), the global economy witnessed a growth of 6.1% in 2021. The increased rate of vaccination and reduction in COVID-19 cases led to the unlocking of pent-up demands and opening of markets across the globe. All major trading economies saw increased exports and imports and the numbers were above pre-pandemic levels. In addition, growth in 2021 was fuelled by a variety of fiscal and monetary measures that enhanced market liquidity and prompted investments in infrastructure development. Global trade grew despite a supply chain bottleneck caused by ports and factories that were not working at full capacity.

Despite the volatility and unpredictability, global economic growth is anticipated to reach 3.6% in 2022.

As the year neared an end, the rising geopolitical tensions between Ukraine and Russia escalated and by February 2022, it turned into a full-fledged war. This led to rise in crude & energy prices and inflation in many countries and it became their central concern. Inflation is expected to rise by 5.7% in advanced economies and 8.7% in emerging markets and developing economies. In emerging markets, the increase in food and fuel prices is becoming a cause of social unrest. China's Zero COVID-19 policy, which places key cities with large industrial centres under lockdown, is complicating an already disturbed global supply chain.

The US Federal Reserves has increased cumulative interest rates by 2.25% so far during 2022, which were near zero post onset of corona virus. The Federal Reserves have hinted on increasing rates further in 2022 to combat the 40-year high inflation that is slowing down the country's economy.

World Economic Outlook Projection



Source: International Monetary Fund (IMF)

Outlook

Despite the impact of the pandemic, the unprecedented collective policy efforts by governments and central banks, paired with the resilience and innovations of private enterprises, have helped minimise lasting economic and physical damage across the world. While the direction of the Russia-Ukraine crisis remains uncertain, its impact on the global economy will remain. Capital outflows and

sizeable currency depreciations have tightened external funding costs, pushed up debt levels and put their hesitant and incomplete recoveries in danger. In the near term, many governments will need to cushion the blow of higher energy prices, diversify energy sources, and increase efficiency wherever possible. Full economic revival seems to be further away, but when businesses and governments work in tandem, across borders and disciplines, we will be

able to weather this storm and come out stronger and more resilient by the end of it. The possibility of an acceleration in the US rate hike cycle to control inflation may increase volatility in the currency markets.

Indian Economy

The Government of India's plans of reaching the \$5 trillion economy mark by FY 2024-25 is on course but with some pushback due to the pandemic. The government is taking various financial and other measures to hold up the economy and ensure that economic growth is achieved at decent pace in spite of slow down by the pandemic and external global situations.

According to the National Statistical Office's (NSO) assessments of national income, the economy has grown by 8.7% in FY 2021-22, which has surpassed the pre-COVID level. This growth is driven primarily by improved performance, especially in the farm, mining,

and manufacturing sectors. The other factors that further contributed are increased export, investment, aggregated consumer demand and consumption as well as updated fiscal and monetary policies and improvement in employment rates.

According to the Centre for Monitoring Indian Economy (CMIE), there has been a boost in consumer confidence, among rural and urban consumers, which is at its best since the outbreak began. Since the slowing down of pandemic, there has been an increase in movement around retail and leisure activities, groceries and pharmacy, parks, and workplaces.

Outlook

Overall, Indian economy is expected to continue its growth momentum in FY22-23 and may deliver one of the highest growth among major economies.

GDP trends in India

Year	FY 2017-18	FY 2018-19	FY 2019-20	FY 2020-21	FY 2021-22
India's GDP	7.0%	6.1%	4.2%	(6.6%)	8.7%

Overview of the Indian Lubricants Industry

India is the world's third largest and fastest growing lubricant market after the US and China. The global lubricant market size was valued at \$125.81 billion in 2020 and is expected to grow at a CAGR of 3.7% between 2021 and 2028¹. India's lubricant market is expected to reach \$48.22 billion, growing at a CAGR of 4.77% by 2027².

The overall lubricants market in India is estimated to be at ~2.7 billion litres, which is categorised into three broad segments of automotive, industrial, including marine applications and process/white oils, with automotive and industrial segments together accounting for over two-third of the total market. Automotive engine oils form the largest pie of the Indian lubricant market.

There are ~20 organised players in India's lubricant market and public sector oil marketing companies, together, cater to a significant portion of the market. Leading multinational and private domestic companies constitute the rest of the market and have been growing at a rapid pace by building brand and scale, launching innovative products and upgrading the various services offered to customers.

Future Growth Enablers

- Rise in domestic consumption
- Rise in the country's GDP
- Strong prospects for the rural economy
- Year-round use of tractors and vehicles
- Automotive growth due to low per capita vehicle penetration in India.
- Rising brand consciousness
- Advancement of engine technology with newer emission norms
- Accelerated investments in infrastructure, which can also increase usage of construction equipments, a large lubricant consumption segment.
- Implementation of various industrial reforms
- Policy interventions to attract and encourage increase of manufacturing bases in India helped by global China +1 approach etc. This can make India an Export hub to the world.

A major part of the demand is generated from the automotive segment, as lubricant plays a critical role in automobile. A lubricant reduces the friction between the

¹Grandview research: <https://www.grandviewresearch.com/industry-analysis/lubricants-market>

²Maximize Market Research: <https://www.digitaljournal.com/pr/india-lubricants-market-is-expected-to-reach-usd-48-22-billion-with-cagr-of-4-77-by-forecast-2027>



Management Discussion and Analysis (Contd.)

moving parts within the automobile, along with better heat dissipation. The oils are also used in hydraulic power transmission systems in an automobile. These lubricant applications make them an essential component in improving the efficiency and life of the automobile. Similarly, in the Industrial and Marine segments, the heavy machineries need lubrication to operate efficiently. It also reduces the noise generation in a system. Construction equipments used in infra can also lead to significant increase in consumption of lubricants for this segment.

At Gulf Oil, we cater to broadly two segments of the lubricant industry except process/white oils, the details of which have been elaborated in the respective sections.

Automotive Segment

The automotive lubricant segment constitutes a large pie of the Indian lubricant market, and its demand has a direct correlation with on-road vehicle movement, as well as growth of vehicle population and automobile sales.

The automotive sector picked up pace in 2021, with sales increasing across most categories, including personal automobiles, commercial vehicles, as well as three-wheelers and tractors. Despite the increase in demand, the automobile industry experienced stagnation in the second half of the year due to a global semiconductor shortage and increased steel prices.

Even before the pandemic, the industry had been experiencing few challenges due to the slowing economy, changes in emission norms etc. In turn the lubricant business also encountered challenges and in fact de-grew during last two years but came back to some positive growth during the FY21-22.

Personal Mobility

The total number of passenger vehicles sold went from 2,711,457 to 3,069,499 units. This increase in number corresponded with increased demand for Passenger Car Motor Oil (PCMO) and the demand for replacement oil. Within the passenger vehicle segment, Utility Vehicle (SUV) sales rose to 1,489,178 units, which led to increased demand for PCMO and Diesel Engine Oil (DEO). The newer vehicles are all compliant with the BSVI norm, which is set to pace the transition from BSIV to BSVI compliant vehicles to reduce emissions.

Compared to the previous year, the two-wheeler sales fell from 15,120,783 to 13,466,412 units. This impacted the demand for Motorcycle Oil (MCO).

Commercial Vehicles & Tractors

FY 2021-22 saw the growth in sales for commercial vehicles from 568,559 units to 716,566 units. This increased sales consequently reflected in increased demand for the DEO.

Three-wheeler sales increased from the previous year to 260,995 units. These increasing sales reflect the growing demand for PCMO and CNG engine lubricants.

However, tractor sales dropped significantly during the year. The high input cost due to rise in steel prices led to increase in tractor prices. During the year 636.12 thousand units were sold compared to 899.4 thousand units in FY 2020-21. The decreased sales of tractors have impacted the DEO sales in factory fill but this demand was mitigated by robust oil demand in replacement due to higher tractors sales in earlier years.

The automotive lubricant market is dominated by Diesel Engine Oils (DEO), followed by Motorcycle Oils (MCO), Passenger Car Motor Oils (PCMO) and other allied lubricants.

Auto Industry Domestic Sales Performance

	2017-18	2018-19	2019-20	2020-21	2021-22
Passenger Vehicles	3,288,581	3,377,389	2,773,519	2,711,457	3,069,499
Commercial Vehicles	856,916	1,007,311	717,593	568,559	716,566
Three Wheelers	635,698	701,005	637,065	219,446	260,995
Two Wheelers	20,200,117	21,179,847	17,416,432	15,120,783	13,466,412
Grand Total	24,981,312	26,266,179	21,545,551	18,620,233	17,513,596

(In Numbers)

Source: Society of Indian Automobile Manufacturers (SIAM)

Tractor Sales Data

(In Numbers)

Years	2017-18	2018-19	2019-20	2020-21	2021-22
Units	711.4	788.4	709	899.4	636.12

Source: Statista, 2022

Industrial Segment

One of the critical success factors for the manufacturing industry's performance, is the efficiency of machinery used. For smooth and continuous operation of machines, adequate lubrication is a pre-requisite. In short, the demand for industrial lubricants is influenced by the economy's and industrial production's overall growth trends.

The government's focus and encouragement towards local manufacturing (Atmanirbhar Bharat) and the 'Make in India' initiative are set to drive the demand for industrial lubrication and also India can be an Export hub for the world for manufacturing products also. In addition, the government is also promoting the expansion of renewable energy infrastructure especially the wind turbines that are installed to generate electricity using wind energy. With the increase in wind energy generation capacity, the demand for gear oil is anticipated to grow. Similarly, the country's heavy equipment usage needs have increased as construction and mining industries have grown. As the use of such equipment increases further, the demand for industrial lubricants will also increase. The need for agricultural equipment has risen in India as the sector has been undergoing continuous modernisation.

Infrastructure Segment

In this segment, lubricant products are used in both on-highway vehicles as well as off-highway construction equipment. Prospects of this segment depend on the progress of the infrastructure sector in India.

The vast Indian infrastructure segment comprises urban development and the real estate segments. The urban development segment broadly consists of urban infrastructure, ports, irrigation, civil aviation, roads (highways and bridges), railways, shipping, coastal waterways, oil and gas refineries, water transportation and other segments. The ambitious National Infrastructure Pipeline (NIP) has set forth in motion India's target to achieve \$5 trillion GDP by investing over \$1.4 trillion in the infrastructure sub-sectors.

Global industrial activities are still seeing the effects of the COVID-19 pandemic. While the pandemic impacted Indian industries, there has been significant improvement in FY 2021-22. Strategic and gradual unlocking of the economy, good rate of vaccinations, improvement in consumer demand, continued policy support towards industries by the government in the form of Aatmanirbhar Bharat Abhiyan and PLI schemes, and further reinforcements in FY 2021-22 have led to an upturn in the performance of the overall industrial sector of the country. Initiatives such as the National Infrastructure Pipeline (NIP) and National Monetization Plan (NMP), among others, have boosted infrastructure investment.

Impact of Raw Material and Exchange Rate Movement

Base oil is one of key our raw materials, and the prices of base oils depend on crude oil prices, and the fluctuation of prices has an impact on our margins. The uncertainty brought on by the pandemic and the Russia-Ukraine war impacted various commodities across the globe. The Brent Crude oil price, which forms the bulk of the Indian crude oil basket, has hovered between \$105-106/bbl since April 1st, 2022, after having risen above \$125 in the first/second week of March from ~\$95 just before the Ukraine crisis. The price of Brent is forecast to average \$100/bbl in 2022, a 42% increase from 2021 and its highest annual average since 2013. Prices are expected to fall slightly to \$92/bbl in 2023 but will remain well above their 2016-21 average of \$60/bbl. Higher prices reflect the marked reduction in Russian exports and continued growth in oil consumption in advanced economies, despite the recent price increases. In addition, there have been continuous increase in additive costs, packaging and other inputs due to overall inflationary pressures.

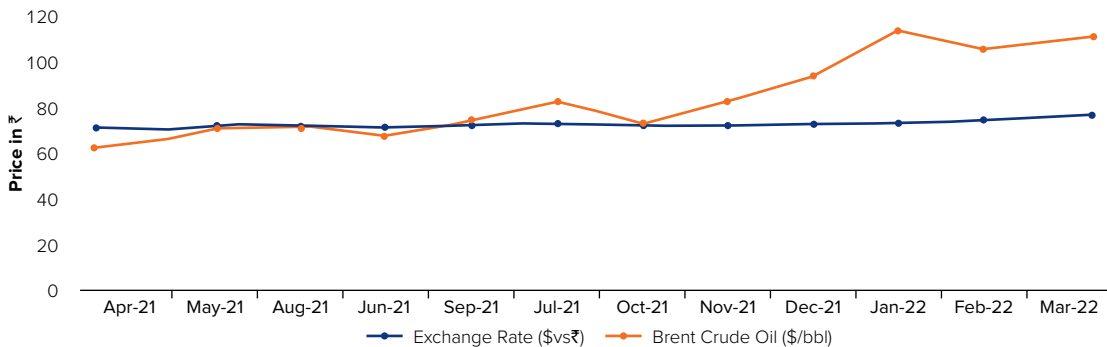
The Indian rupee movement against the dollar was very volatile during the year, and it depreciated to an all-time low of ₹78.97 per dollar in June 2022. The rising crude oil prices and withdrawal of money from the Indian markets contributed to the volatility. This, in turn, has put further pressure on all imported raw materials.



Management Discussion and Analysis (Contd.)

For us, at Gulf Oil, our raw material prices have also risen due to the above factors. We have continuously monitored our margin management strategy through these inflationary times. We announced series of price hikes in retail segment through the year and took up price increase discussions with our B2B and OEM customers (mostly linked to price variation clauses) regularly to pass on parts of these increasing costs. However, our overall margin remained largely under pressure during the year. We are mitigating forex movements by adopting a hedging policy.

CRUDE AND EXCHANGE RATE MOVEMENT



Company Overview

Gulf Oil Lubricants India Limited (Gulf Oil), a part of the Hinduja Group, is one of India's top three private-sector lubricant firm. Our business is divided into automotive, industrial, and exports. We offer products such as automotive and industrial lubricants, greases, Adblue®, and 2-wheeler batteries, among others. Our parent Gulf Oil International, owns the Gulf Oil brand, which has a presence in over 100 countries and is known for its rich history and affiliation with the world of motorsports. Manufacturing and marketing a wide variety of over 400 performance lubricants and related products for all market categories is the Gulf Oil International Group's core activity.

We have a solid and extensive distribution network with more than 75,000 touch points in India, including physical and digital platforms. We have a powerful brand which is among top 3 lubricant brands in the country.

We also have developed and nurtured relationship with more than 25 OEMs in India and several hundred B2B customers including many marquee names. We operate two cutting-edge manufacturing facilities in India, one in Silvassa and the other in Ennore, Chennai. These plants produce high-quality lubricants for all customer / consumer segments for India and export markets. Our Global R&D centres of which a large base is in India also works ahead of times to provide technologically advanced products.

Competitive Strengths

- Fastest growing lubricant player, consistently outperforming the industry, growth rate y-o-y by 2-3 x over the last decade

- Strong pan-India distribution network reaching even the remote parts of the country
- Comprehensive, wide, and updated product portfolio across automotive, industrial, and marine applications with approvals from bodies such as API, JASO, ACEA, and leading global OEMs.
- Superior technology and continuous innovations to produce world-class lubricants
- Creation of a strong positions in the Diesel Engine Oil and 2-Wheeler Motor Oil markets by pioneering the 'extended drain interval' value proposition. Long Drain products also benefit the environment by lasting longer.
- Focus on growing passenger car & industrial portfolio.
- Long-term partnerships delivering value propositions with key OEMs and B2B clients such as Ashok Leyland, Mahindra, Swaraj, Bharat Benz, Bajaj, Schwing Stetter, Piaggio, L&T, JSW and others.
- In terms of brand awareness, buying consideration, and other factors, the Gulf Oil brand is among the top three lubricant brands in India.
- Long history and ties to prestigious motor sports and other sporting organizations such as the McLaren Formula 1 Racing, Manchester United Football Club and the Chennai Super Kings (CSK) IPL Team etc. Long standing association with our brand ambassadors Mr. M.S. Dhoni & Mr. Hardik Pandya has been a key success factor & added strength in our brand building.
- A growing 2W Battery business.

Manufacturing Capabilities

Silvassa plant

- Lubricants manufacturing capacity of 90,000 KL per annum
- AdBlue® manufacturing capacity of 12,000 KL per annum
- Dedicated manufacturing facility for specialised metal working fluids having capacity of 6,000 KL commissioned in FY2021-22
- Key certifications include:
 - ISO 9001:2015
 - ISO 14001:2015
 - ISO 45001:2018
 - IATF 16949:2016
 - License to use the trademark AdBlue® provided by VDA QMC Germany
 - BIS Certification marks license as per IS17042: Part I:2020
 - NABL accredited QC lab with Standard ISO/IEC 17025:2017
- World-class fully automatic PLC-enabled blending operations
- High-speed end-to-end fully automatic Filling Machine
- Fully automatic Blow-Moulding machines including Recycler
- Fully Automatic Storage and Retrieval System (ASRS)
- Robust Safety and Disaster Management Systems and supports
- Installed and commissioned rooftop solar panels
- Advanced and fully equipped quality control laboratory
- Plant and exports approved by many Indian and global OEMs
- Awarded Runner-Up at 'The Machinist Super Shopfloor Awards 2022' in the 'Excellence in Manufacturing-Large' category by Times Publication Group

Chennai Plant

- Lubricant manufacturing capacity of 50,000 KL
- Fully Automatic AdBlue® manufacturing capacity of 18,000 KL commissioned during FY 2021-22
- Key certifications include:
 - ISO 9001:2015
 - ISO 14001:2015
 - IATF 16949:2016
 - ISO 45001:2018
 - IGBC Gold Certification
- State-of-the-art blending technology from ABB France— Simultaneous Metered Blender (SMB), Automated Batch Blender (ABB), completely piggable manifold, Drum Decanting Unit (DDU), all integrated by Lubcel TM Manufacturing Execution System
- Advanced Automated Storage and Retrieval System (ASRS)
- A high-tech firefighting & disaster management system
- 100% provision for solar energy for manufacturing, grey water recycling, rainwater harvesting and natural lighting through the day
- Advanced Quality Control Laboratory
- New global R&D Centre—Gulf's biggest facility globally
- Plant approved by many Indian and global OEMs
- Customer Experience Centre—the first of its kind in India



Management Discussion and Analysis (Contd.)

Opportunities and Threats

Business	Opportunities	Threats
Automotive	<ul style="list-style-type: none"> Robust prospects of India's automobile sector and overall economic growth after 2 years of relative slowdown. Adoption of new emission norms and enhanced focus on fuel efficiency Evolving technology as well as customer requirements Significant potential to ramp up rural penetration of automobiles Scope to improve our market share across growing segments including PV, LCV, Synthetic categories. Expansion of our reach across various channels and geographies as our brand strength is quite robust. 	<ul style="list-style-type: none"> Highly competitive sector Possibility of aggressive pricing and discounts being offered by competitors Sudden and sharp volatility in prices of key raw materials Prolonged slowdown in domestic automobile sales Growth of EV sector might lead to slower growth in the lubricants sector after few decades. COVID cases increase can bring lockdowns and market shutdowns for some period.
Industrial & Infrastructure	<ul style="list-style-type: none"> Development of innovative products to adapt to changing market requirements Shift in customer preferences from public transport to private transport New-age customers with an evolving mindset and brand consciousness. India can be an export hub for many categories given decent push for manufacturing by the Government. Recent Vehicle Scrappage Policy to replace old fleets with new requiring better lubricants. BS VI lubricants is also a good opportunity. 	<ul style="list-style-type: none"> Any slowdown in industrial activity can impact growth. Slower growth of the infrastructure sector Slowdown in Auto Ancillaries Aggressive pricing strategy by competitors Inability to continuously work on new product segments.
Exports	<ul style="list-style-type: none"> Potential to ramp up in existing markets and enter select attractive markets Chennai plant can cater to nearby countries more efficiently Opportunities of exporting products branded by Indian OEMs to their export markets. India can be an export hub for many products given recent push for manufacturing by the Government 	<ul style="list-style-type: none"> Any slowdown in economic activities due to global adverse events. High freight charges for exports and disrupted supply chain. Unprecedented high volatility in the forex market

Business Review

Our focus is on growth and transformation by further enhancing our brand equity, innovative products and offerings, and leveraging our robust network relationship with B2B /OEMs and with committed and passionate employees. This is reflected in the year's performance, where we continued to report excellent y-o-y revenue growth of 32.6% despite many challenges throughout the year. We saw an increase in market share in both B2C and B2B segments by delivering a yet another double digit volume growth during the year. This increase resulted from our tremendous growth in the Industrial/B2B segment, OEM Franchisee Work Shops (FWSs) and customers in the infrastructure sector.

We continue to invest in brand building and driving a strong consumer value proposition for our sub-brands in each segment. By going more vocal for local we are engaging with our customers with a region-specific approach showcased in our engagement activities. As a result, we are seeing improved demand pick up, including in rural, which lends the visibility of continued growth momentum. We are also focusing on improved customer satisfaction, creating more value, and ramping up digitisation, customer connection, and enhanced supply chain capabilities to bring more width and depth to product availability by driving distribution further.

Automotive Segment

We have developed a wide range of engine oil, gear oils, greases, Adblue® and specialities for bikes, scooters, cars, light and heavy commercial vehicles and tractors.

Bazaar

In spite of the challenges faced by the segment due to lockdowns mainly in the first quarter, there was gradual recovery as retail markets started opening especially showing high growth in personal mobility and the Commercial Vehicle Oil (CVO) segment. The growth was a result of the undertaking of strong marketing initiatives. In addition, the better margin is being contributed from the sales of our Passenger Car Motor Oil (PCMO) segment as urban centres started showing increasing traffic in return to normalcy. Our retail outlets stood at 75,000+, over 300+ auto distributors, and 30+ depots. In addition, we started to re-energise our independent workshops where we provided services through our 2000+ Car Stop and 8000+ Bike Stop locations during the year. We are also catering to the rural markets through Gulf Rural Stockists (GRS) at 1000+ locations. In conclusion we are successfully growing our pan-India distribution network by 10-15% annually.

Personal Mobility

We launched a limited-edition sports pack range across the Motorcycle and Passenger car segments featuring all of our sporting associations – MS Dhoni, Hardik Pandya, and Chennai Super Kings. With the introduction of Ultrasynt X Plus we targeted the high end passenger vehicle segment.

We continue our relationships with service aggregators such as Zomato, garage aggregators, garage cum service aggregators, multi brand car service networks and e-commerce through Amazon and Flipkart.

Many such initiatives for brand and product promotions helped us grow this portfolio in a market, which has felt pressure during the year due to lockdowns, slower rural offtake etc.

We are gaining market share in Southern India in personal mobility also with a segment wise regional approach.

Commercial Vehicles

The diesel engine oils for commercial vehicles and tractors saw very good volume growth, as we increased market share in both B2C and B2B segments. In the Commercial Vehicle Oil space, we targeted Light Commercial Vehicle (LCV) owners for our product Gulf Superfleet Turbo Mini through the digital medium for the first time. The rising activities in the construction segment increased the sales of commercial vehicles and the demand for DEO. We have established ourselves as one of the leading top 3 players in the replacement markets.

Agri Segment

The second wave of COVID-19 initially slowed down the business in rural areas and for the Agri segment as farming activities, and networks were largely impacted. As the impact lowered, we undertook various targeted BTL, distribution and customer acquisition initiatives to grow and retain our consumer bases in all key sub-segments and set up the platform to improve sales further. We launched a retail display contest for agriculture-related products like tractor engine oils, which received an enthusiastic response from our trade partners, with hundreds of retailers putting up displays of the packs and POSM (point-of-sale-material). This helped grab consumers' attention right at the beginning of the agriculture season when tractors are utilised to the maximum across farms.

Adblue®

This is a complimentary offering to CVO mainly while its usage is also mandatory in all diesel BS VI vehicles. Its a water based solution which provides environmental benefits by reducing NOx from gases emitted by vehicles. With our 2 Plants and pan-India manufacturing



Management Discussion and Analysis (Contd.)

arrangements, we are focused on delivering a very high quality Adblue to all our customers.

OEM

Over the years of operation in India, we have grown this segment from 2 to 25+ tie-ups. Our OEM business witnessed double digit growth in FY 2021-22. Our tie-ups with Ashok Leyland, Bharat Benz (Daimler), Force Motors, Mahindra, Swaraj, Bajaj, Piaggio etc. and many Industrial and Construction OEMs to supply their franchise workshops and factory fill continues to contribute to our overall business growth. We successfully managed to renew our existing contracts and secure new ones. During the year, we also entered a strategic partnership with International Tractors Limited (Sonalika), for supply of lubricants for Factory fill, their Workshop and Distribution Channel, and co-branded retail sales. We even started factory fill supplies to Hyundai Motors for some grades.

Outlook

With the rise in sales of passenger vehicles and commercial vehicles and improved economic activities the demand for our diesel engine oils and the personal mobility oils are expected to increase. The rising demand for heavy-duty vehicles will eventually drive the demand for diesel engine oils. We are working to further enhance our distribution network and our products portfolio for newer norms such as BS-VI and benefits of fuel economy etc. in the segment.

The Personal Mobility segment comprising the Passenger Car Motor Oil (PCMO) and the Motorcycle Oils (MCO) contributes to ~20-22% of our sales. Since the Pandemic struck, the consumer shift towards owning a personal vehicle continues, and the increased sales number of 4-wheeler can validate that. With increased sales of automobiles comes a higher demand for the PCMO. We have launched Gulf Ultrasynth X Plus, a fully synthetic car engine oil, to address the rising demand. With this product introduction, we continue our efforts to gain market share in the passenger car segment.

The Indian commercial vehicle industry has seen a significant increase in sales, and it is expected to grow further in FY 2022-23. This increase in sales was driven by the increased activities in construction, mining, and increased infrastructure spending by the Government. The opening up of markets and institutions also contributed to increased sales of buses. The Union Budget 2022-23 stressed on developing 25,000 kms of new highways, which will further push infrastructure spending, thus resulting in an increase in the sale of commercial vehicles. Also, some traction is being witnessed in replacement demand after a period of two years. This rise in sales

of commercial vehicles will drive the demand for Diesel Engine Oils (DEO). The DEO sales contribute to ~37-40% of our sales.

The OEM business saw an excellent growth in FY 2021-22. We are improving on every aspect and working towards not only serving our current esteemed OEMs better but also adding new OEM tie-ups for the business. We aim to achieve this by building a long-standing relationship with our OEM partners.

With the recent introduction of the vehicle scrappage policy by the Indian Government, the demand for higher quality lubricant oils is also expected to increase, which augurs well for us.

As the markets are fully open, post two years of pandemic, our theme is to "Re-establish Connect and Re-energize Growth" by bringing back the personal touch at all levels and rolling out extensive outreach programs to gain distribution which is key to growth in B2C segment. Overall, we continue to aim for 2-3x market growth which has been our past track record.

Brand Building Campaigns and New Launches

We launched our 3rd season of 'SurakshaBandhan' for truckers. The overwhelming response from the trucker community has bolstered us to carry out the initiative at a larger scale. We helped the truckers with the first and second dose of the vaccine to ensure their sound health. As on August 22, 2021, i.e., by Raksha Bandhan, 10,555 truckers across the nation were administered a vaccine dose under this initiative, making this campaign a resounding success. This helped us build a deeper bond with the community.

We also manufacture and market Adblue® for the diesel engine, commercial vehicles and cars, which uses Selective Catalytic Reduction System technology, to reduce emissions from the exhausts. Gulf Oil has been one of the pioneers in this diesel exhaust fluid in India and now we have our own worldwide VDA licence. With our state-of-the-art manufacturing and testing facilities in Silvassa and Chennai, we ensure that the best quality AdBlue® reaches our customers. Thus, helping bolster the trust in our brand. This product category is expected to grow significantly in coming years.

Industrial & Infrastructure Segment

FY 2021-22 proved to be an excellent year for the segment wherein the segment achieved its highest revenue. We further look forward to increasing our market share in industrial segment with a special focus on steel, metal working, textile sectors and also focusing on increasing our customer base with direct sales and industrial distributors.

Currently, our industrial network includes 200+ direct industry accounts and 65+ industrial distributors who supply our products to small and medium industries and users. In addition, we have a dedicated team that is responsible for catering to 500+ marquee customers at 3000+ sites in infrastructure, mining and port segments and this segment has shown consistent growth year after year for us.

Outlook

We are continuously improving our supply chain, technical support, and management process, which is enabling us to gain an edge over competitors. The industrial segment proposes high potential for growth for us as we have relatively lower market share in this. This sector will act as a catalyst for nation's growth and drive-up significant demand for lubrication need in the segment. With Government of India planning to spend significantly on building infrastructure over next decade, infrastructure segment has huge potential for lubricant growth for us.

Battery Business

The Battery Business saw de-growth by 24% due to the global supply chain disruption and bottlenecking of materials, which eventually led to stock unavailability. We sold 9.9 lakh units in FY 2021-22 compared to 14.2 lakh units in FY 2020-21. At the end of FY 2021-22, the pace of the business started to pick up compared to the first

three quarters. However, this led to our increased focus on diversifying and developing our vendors base in India and fast track our localisation efforts. We also moved away from traditional database systems to newer systems for better stock visibility and improving on inventory management and servicing. We are implementing systems to track battery life cycle to ensure better battery management and servicing, which would eventually lead to better battery disposal practices at the end of its life.

Outlook

We are optimistic about the future, and with the expected increase in two-wheeler sales, the demand for the segment is expected to rise. We are strategically investing in the business and developing our capabilities to offer excellent quality batteries with localised production to serve our customers better and rapidly ramp up our market share in 2W retail battery segment.

EV related initiatives

While its in very nascent stage in India, we are closely looking at all the value chain segments in EV ecosystem to look for areas where we can play based on strengths of our brand, distribution powers and OEM relationships. We have made two moves already by investing and partnering with Indra Technologies, UK who are into manufacturing of car chargers and Techperspect (Electreefi), a SaaS company providing software for EV Charging/ Battery swapping.

Risk Management

We have a risk management policy that comprises corporate risk, operational risk, financial risk, human resources risk, and legal and compliance risks. Our risks and mitigation strategy are summarised in the following table:

Risk	Mitigation strategy	Key stakeholders
<p>Slowing demand in key business segments Some of the segments we operate in are cyclical, exposing us to volatility in demand. Overdependence on any of these segments, slowdown in demand, along with rising competitive intensity can affect our performance.</p>	We are focusing on achieving an optimum mix of products and business segments to continue to generate better margins and high growth.	Business functions
<p>Constant upgradation in technology Technological upgrades are disrupting businesses across industries with an increasing focus on achieving higher efficiency and launching environment-friendly products. Any delay in adapting to these trends can adversely affect our performance.</p>	We track these developments regularly and respond to them proactively. Our products imbibe superior and latest lubricant technology in line with global standards. Gulf has been, in fact, pioneer, in launching some of the superior quality long drain products in Indian markets.	Technology, Global R&D
<p>Rising prominence of electric vehicles Growing acceptance of electric vehicles around the world could have some bearings on the demand for lubricants. In India, though, broad based adoption and penetration of electric vehicles is still quite some time away given the issues around infrastructure for maintaining/charging them, high cost, limited government funding and selective regulatory push. Our perspective is that the overall lubricant demand is sizable and will continue to grow in India.</p>	We are increasing overall market shares across the core lubricant segments in India, including looking at higher growth rate in industrials and increasing specialty products in the bazaar market. We are also establishing a robust diversification strategy to capture opportunities related to allied products and electric vehicles value chain.	



Management Discussion and Analysis (Contd.)

Risk	Mitigation strategy	Key stakeholders
Our inability to diversify in a timely manner can put some segments of the business to long-term risk.	Initiatives taken by Gulf Oil International to develop EV fluids and diversification into allied business areas will also help mitigate this risk.	All stakeholders
Volatility in base oil prices and the INR Sudden, adverse movements in crude oil prices and consequently in base oil prices could adversely affect our profitability. We have more imports as compared to exports and hence, we are vulnerable to adverse movements in the INR. Continuously increasing additive prices also poses a threat to profitability.	We have put in place a robust hedging policy designed by forex experts, which we monitor closely to make timely corrections, if needed. We are also increasing exports to partially have natural hedge. We established several options to source raw materials and are focused on adding new vendors to keep imported pricing under check. We are closely working with additive companies and customers continuously for better formulations.	Procurement and Finance
Inability to maintain robust IT systems Any delay on our part in maintaining and upgrading high quality, timely and reliable MIS systems can affect our decision-making process. Delay in adopting digitalisation can impact customer satisfaction.	We are adopting best-in-class, digitalised solutions across business segments to stay ahead of the curve and deliver superior service to our customers and enhance customer experience.	Information Technology
Inability to keep teams motivated Employees with low morale cannot contribute to our success. Besides, they also tend to change organisations frequently. Such a scenario can affect our performance.	We are committed to providing a growth-oriented environment for our people. We undertake several initiatives to motivate, train, retain and attract talent and have well-defined people policies in place with equal opportunities for all.	Board and Human Resource
Weakening of brand reputation Weakening share of voice and fall in brand recall is a key risk and can affect our prospects and ability to gain market share.	We invest continuously in strengthening our brands, improving brand scores, and creating high recall. We also undertake brand tracking exercises regularly. We strive to innovatively leverage our brand assets and brand ambassadors, in India and globally, to enhance visibility among customers.	Marketing
Inability to comply with regulations and/or maintain high levels of governance Any violation of regulations causes reputation risks and impacts our ability to do business, besides affecting valuations. Weaknesses in tracking regulations, enforcing compliance and audits can lead to breaches and loss of reputation.	We follow strict adherence to all applicable regulations and best-in-class governance practices.	Board of Directors, Legal and Compliance, and Finance

Human Capital

We are dedicated to taking the measures and engaging in activities required to establish a growth-oriented culture where our workers can acquire new skills and become future-ready employees. Policies such as the Code of Conduct and the Prevention of Sexual Harassment in the Workplace (POSH) instil confidence in our employees. In FY 2021-22, there were NIL sexual harassment complaints. We often communicate via town halls and numerous digital channels. Posters, danglers, team meetings, and e-mailers are included in our communication strategy. The employee intranet site is a reliable platform for employee involvement and connection.

We are continuously integrating digitalisation into our business activity and working towards improving our efficiency of employees. We have Employee Self Service

(ESS) platform that enables employees to conduct all their employee related actions. In addition, we have a robust 'Align Strive Perform Inspire Reward Enable' (ASPIRE), our web-based performance management system that enables managers and employees to conduct periodic performance reviews in fully digital mode.

Capability Building

Capability development is a continuous effort at Gulf Oil. We design and administer regular training programmes in various formats, including classroom sessions via the Gulf Oil Training and Development (GOLD) Academy and online training sessions.

Functional skills are developed for all organisational departments and incorporated into several HR activities. With the aid of this competence framework, particular skill

development initiatives are also devised and executed. This methodology enables us to identify any gaps and plan development initiatives proactively. We continue to teach personnel to apply new methods of working, which increases sales and facilitates the implementation of procedures by channel partners. In addition, the creation of internal trainers has been a major priority. Such internal trainers have effectively encouraged the new methods of working courses. Throughout the year, a total of 1042 person-days were logged for training.

Employee Stock Option Scheme (GOLIL ESOP 2015)

We believe that equity-based compensation schemes are an effective tool to motivate and reward eligible employees. These schemes create employee ownership, attract new talent, and retain the key resources in the organisation. In view of the above, we have instituted the 'GOLIL Employee Stock Option Scheme, 2015' for our eligible employees. We have granted options as per the following vesting schedule or as per modifications approved by the Nomination and Remuneration Committee from time to time:

Completion of tenure	Total grant of eligible employees
1 year	10%
2 years	15%
3 years	15%
4 years	60%

The scheme now covers several critical positions below senior management as well. The options granted under the scheme shall be based on the satisfaction of vesting conditions, which can thereafter be exercised, resulting in the allotment or issue of our equity shares.

In addition, the Company has also initiated Cash Based Long Term Incentive Plan (LTIP) for few selected key employees at various levels, those who are not covered by ESOP plan.

Employee Relations

Employee relations at the Silvassa and Chennai plants remained cordial during the year and most of the issues were resolved through mutual dialogue. Our total workforce stood at 585 as on March 31, 2022.

Internal Control Systems and Adequacy

Our internal control mechanism is designed to provide accurate recording of transactions with internal checks and prompt reporting, adherence to applicable accounting

standards, compliance with applicable statutes, policies and procedures, guidelines, and authorisations. Following the implementation of the Companies Act, 2013, we have complied with the specific requirements in terms of Section 134 (5)(e) of the Act, calling for the establishment and implementation of an Internal Financial Control (IFC) framework that supports compliance with requirements of the Act in relation to the Directors' Responsibility Statement. The IFC framework document supports the evaluation of the operative effectiveness of the controls consistently.

Through our own internal audit department, we conduct periodic audits at all locations and functions based on the plan approved by the Audit Committee. We bring out any deviation in internal control procedures. The observations arising out of the audits are periodically reviewed and compliances are ensured.

The summary of the internal audit observations and status of implementation are submitted to the Audit Committee every quarter for its review and concerns, if any, which are then reported to the Board. The statutory auditors review the efficacy and adequacy of the internal audit function as a part of their audit procedures and has full access to all the reports and findings of the internal audit.

Financial Performance

Key Highlights

Gulf Oil's revenue increased by 32.6% y-o-y to ₹ 219,164 lakhs. We achieved a Net Revenue of ₹ 219,164 lakhs and PAT of ₹ 21,108 lakhs for the year FY 2021-22 as against revenue of ₹ 1,65,221 lakhs and PAT of ₹ 20,009 lakhs, respectively, in FY 2020-21 despite partial impact of 2nd wave of Covid-19 in H1 and spiralling input costs, a sign of significant resilience in our business model.

The Board of Directors have recommended a dividend of ₹ 5.00 per equity share (i.e., 250 % on the face value of ₹ 2.00 per equity share) for the financial year 2021-22, subject to the approval of members at the Annual General Meeting. The Company has recently concluded a buyback of 14,16,667 fully paid-up equity shares of the face value of ₹ 2/- at a price of ₹ 600/- per fully paid-up Equity Shares in cash for an amount ₹ 85 crores and with the Buyback Tax of ₹ 19.80 crores paid by the Company, the total cash outflow on account of buyback was ₹ 104.80 Crores. The buyback process was completed subsequent to the year-end on April 25, 2022, and 14,16,667 shares have been extinguished.



Management Discussion and Analysis (Contd.)

	Year ended March 31, 2022 (₹ in lakhs)	Year ended March 31, 2021 (₹ in lakhs)	Growth % y-o-y (%)
Revenue	2,19,164	1,65,221	32.6
EBITDA	28,549	26,519	7.7
PBT	28,434	26,874	5.8
PAT	21,108	20,009	5.5
EPS (Basic)	41.89	39.86	5.1

Revenues

Revenue stood at ₹ 2,19,164 lakhs in FY 2021-22 from ₹ 1,65,221 lakhs in FY 2020-21. Covid-19 (2nd wave) induced partial lockdowns created a slight economic slowdown in Q1. However, we achieved positive Revenue even in this period, supported by a significant recovery in economic activities from quarter 2 of the year and due to excellent volume growth of ~17% and series of price increases due to input costs going up resulted in Revenues growing by 32.6%.

Breakup of various cost items as a % of sales

	Year ended March 31, 2022		Year ended March 31, 2021	
	₹ lakh	%	₹ lakh	%
Sales	2,19,164	100	1,65,221	100
Cost of goods sold	131,208	59.86	88,896	53.80
Employee Benefit Expenses	11,678	5.33	11,646	7.05
Manufacturing & Other Expenses	47,729	21.78	38,159	23.10
Total Expenses	1,90,615	86.97	1,38,702	83.95
EBITDA	28,549	13.03	26,519	16.05
Other Income	4,419	2.02	5,206	3.15
Finance Costs	962	0.44	1,464	0.89
Depreciation/Amortization	3,572	1.63	3,387	2.05
Profit Before Tax (PBT)	28,434	12.97	26,874	16.27
Tax Expenses	7,326	3.34	6,865	4.16
Profit After Tax (PAT)	21,108	9.63	20,009	12.11

a. Cost of goods sold

Cost of goods sold increased by 47.60% to ₹ 131,208 lakhs in FY 2021-22 from ₹88,896 lakhs in FY 2020-21, mainly due to a sharp increase in base oil prices which is key raw material for lubricants manufacturing and significant increase in other inputs like additives etc. As a result, cost of goods sold as a percentage to Net Revenue has also increased from 53.8% in FY 2020-21 to 59.86% in FY 2021-22.

b. Manufacturing and other expenses

Manufacturing & other expenses increased by 25.08% to ₹47,729 lakhs in FY 2021-22 from ₹38,159 lakhs in FY 2020-21. The increase is mainly on account of an increase in Advertising and Sales Promotion by ₹371 lakhs, an increase in Selling and Marketing Expenses by ₹5,426 lakhs, increase in freight & forwarding expenses by ₹2,667 lakhs.

c. Employee benefit expenses

Increased marginally by 0.27% to ₹11,678 lakhs in FY 2021-22 from ₹11,646 lakhs in FY 2020-21 mainly

on account of increase in usual increments resulting in increase in payroll cost by ₹226 lakhs.

d. Finance costs

Finance costs decreased to ₹962 lakhs in FY 2021-22 from ₹1,464 lakhs in FY 2020-21, which mainly includes a forex loss of ₹361 lakhs in the current year due to sharp rupee depreciation (post Russia & Ukraine war) as against forex gain of ₹358 lakhs in previous year. Also there was an increase in interest on short-term bank borrowings by ₹1,243 lakhs during FY 2020-21 due to higher working capital linked short term borrowings.

e. Depreciation/amortization charge

Depreciation/amortization charges marginally increased to ₹3,572 lakhs in FY 2021-22 from ₹3,387 lakhs in FY 2020-21, mainly due to depreciation charges on assets capitalized at both plant locations, depreciation charges on intangible assets capitalized during the current year & also due increase in depreciation in respect of the new right of use assets.

Balance Sheet

(₹ in lakhs)

Particulars	As of March 31, 2022	As of March 31, 2021	Change
Assets			
Fixed Assets	27,618	25,735	1,883
Other Non-current assets	6,904	5,937	967
Cash and Bank Balances	57,439	49,560	7,879
Current assets	87,281	63,321	23,960
Total	1,79,242	1,44,553	34,689
Equities & Liabilities			
Share Holder's funds/ Net Worth	104,270	86,938	17,332
Non-current liabilities	3,853	2,463	1,390
Short Term Borrowings	35,700	19,795	15,905
Current liabilities	35,419	35,357	62
Total	1,79,242	1,44,553	34,689

Capital Employed

During FY 2021-22, capital employed increased to ₹ 1,79,242 lakhs from ₹1,44,655 lakhs in line with surge in business operations due to normalcy post-pandemic and increase in working capital consequently.

Fixed Assets

Net block of fixed assets (including CWIP) increased by ₹1,883 lakhs to ₹27,618 lakhs in FY 2021-22 from ₹25,735 lakhs in FY 2020-21, mainly due to the addition of tangible assets at both plant locations net of usual depreciation charge on tangible assets (PPE) and also major addition in "Right of Use Assets" net of amortization effects on "Right of Use Assets" due to Accounting Standard Ind-AS-116 on Leases.

Other Non-Current Assets

Other Non-Current Assets at the end of FY 2021-22 increased by ₹967 lakhs to ₹6,904 lakhs from ₹5,937 lakhs at the end of FY 2020-21, mainly due to equity investment of ₹1,450 lakhs made by us in TechPerspect Software Private Limited (TSPL) towards the acquisition of 3,699 equity shares representing 26% of Equity Share Capital (on a fully diluted basis) during the year. TSPL is a SaaS company (engaged in implementing software and IoT-based eMobility Solutions Electric Vehicle (EV)) segment.

Cash and Bank Balances

Cash and Bank Balance increased by ₹7,879 lakhs and stood at ₹57,439 lakhs at the end of FY 2021-22 as compared to ₹49,560 lakhs at the end of FY 2020-21, demonstrating a very healthy cash position & liquidity strength.

Current Assets

On account of increased revenues, higher inventory valuation due to rising input costs and liquidity challenges with channel / other customers, the Current Assets at the end of FY 2021-22 Increased by ₹23,960 lakhs to ₹87,281 lakhs from ₹63,321 lakhs at the end of FY 2020-21.

The overall inventory increased by ₹9,979 lakhs to ₹47,630 lakhs in FY 2021-22 from ₹37,651 lakhs in FY 2020-21. Trade Receivables increased by ₹10,697 lakhs from ₹18,896 lakhs in FY 2020-21 to ₹29,593 lakhs in FY 2021-22. Other Current Assets increased by ₹3,214 lakhs from ₹5,822 lakhs in FY 2020-21 to ₹9,036 lakhs in FY 2021-22.

Net Worth

Net Worth at the end of FY 2021-22 increased by ₹17,332 lakhs to ₹ 1,04,270 lakhs from ₹86,938 lakhs as of FY 2020-21.

Increase in Share Capital by ₹2 lakhs in FY 2021-22 at ₹1,008 lakhs from ₹1,006 lakhs as of FY 2020-21, mainly due to the issue of 1,17,746 shares under equity stock options.

Other Equity has increased by ₹17,330 lakhs in FY 2021-22 at ₹1,03,262 lakhs from ₹85,932 lakhs as of FY 2020-21, mainly on account of Profit After Tax of ₹21,108 lakhs for FY 2021-22 and net off payment of Final dividend for FY 2020-21 amounting to ₹4,538 lakhs.

Non-Current Liabilities

Non-Current liabilities at the end of FY 2021-22 increased by ₹1,390 lakhs to ₹3,853 lakhs from ₹2,463 lakhs as of FY 2020-21, mainly due to an increase in lease liabilities

Management Discussion and Analysis (Contd.)

by ₹1,490 lakhs & decreased in deferred tax liabilities by ₹ 72 lakhs.

Current Liabilities (Including short term borrowings)

Trade payables have decreased by ₹1,907 lakhs to ₹27,074 lakhs in FY 2021-22 from ₹28,981 lakhs in FY 2020-21.

Short term borrowings have also increased by ₹15,905 lakhs at the end of FY 2021-22 at ₹35,700 lakhs over previous year FY 2020-21 of ₹19,795 lakhs due to higher working capital as explained above.

Further, we have a net cash (net of short-term debts) of ₹21,739 lakhs as at March 31, 2022 as against net cash balance of ₹29,765 lakhs as of March 31, 2021 thus demonstrates that we continue to remain Net Debt free as at March 31, 2022.

Cash flow

The table below summarizes our cash flow for the periods indicated (Please refer cash flow statement for more details)

	As of March 31, 2022	As of March 31, 2021
Net cash generated from operating activities	2,373	19,350
Net cash generated/(used) in investing activities	1,731	2,952
Net cash generated/(used) in financing activities	9,815	27,724
Net change in Cash and Cash Equivalents	5,712	5,422

Financial Ratios

Key Ratios	As of 31 March, 2022	As of 31 March, 2021
Debtors Turnover (Times)	9.04	8.79
Inventory Turnover (Times)	3.08	2.52
Interest Coverage Ratio (Times)	17.41	15.80
Current Ratio (Times)	2.03	2.05
Debt Equity Ratio (Times)	0.34	0.23
Operating Profit Margin (%)	11.63	14.00
Net Profit Margin (%)	9.63	12.11
Return of Equity (ROE-%)	22.08	24.54

Associate Company

During the financial year 2021-22, TechPerspect Software Private Limited ("TSPL") became as associate of the Company.

With an objective to enhance the Company's presence and capabilities in the e-mobility, the Company has acquired 26% of the paid-up share capital (on a fully diluted basis) of TSPL during the financial year 2021-22. The acquisition has been completed on March 10th, 2022, making TSPL an Associate of the Company with effect from the said date.

Increase in other financial liabilities by ₹294 lakhs to ₹1,929 lakhs in FY 2021-22 from ₹1,635 lakhs in FY 2020-21.

Increase in other current liabilities by ₹1,314 lakhs mainly due to increase in statutory dues payable by ₹373 lakhs & also increase in Contract liabilities by ₹991 lakhs.

Liquidity

We broadly define liquidity as our ability to generate sufficient funds from both internal and external sources to meet our obligations and commitments. Our primary liquidity requirements have been to finance our working capital requirements for our operations and for capital expenditures and investments. We have financed our capital requirements primarily through funds generated from our operations.

Accordingly, the Company has first time prepared the consolidated financial statement. The performance and financial position of the Associate company for the financial year ended March 31st, 2022 in the prescribed format AOC-1 as per **Annexure-II** to the Board's Report.

Board's Report

Dear Members,

The Board of Directors of Gulf Oil Lubricants India Limited ("the Company" or "your Company") is pleased to present their 14th Annual Report on the business and operations of the Company along with the Audited Financial Statements of the Company for the financial year ended March 31st, 2022 ("financial year under review" or "financial year 2021-22").

1. FINANCIAL SUMMARY AND OPERATIONAL HIGHLIGHTS

Particulars	Standalone	Standalone	(₹ in Lakhs)
	For the year ended March 31, 2022	For the year ended March 31, 2021	Consolidated For the year ended March 31, 2022
Revenue from Operations	2,19,163.88	1,65,220.51	2,19,163.88
Profit before finance cost, depreciation & tax	32,967.56	31,724.61	32,967.56
Less: Finance Costs	961.86	1,463.63	961.86
Profit before depreciation & tax	32,005.70	30,260.98	32,005.70
Less: Depreciation/Amortization	3,571.93	3,386.93	3,571.93
Profit before share of net profit/(loss) in associate accounted using equity method	28,433.77	26,874.05	28,433.77
Share of net loss of associate accounted using equity method	-	-	(1.96)
Profit Before Taxation	28,433.77	26,874.05	28,431.81
Taxation			
Current Tax	7,455.20	6,985.26	7,455.20
Deferred Tax	(129.03)	(119.79)	(129.03)
Profit After Taxation	21,107.60	20,008.58	21,105.64
Balance brought forward from previous year	60,515.32	51,964.86	60,515.32
Appropriations			
Interim Dividend declared and paid on Equity Shares for FY-19-20	-	(3,507.40)	-
Interim Dividend paid on Equity Shares for FY-20-21	-	(3,521.68)	-
Final Dividend paid on Equity Shares	(4,538.46)	(3,512.40)	(4,538.46)
Other Comprehensive Income (OCI)	32.91	13.97	32.91
ESOP Adjustment	-	69.39	-
Transfer to General Reserve	(1,000.00)	(1,000.00)	(1,000.00)
Balance Carried to Balance Sheet	76,117.37	60,515.32	76,115.41

2. OPERATIONAL PERFORMANCE / STATE OF AFFAIRS

Financial Performance

The Company has demonstrated strong resilience during yet another challenging year impacted by 2nd and 3rd wave of Covid 19 and Russia Ukraine crisis during different parts of the year by delivering growth in Revenues, PBT and PAT over the previous year. This has been achieved in spite of significant market and cost challenges as well as major global supply chain disturbances all through the year.

Net revenues for the year 2021-22 was ₹ 2,19,163.88 lakhs (₹ 1,65,220.51 lakhs in the previous year), Profit before tax for the financial year 2021-22 was ₹ 28,433.77 lakhs (₹ 26,874.05 lakhs in the previous year). Profit after tax for the financial year 2021-22 was ₹ 21,107.60 lakhs (Previous year ₹ 20,008.58 lakhs)

resulting in an Earnings Per Share (Basic) of ₹ 41.89 (Previous year ₹ 39.86).

Management Discussion and Analysis

The Management Discussion and Analysis for the financial year under review, as stipulated under Regulation 34(2)(e) read with Part B of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is presented in a separate section and forms part of this Annual Report. It provides mandatory disclosures required under the SEBI Listing Regulations comprising of inter-alia details about the overall industry structure, economic scenarios, operational and financial performance of the Company, business strategy, internal controls and their adequacy, risk and

concerns and other material developments during the financial year 2021-22.

Impact of COVID -19 and Russia Ukraine crisis

The COVID-19 pandemic continued to be a global challenge creating disruption across the world. While the global economy showed early signs of recovery in the beginning of 2021, the repeated waves of COVID infection overwhelmed the Country's health infrastructure and resulted in restrictive movement of goods and people in the Country during some part of the financial year under review. This led to rise in inflation impacting recovery across all major economies and dented the pace of economic activity globally.

The pandemic impacted the Lubricant Industry in both positive and negative ways. On one hand, it has increased financial pressure on a lot of companies in the industry. On the other hand, it has accelerated some key transformations within the Lubricant Industry viz. technology integration to drive efficiencies etc. Digital solutions and usage of technology has become essential for making supply chains more robust, driving end-to-end visibility, ensuring data security and real-time product traceability, and improving government industry collaboration as we are preparing for the future.

Thus Russia Ukraine crisis in last quarter of the financial year under review further impacted supply chain globally and most critically Oil and Gas sector forcing crude oil prices to multi year high.

Despite these challenges, we also saw many tailwinds in our business. Opening of the economy spurred growth in most of our end markets. Leveraging on the trends emerging from the external environment, we continue to enhance our focus on delivering value through customised integrated solutions, new customer acquisitions and operational excellence and drive technology investments to maintain profitable growth and improve scalability of our businesses in the prevalent economic scenario.

3. DIVIDEND FOR FINANCIAL YEAR 2021-22

The Board of Directors are pleased to recommend dividend of ₹ 5/- (Gross) per equity share of the face value of ₹ 2/- per share (being 250 % on face value) for the financial year 2021-22, payable to those Members whose names appear in the register of members and list of beneficial owners at the close of business hours on Friday, September 9th, 2022.

The dividend on Equity Shares is subject to the approval of the Shareholders at the 14th Annual General Meeting ("AGM") scheduled to be held on Friday, September 16th, 2022. The dividend once approved by the Shareholders will be paid on or after Saturday, September 17th, 2022.

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 10th, 2022 to Friday, September 16th, 2022 (both days inclusive) for payment of the dividend for the Financial Year 2021 – 22.

The Dividend payout is as per the Dividend Distribution Policy of the Company.

Taxation on Dividend

As per the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 01st, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders. The Company shall, therefore, be required to calculate deduction of tax at source (TDS) at the time of payment of dividend at the applicable rates.

Transfer to Reserves

During the year, Board has approved the appropriation of ₹ 1,000 lakhs to General Reserves. (Previous year ₹ 1,000 lakhs).

Dividend Distribution Policy

The Company has adopted a Dividend Distribution Policy in compliance with Regulation 43A of the SEBI Listing Regulations. The Policy is enclosed herewith as **Annexure-I** and forms part of this Annual Report. The Dividend Distribution Policy is also placed on the Company's website and can be accessed from the weblink: <https://www.gulfoilindia.com/investors/investor-information/policies/>.

During the financial year under review, there were no amendments in the Dividend Distribution Policy of the Company.

Transfer of unpaid dividend/unclaimed shares to Investor Education and Protection Fund ("IEPF"):

Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred

by the Company to the Investor Education and Protection Fund (“IEPF” or “Fund”) established by the Central Government, after completion of seven years from the date the dividend is transferred to unpaid/unclaimed account maintained by the Company. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

The Company had during the year under review sent individual notices and also advertised in the newspapers seeking action from the members who have not claimed their dividends for seven consecutive years or more. Thereafter, the Company had transferred the interim dividend declared for the financial year ended March 31st, 2015 and shares in respect of which dividend declared for the financial year 2014-15 and onwards had remained unpaid or unclaimed for seven consecutive years to Investors Education and Protection Fund established under sub-section (2) of section 125 of the Companies Act, 2013 (“Act”) read with IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, within statutory timelines.

Members/claimants whose shares or unclaimed dividend, have been transferred to the IEPF demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF – 5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time.

Further, the Company shall transfer the final dividend declared for the financial year ended March 31st, 2015 and shares in respect of which dividend declared for the financial year 2014-15 and onwards which remains unpaid or unclaimed for seven consecutive years to Investors Education and Protection Fund established under sub-section (2) of section 125 of the Act read with IEPF Rules, 2016, within statutory timelines, if not claimed by the concerned shareholders in time. Members are requested to ensure that they claim the dividends before they are transferred to the said Fund. The due dates for the transfer of unclaimed dividends to IEPF are provided in the report on Corporate Governance.

Details of shares/shareholders in respect of which dividend has not been claimed, are provided on the website of the Company at <https://www.gulfoilindia.com/investors/investor-information/unpaid-dividend/>.

The shareholders are encouraged to verify their records and approach KFin Technologies Limited (Formerly known as “KFin Technologies Private Limited”), the Company’s Registrar and Share Transfer Agent (“RTA” or “KFin”) for claiming their dividends of all the earlier seven years, if not claimed.

4. SHARE CAPITAL

During the financial year 2021 – 22 there has been a change in the paid-up equity share capital due to equity shares being allotted to eligible employees under Gulf Oil Lubricants India Limited - Employee Stock Option Scheme- 2015. The equity shares issued and allotted during the financial year under review rank pari-passu with the existing equity shares of the Company in all respects.

There was no change in the authorized capital of the Company during the financial year under review. As of March 31st, 2022, the Authorized Share Capital and the Issued, Paid-up and Subscribed Capital of the Company stood as:

i. Authorized Share Capital:

₹ 10,46,27,228/- (Rupees Ten Crores Forty-Six Lakhs Twenty Seven Thousand Two Hundred and Twenty Eight Only) divided into 5,23,13,614 (Five Crores Twenty Three Lakhs Thirteen Thousand Six Hundred and Fourteen) Equity shares of ₹ 2/- each.

ii. Issued, Paid-up and Subscribed Capital:

₹ 10,08,54,546/- (Rupees Ten Crores Eight Lakhs Fifty-Four Thousand and Five Hundred and Forty-Six Only) divided into 5,04,27,273 (Five Crores Four Lakhs Twenty-Seven Thousand Two Hundred and Seventy-Three Only) Equity shares of ₹ 2/- each.

BUY BACK OF EQUITY SHARES

During the year under review, the Company announced buy back of 14,16,667 fully paid-up equity shares of face value of ₹ 2/- each, constituting up to 2.8% of the issued, subscribed and paid-up equity share capital of the Company as on March 31st, 2021. The Buy Back was undertaken on a proportionate basis, from the fully paid-up Equity Shareholder(s) / beneficial owner(s) of the Equity Shares of the Company as on February 21st, 2022, by way of a Tender Offer for cash at a price of ₹ 600/- (Rupees Six Hundred only) per Equity Share for an aggregate amount up to ₹ 85,00,00,200/- excluding transaction

cost(s), pursuant to Board of Directors approval accorded at their Meeting on February 09th, 2022. The Buyback Size was 9.8% of the aggregate paid-up equity share capital and free reserves (including securities premium account) as per the last audited financial statements of the Company as on March 31st, 2021 and was within the statutory limits of 10% of the total paid-up equity share capital and free reserves (including securities premium account) as per the last audited financial statements of the Company for financial year ended March 31st, 2021. Settlement of buyback bids were completed on April 20th, 2022. The buy-back process was completed and the 14,16,667 shares were extinguished on April 25th, 2022. Post buyback paid-up equity share capital of the Company stood at ₹ 9,80,21,212/- consisting of 4,90,10,606 equity shares of the face value of ₹ 2/- each.

5. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Vigil Mechanism as envisaged in the Act, the Rules framed thereunder and the SEBI Listing Regulations, is implemented through the Company's Whistle Blower and Vigil Mechanism Policy. The Company's vigil mechanism provides for adequate safeguards against victimisation of the Employees and Directors of the Company to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Codes and Policies, instances of leak/suspected leak of unpublished price sensitive information, accounting or auditing irregularities or misrepresentations, fraud, theft, bribery and other corrupt business practices, etc.

All protected disclosures concerning financial or accounting matters should be addressed, in writing, to the Chairperson of the Audit Committee of the Company for investigation. In respect of all other protected disclosures, those concerning the Ombudsman and employees at the levels of Senior Vice Presidents and above should be addressed to the Chairperson of the Audit Committee of the Company and those concerning other employees should be addressed to the Ombudsman of the Company. The Ombudsman may refer the matter to the Chairperson of the Audit Committee depending upon the importance of the matter.

During the financial year under review, no personnel was denied access to the Chairperson of the Audit Committee of the Board. An update on whistle blower complaints is provided to the Audit Committee of the

Company on a quarterly basis. No whistle blower complaints were received during the financial year under review.

The Whistle Blower and Vigil Mechanism Policy of the Company is available on the website of the Company and can be accessed at the web link: <https://www.gulfoilindia.com/investors/investor-information/policies/>.

6. RESEARCH & DEVELOPMENT

Automobile sector recovery was marred by supply side challenges. In this difficult period, our R&D Centre is working hard on technology solutions addressing market needs, futuristic lubricants and assist OEM businesses. Cost effective product range across the segment are need of the hour given overall market scenario. Keeping this in mind Gulf Oil ensured that the product range introduced comes with strong performance claims and yet is cost competitive meeting the required specification for respective segments.

The Company has been at the forefront in launching longer drain products in the Indian lubricant market and such longer drain products in addition to providing more value to the customers also help in reducing carbon footprint and protection of environment by prolonging the usage of lubricating oils.

The company is now geared towards the next level which demands for fuel economy lubricant and also working to adopt the evolution of e-mobility. We are ready with EV fluids such as transmission lubricants, coolants, greases and brake fluids with possible product differentiation attributes for the future electric vehicle models.

The Company continues to introduce the lubricants with latest specifications for commercial vehicles, passenger cars, motorcycles and scooters year after year. It adopts its new global products by testing & validating the formulations suiting to local operating conditions based on locally available raw materials. The top tier products aimed at fuel economy benefit, ensures improved fuel economy vs industry standards while protecting the durability of engines/equipment to reduce the carbon footprint.

We are working closely with various B2B customers and OEMs in Automotive and Industrial segment. We have established various customised products for varied applications. This includes Engine oil, Transmission oil, Greases, Hydraulic oils, Industrial lubricants, Metal working fluids etc.

7. SUBSIDIARIES/JOINT VENTURE/ASSOCIATES

Subsidiary Company

The Company has no subsidiary companies within the meaning of Section 2(87) of the Companies Act, 2013.

Associate Company

During the financial year 2021-22, TechPerspect Software Private Limited ("TSPL") became an associate of the Company.

With an objective to enhance the Company's presence and capabilities in the e-mobility, the Company has acquired 26% of the paid-up share capital (on a fully diluted basis) of TSPL during the financial year 2021-22. The acquisition has been completed on March 10th, 2022, making TSPL an Associate of the Company with effect from the said date.

TSPL is engaged in the business of SaaS & backend software development kit and API integration apps for charging management software platform for EV charging, battery swapping, EV fleet management, smart charging with load management, park and charge, V2G including a backend platform and frontend mobile apps.

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared the consolidated financial statement which is a part of the Annual Report. The performance and financial position of the Associate company for the financial year ended March 31st, 2022 in the prescribed format AOC-1 is attached as **Annexure-II** to the Board's Report.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements, has been placed on the website, <https://www.gulfoilindia.com/investors/financials/annual-reports/>.

8. HUMAN RESOURCES / INDUSTRIAL RELATIONS AND ESOP SCHEME

We take care of people & people take care of the Business.

FY 2021-22 was yet another challenging year for our people. All of us were affected by the pandemic in different ways. The year was a mix of getting back to normal operations as well as part of the year under lockdown. We have quickly adopted the new ways of working – rethinking and reshaping our business.

As we worked with speed and agility to respond to the unexpected events during the year, we continued to nurture a culture in which our people can thrive and to prepare our people for the future of work. The company drives its all human capital interventions based on the Group guiding principles & Brand values. The protocols set during the COVID period for safe working were continued & the organisation extended all the necessary support to the employees to facilitate the remote working. The various guidelines were issued from time to time to facilitate the process of smooth operations of our sales teams, plant teams, depot teams including the travel guidelines & operating procedures during market visits, thereby reducing the risk to our employees. We have best in class medical cover as part of the medical benefit programme covering the employees, their immediate families as well as the parents. The on-site vaccination programmes for the employees, their families & the business associates has helped to accelerate the coverage of the national vaccination programme. The company provided the medical cover for the business associates (DSRs- Distributor Sales Representatives) with the necessary medical support during pandemic. The organisation continues its journey of becoming more agile by transforming more flexible ways of working. The continuous communication & engagement with the employees was ensured on various related topics.

As we continued to work remotely given the surge in Covid-19 cases during the second and third wave, the safety and health of our team members were of paramount importance. Even in these trying times, we ensured seamless operations and timely deliveries, while maintaining high-quality standards.

Preparing for the future

Keeping employees informed, connected and engaged has always been crucial to our people strategy. We remain focused on building trust through a culture of openness, conversations and opportunities to speak up. We have extensive online learning programmes (GOLD Academy) not only to enable our people to upskill and reskill for their roles but also to help them prepare for the changing landscape of work. We continue to build organisational capabilities with clear focus on functional learning priorities to make our people future-fit and purpose-led. We have been able to engage employees, ensure their wellbeing and cater to diverse learner needs through Web based Trainings (WBT), self-paced modules, virtual learning journeys,



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social learning in addition to Live on Class Room (LOC) & Class Room Training (CRT) programmes.

We continued investing in our touchless & remote Hiring and Onboarding to make it more seamless and automated experience. These initiatives helped us navigate the pandemic effectively. Post selection, the offer roll-out process, document collection and verification as well as onboarding were done remotely. New employees were onboarded via virtual sessions. They were enabled to be productive from the first day as we provided them with the necessary infrastructure in a work from home situation.

Our half yearly & annual ASPIRE (Align, Strive, Perform, Inspire, Reward, Enable) review process of performance management enables the employees to achieve superior performance.

We continually strive to provide a range of options for better financial and social security, including efficient tax-management options through flexi compensation structure, Medical and personal Accident insurance, Group Term Insurance Programme. We have organized periodic webinars on importance of insurance and investment awareness. We provide long-term incentives (LTI) by granting ESOP (Employee Stock Option) and Cash based LTI (Long Term Incentive) plans. Our LTI plans are aimed at motivating and retaining key talent. We continue to drive a high-performance and growth-oriented culture through our variable pay & incentive programs. Our management compensation is closely aligned with organizational objectives and priorities and rewards higher performance.

During the financial year under review, the Company has also initiated Cash Based Long Term Incentive Plan (LTIP) for few selected key employees at various levels, those who are not covered by ESOP plan.

Employees Stock Option Scheme:

Employee Stock Options have been recognised as an effective instrument to attract and retain talent and align the interest of employees with that of the Company, thereby providing an opportunity to the employees to participate in the growth of the Company and to create long-term wealth in the hands of employees. Grant of share-based benefits to employees is a mechanism to align the interest of the employees with those of the Company, to provide them with an opportunity to share the growth of the Company.

The Company has in force Gulf Oil Lubricants India Limited- Employees Stock Option Scheme-2015 (GOLIL-ESOP Scheme). The scheme was approved by shareholders vide a special resolution passed through postal ballot on May 13th, 2015. During the financial year 2021–22 the Stakeholder Relationship Committee, upon exercise of Options by the employees, allotted 1,17,746 equity shares to the eligible employees of the Company, as per the terms and conditions of GOLIL-ESOP Scheme. The total Stock Options outstanding as of March 31st, 2022, are 9,67,618.

The Company has received a certificate from M/s BS & Company, Company Secretaries LLP, Practising Company Secretaries that GOLIL-ESOP Scheme have been implemented in accordance with SEBI Regulations and the resolution passed by members through postal ballot. The certificate will be placed at the 14th AGM for inspection by members.

The GOLIL-ESOP scheme is in compliance with SEBI regulations. As per Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, read with Securities and Exchange Board of India circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16th, 2015, the details of the ESOS are uploaded on the Company's website <https://www.gulfoilindia.com/investors/investor-information/investor-disclosures/>.

During the financial year under review, the company has granted options to selected key employees covering below senior management as well. The options granted under the scheme shall be based on the satisfaction of vesting conditions, which can thereafter be exercised, resulting in the allotment or issue of our equity shares.

9. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company has in place a policy on Prevention of Sexual Harassment at Workplace, which is in line with requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). The objective of this policy is to provide an effective complaint redressal mechanism if there is an occurrence of sexual harassment. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

During the year under review, no cases were filed under the POSH Act.

10. REMUNERATION POLICY FOR THE BOARD AND SENIOR MANAGEMENT

The Board on the recommendation of the Nomination and Remuneration Committee (“NRC”), adopted a Remuneration policy entailing Executive Remuneration Philosophy, which covers the remuneration philosophy of the Directors, KMP and Senior Management of the Company.

The salient features of the policy are provided in the “Report on Corporate Governance” **Annexure-III** to this Report. During the financial year under review, there has been no change to the Policy. The Remuneration policy has been uploaded on the website of the Company and can be accessed at the weblink: <https://www.gulfoilindia.com/investors/investor-information/policies/>.

11. CORPORATE SOCIAL RESPONSIBILITY (“CSR”) AND RELATED MATTERS

Your Company is at the forefront of CSR and sustainability initiatives and practices. Your Company believes in making lasting impact towards creating a just, equitable, humane and sustainable society. Your Company has been involved with social initiatives in various activities in the field of ecology & environment, skill development, & education, healthcare and road safety initiatives etc. The CSR policy of the Company sets out our commitment & overall approach towards the CSR activities. The Company is instilled and guided by the values of our Group Founder, Shri. Parmanand Deepchand Hinduja’s belief, “My dharma (duty) is to work so that I can give”.

The Company has continued its multi year Programmes under CSR initiatives in the area of water conservation, vocational training & education, road safety and promoting healthcare in and around its area of operations and local area at Silvassa, DNH and Ennore, Chennai as detailed below. In addition, a significant part of its CSR budget for the financial year 2021 – 22 have been diverted towards Covid-19 related CSR measures to provide much needed resources to society at large in the fight against ongoing pandemic. These projects are in accordance with Schedule VII of the Companies Act, 2013 and Company’s CSR policy:-

Lake Restoration: The Company has taken up the Lake Restoration project in Chennai. The first project taken up was “Sathankadu Lake Rejuvenation and Restoration Project” with help from Chennai municipal Corporation which is located 10 Kms from our Ennore

Plant. The project scope consists of cleaning the lake from non degradable trash, bund fencing, lake recharge wells and developing the percolation trench, plantation & aesthetic development. The project is completed & handed over to the community. During the FY 2021-22, the Company has taken up one more lake restoration project “Ariyalur Tank Rejuvenation and Restoration Project” with help from Chennai Municipal Corporation. The lake is located 10.5 Kms from our Ennore Plant. The work is in full swing & the project is expected to be completed by October’ 2022.

Safe Drinking Water ATM: The Company has established two Safe Drinking Water ATMs at Ennore, Chennai with technical support from Sarvajal Piramal and Hinduja Foundation. The water ATMs are equipped with Watershed building, purification equipment and borewell. Water ATMs will have a recharge bore to recharge groundwater using backslash water and rooftop harvesting. The Company aims these ATMs to be net Water Positive. Both the plants are operational at break even & handed over to the community.

Mobile Medical Unit: The Company continued its support for the mobile medical unit during the current year in the remote villages near Silvassa, DNH. This CSR project provides much needed free medical support to the tribal population residing in the villages near Silvassa. The programme is administered through “Rogi Kalyan Samiti” constituted under the direct supervision of Medical Officer Silvassa & Vinobha Bhawe Hospital, Silvassa. The state-of-the-art medical facilities available to the villagers free of cost, in the mobile van which includes the diagnostic facility, laboratory test and medicine dispensing. During the Covid period, the MMU has been converted into a Mobile Covid Care Centre.

Kushal Mechanic Program: To make a positive impact on the Mechanics, the Company’s initiative on vocational training known as “Kushal Mechanic Program” for two-wheeler mechanics who are lacking in formal education and training has continued although changed to an Online program due to social distancing norms during the pandemic. The Company has changed the training mode delivery to online training. The company also aims to start the similar programme covering four wheeler mechanics in near future with all India coverage.

Other Programs: During the pandemic crisis, a few more community support programmes were undertaken such as COVID Kavach- medical

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insurance support, vaccination camps etc. Some more initiatives includes – Rural Development Programme.

CSR Spend

During the financial year under review, the Company has spent ₹ 539 lacs towards CSR activities as stipulated under Schedule VII of the Act. There is no unspent CSR expenditure as on March 31st, 2022.

CSR Policy

The Board has, pursuant to the recommendation of the CSR Committee, adopted a CSR Policy. The CSR policy can be accessed through the weblink: <https://www.gulfoilindia.com/investors/investor-information/policies/>.

The scope of the CSR Policy is as under:

- i. Planning Project or programmes which the Company plans to undertake, falling within the purview of Schedule VII of the Act;
- ii. Monitoring process of such project or programmes.

Further, in terms of the amended CSR Rules, the Chief Financial Officer has certified that the funds disbursed for CSR have been used, for the purpose and in the manner approved by the Board for financial year 2021-22.

Annual Report on CSR

The Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended March 31st, 2022, in accordance with Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 ("CSR Rules") is set out in **Annexure-IV** to this Report.

12. MEETINGS OF THE BOARD AND COMMITTEES OF THE BOARD

During the financial year under review, six (6) Board Meetings were convened and held and the details of which are given in the Report on Corporate Governance, which forms part of this Report. The intervening gap between the meetings was within the period prescribed under the Act and the SEBI Listing Regulations. The Committees of the Board usually meets the day before or on the day of the formal Board meeting, or whenever the need arises for transacting business.

13. COMMITTEES OF THE BOARD

The Company has six Board Committees as of March 31st, 2022:

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Stakeholders' Relationship Committee
- 4) Risk Management Committee
- 5) Corporate Social Responsibility Committee
- 6) Buyback Committee

Details of all the Committees along with their main terms, composition and meetings held during the financial year under review are provided in the Report on Corporate Governance, forming part of this Report.

14. DIRECTORS & KEY MANAGERIAL PERSONNEL

As of March 31st, 2022, the Board of your company consists of six (6) Directors comprising of a Managing Director (Executive Director), two (2) Non-Executive Non-Independent Directors, and three (3) (i.e. 50%) Non-Executive Independent Directors.

Director Retiring by Rotation

During the year under review, as per the provisions of the Act and the Articles of Association of the Company, Mr. Shom Ashok Hinduja (DIN: 07128441) Non-Executive Director retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers his candidature for re-appointment as a Director.

The Board of Directors at their Meeting held on May 21st, 2022 based on the recommendation of Nomination and Remuneration Committee, has proposed the re-appointment of Mr. Shom Ashok Hinduja for approval of the shareholders at the ensuing AGM of the Company.

The Board is of the opinion that Mr. Shom Ashok Hinduja possess the requisite knowledge, skills, expertise and experience to contribute to the growth of the Company.

Profile and other information of Mr. Shom Ashok Hinduja as required under Regulation 36 of SEBI Listing Regulations, 2015 and Secretarial Standard - 2 are given in the Notice of the 14th AGM of the Company. The above proposal for re-appointment form part of the Notice of the 14th AGM and the relevant Resolution is recommended for approval of the Members of the Company.

The Managing Director & CEO and Independent Directors of the Company are not liable to retire by rotation.

Declaration by Independent Directors

Our definition of 'independence' of Directors is derived from Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 149(6) of the Companies Act, 2013. In the opinion of the Board, the Independent Directors fulfil the conditions specified under the Companies Act, 2013, the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are independent of the management, and are persons of high integrity, expertise and experience.

The Company has received the following declarations from all the Independent Directors confirming that:

1. They meet the criteria of independence as provided in Section 149(6) of the said Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence; and
2. They have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs ('IICA') and have passed the proficiency test, if applicable to them.

None of the Directors of the Company are disqualified for being appointed as Directors as specified under Section 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Key Managerial Personnel

Mr. Ravi Shamlal Chawla, Managing Director & CEO, Mr. Manish Kumar Gangwal, CFO and Ms. Shweta Gupta, Company Secretary are the Key Managerial Personnel of the Company.

During the year under review, there were no changes in the Key Managerial Personnel of the Company according to the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

15. CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

In terms of the provisions of Section 178(3) of Act and Regulation 19 of the SEBI Listing Regulations, the NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors, the key features of which are as follows:

- Qualifications – The Board nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry expertise.
- Positive Attributes - Apart from the duties of Directors as prescribed in the Act, the Directors are expected to demonstrate high standards of ethical behavior, communication skills and independent judgment. The Directors are also expected to abide by the respective Code of Conduct as applicable to them.
- Independence - A Director will be considered independent if he/she meets the criteria laid down in Section 149(6) of the Act, the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

16. ANNUAL PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS

According to the provisions of the Act and SEBI Listing Regulations, annual performance evaluation of the Board, the Directors individually as well as the evaluation of the working of its Committees was carried out. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to the energy conservation, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided in **Annexure-V** and form part of this report.

18. BUSINESS RESPONSIBILITY REPORT

As stipulated in Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility Report of your Company, highlighting the initiatives taken by the Company in the areas of social, environmental, governance and economic responsibilities of business for the financial year 2021-22, in the prescribed format is provided separately in the **Annexure-VI** and forms an integral part of this Report.

19. COPY OF ANNUAL RETURN

Pursuant to Section 92(3) read with section 134(3) (a) of the Act, a copy of the Annual Return of the Company for the financial year under review prepared under Section 92(1) of the Act read with Rule 11 of Companies (Management and Administration) Rules, 2014 in prescribed Form No. MGT-7 is placed on the website of the Company and can be accessed at the weblink: <https://www.gulfoilindia.com/investors/investor-information/investor-disclosures/>.

20. CORPORATE GOVERNANCE

Your Company is committed to maintaining the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the SEBI Listing Regulations forms part of this Report.

Your Company has duly complied with the Corporate Governance requirements as set out under Chapter IV of the SEBI Listing Regulations and M/s. Shreyans Jain & Co, Practicing Company Secretaries, vide their certificate dated May 14th, 2022, have confirmed that the Company is and has been compliant with the conditions stipulated in chapter IV of the SEBI Listing Regulations. The said certificate forms part as the annexures to the Report of Corporate Governance.

21. AUDIT COMMITTEE

The details including the composition of the Audit Committee and terms of reference of the Committee are included in the Corporate Governance Report, which is a part of this report.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

Details of loans, guarantees and investments outstanding as on March 31st, 2022 under the provisions of Section 186 of the Act read with the

Companies (Meetings of Board and its Powers) Rules, 2014, are set out in Notes 4,5 & 12 to the Financial Statements of the Company.

23. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN MARCH 31ST, 2022 AND THE DATE OF THIS REPORT

There were no material changes or commitments affecting the financial position of the Company between the end of the financial year under review and the date of this Report. Further, there was no change in the business of the Company during the Financial Year 2021-22.

24. RISK MANAGEMENT

Risk management is integral to the Company's strategy and for the achievement of the long-term goals. Our success as an organisation depends on our ability to identify and leverage the opportunities while managing the risks. With the continuation of the COVID-19 pandemic and further aggravated by Russia Ukraine crisis, the challenges of uncertain lockdowns, unlock phases, health hazards and supply chain disruptions across the globe continued to impact the businesses.

The Company has a well-defined risk management framework in place which inter-alia includes identification of elements of risk, if any, which in the opinion of the Management and the Board may impact the performance outcome of the Company and their possible mitigation plans.

The Risk Management Committee of the Company has been entrusted by the Board with the responsibility of reviewing the risk management process in the Company and ensuring that the risks are brought within acceptable limits.

The Board of Directors of the Company on the recommendation of the Risk Management Committee has developed Risk Management Policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company and which articulates the Company's approach to address the uncertainties in its endeavour to achieve its stated and implicit objectives. During the year under review, the Board on recommendation of Risk Management Committee amended the Risk Management policy in line with the SEBI Listing Regulations.

The Risk Management Committee has implemented an integrated risk management approach and monitors the risk management process and assesses significant risks on regular basis to ensure that a robust system of risk controls and mitigation is in place. Senior management periodically reviews this risk management framework to keep updated and addresses emerging challenges.

In addition to key strategic and operational risks, data security, cyber security, business continuity, and employee health and well-being were of primary focus during the year under review. The Risk Management framework followed by the Company is elaborately detailed in the Management Discussion and Analysis section, forming an integral part of the Annual Report.

25. INTERNAL FINANCIAL CONTROLS

The Company has well defined and adequate internal control system, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively to ensure orderly and efficient conduct of business operations. During the financial year, Internal Financial Controls (IFC) testing process was done to review the adequacy and strength of IFC followed by the Company. As per the assessment, no major concerns and no reportable material weaknesses in the design or operation were observed. The Board has also put in place a requisite legal compliance framework to ensure compliance with all the applicable laws and that such systems were adequate and operating effectively.

Further there were no letters of internal control weaknesses issued by the Internal Auditor or the Statutory Auditors during the financial year under review. The Company's Financial Statements are prepared on the basis of the Significant Accounting Policies that are carefully selected by Management and approved by the Audit Committee and the Board. These Accounting Policies are reviewed and updated from time to time.

The details of the internal control system and adequacy are mentioned in the Management Discussion and Analysis section, forming an integral part of the Annual Report.

26. TRANSACTIONS WITH RELATED PARTIES

All related party transactions (RPT) that were entered during the financial year under review were on arm's length basis and in the ordinary course of business.

In line with the requirements of the Act and the SEBI Listing Regulations, the Company has formulated a Policy on dealing with Related Party Transactions.

SEBI has carried out amendments in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") vide the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 wherein certain amendments came into force from April 01st, 2022 while remaining would come into force from April 01st, 2023.

During the financial year under review, the said policy was revised to incorporate the amendment to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The updated Policy is uploaded on the Company's website and the same can be accessed at the weblink: <https://www.gulfoilindia.com/investors/investor-information/policies/>.

The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. This policy specifically deals with the review and approval of RPTs, keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All RPTs are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for RPTs that are of repetitive nature and / or entered in the ordinary course of business and are at arm's length.

A statement on Related Party Transactions specifying the details of the transactions entered, under each omnibus approval granted, is placed for review at the meeting of the Audit Committee held in the succeeding quarter.

All transactions with related parties are as per the policy on related party transactions formulated by the Company.

Further, in terms of the provisions of Section 188(1) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI Listing Regulations, all contracts/ arrangements/



Board's Report (Contd.)

transactions entered into by the Company with its related parties, during the year under review, were

- in "ordinary course of business" of the Company,
- on "an arm's length basis" and
- not "material"

The details of the related party transactions as per Indian Accounting Standards (IND AS) - 24 are set out in Note 46 to the Financial Statements of the Company.

27. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with Section 134(5) of the Companies Act, 2013 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Directors of the Company state that:

- a) in the preparation of the annual accounts for the year ended March 31st, 2022, the applicable accounting standards have been followed and there are no material departures from the same;
- b) accounting policies selected have been applied consistently and reasonable & prudent judgments and in the preparation of the annual accounts for the year ended March 31st, 2022, the applicable accounting standards have been followed and there are no material departures from the same;
- c) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31st, 2022 and of the profit of the Company for year ended on that date;
- d) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- e) they have prepared the annual accounts on a going concern basis;
- f) they have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and

- g) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Compliance with Secretarial Standards

Your directors confirm that during the financial year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI").

28. AUDITORS & AUDIT REPORT:

Statutory Auditor:

M/s Price Waterhouse LLP, Chartered Accountants (FRN: 301112E/E300264) were re-appointed as statutory auditors of the Company at the 11th AGM, for a term of 5 years to hold office until the conclusion of the 16th AGM of the Company.

Further, the Auditors' Report "with an unmodified opinion", given by the Statutory Auditors on the financial statements (both standalone and consolidated) of the Company for the financial year 2021-22, is disclosed in the financial statements forming part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Statutory Auditor in their Report for the financial year under review.

The notes to the financial statements are self-explanatory and do not call for any further comments.

Secretarial Auditor:

Pursuant to section 204 of the Act and Rules made thereunder, the Company had re-appointed M/s BS & Company, Company Secretaries LLP (Firm Registration No AAE-0638) to carry out Secretarial Audit of the Company for the financial year 2021-22.

The Secretarial Audit Report in Form No. MR-3 given by the Secretarial Auditor of the Company is annexed as **Annexure-VII** to this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditor in his Report for the financial year under review.

Reporting of frauds by Auditors

During the year under review, the Statutory Auditor or Secretarial Auditor of the Company have not reported any frauds to the Audit Committee or the Board of Directors under Section 143(12) of the Act, including rules made thereunder.

Cost Records & Cost Auditor:

As per the requirements under Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain the cost records and accordingly such accounts and records are made and maintained by the Company.

In terms of the provisions of Section 148(2) of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Board, on the recommendation of Audit Committee, has re-appointed M/s Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No.000030), as Cost Auditors of the Company to audit the cost records of the Company for the financial year 2022-23 for a remuneration of ₹ 3,50,000/- (Rupees Three Lakhs Fifty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

The remuneration payable to the Cost Auditor is subject to ratification by the Members at the Annual General Meeting. Accordingly, the necessary Resolution for ratification of the remuneration payable to M/s Dhananjay V. Joshi & Associates, Cost Accountants, to conduct the audit of cost records of the Company for the Financial Year 2022-23 has been included in the Notice of the forthcoming 14th AGM of the Company. The Directors recommend the same for approval by the Members.

29. INTERNAL AUDIT

Your Company has in place an adequate internal audit framework to monitor the efficacy of the internal controls to provide to the Audit Committee an independent, objective and reasonable assurance on the adequacy and effectiveness of the Company's processes. The Internal Auditor of your company reports directly to the Audit Committee. The Internal Audit function develops an extensive audit plan for the Company, which covers, inter-alia, corporate, core business operations, factories, regional offices, warehouses as well as support functions. The internal audit approach verifies compliance with the operational and system-related procedures and controls. The Audit Committee reviews the annual internal audit plan. Significant audit observations are presented to the Audit Committee, together with the status of the management actions and the progress of the implementation of the recommendations.

30. REMUNERATION OF DIRECTORS AND EMPLOYEES

Disclosures about remuneration and other details, as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in **Annexure-VIII** to the Board's Report.

Further, a statement containing names of top ten employees in terms of remuneration drawn as required under section 197(12) of the Act read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of the Annual Report. However, in line with the provisions of the first proviso to section 136(1) of the Act, the reports and accounts, as set out therein, are being sent to all shareholders of the Company, excluding the aforesaid information and the same is open for inspection at the registered office of the Company during working hours up to the date of the ensuing Annual General Meeting. Any Member desirous of obtaining a copy of the said annexure may write to the Company Secretary at secretarial@gulfoil.co.in.

31. CEO AND CFO CERTIFICATION

As required under Regulation 17(8) read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certificate was placed before the Board of Directors of the Company at its meeting held on May 21st, 2022 and is attached with the annual report as **Annexure-IX**.

32. OTHER DISCLOSURES

In terms of the applicable provisions of the Act and SEBI Listing Regulations, your Company additionally discloses that during the financial year under review:

- there was no change in the nature of business of your Company;
- your Company has not accepted any fixed deposits from the public falling under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014. Thus, as of March 31st, 2022, there were no deposits that were unpaid or unclaimed and due for repayment, hence, there has been no default in repayment of deposits or payment of interest thereon;



Board's Report (Contd.)

- your Company has not issued any shares with differential voting rights;
- your Company has not issued any sweat equity shares;
- no significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status operations of your Company in the future.
- your Company has not raised any funds through preferential allotment or qualified institutional placement as per Regulation 32(7A) of SEBI Listing Regulations.
- no application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year along with their status as at the end of the financial year is not applicable.
- the requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Bank or financial Institutions along with the reasons thereof, is not applicable.

It is further disclosed that:

- There is no plan to revise the financial statements or directors' reports in respect of any previous financial year.

33. ACKNOWLEDGEMENT

The Directors take this opportunity to express their appreciation for the support and co-operation extended by the Members, Customers, Banks and other Business Associates. The Directors gratefully acknowledge the on-going co-operation and support provided by the Government, Regulatory and Statutory bodies.

The Directors place on record their deep appreciation for the exemplary contribution made by the employees of the Company at all levels. Their dedicated efforts and enthusiasm have been pivotal to the Company's growth.

For and on behalf of the Board of Directors

Place: France
Date: August 3rd, 2022

Sanjay G. Hinduja
Chairman
(DIN: 00291692)

Dividend Distribution Policy

Annexure I

Introduction

The Securities and Exchange board of India vide SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016, introduced Regulation 43A in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires top five hundred listed entities based on market capitalization (calculated as on March 31st, of every financial year) to formulate a dividend distribution policy, which shall be disclosed in their annual reports and on their websites.

The Company being amongst top 500 listed entities has formulated this policy on dividend distribution with a view to inform the shareholders about how it aims to utilize extra profits and the parameters that shall be adopted with regards to the declaration of dividends.

Objective

The objective of the policy is to specify the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend and how the retained earnings shall be utilized, etc.

The Board of Directors (Board) may consider declaration of interim dividend depending upon the cash flow situation of the Company. The dividend distribution shall be as per the recommendations of the Board and shall always be decided at an annual general meeting of shareholders in case of final dividend. Depending on the long-term growth strategy of the Company and the prevailing circumstances, the Board may consider a higher dividend payout ratio, while trying to ensure that sufficient funds are retained for growth of the Company.

Definitions

- (i) **“Act”** means the Companies Act, 2013 and Rules made thereunder, including any statutory amendment or modification thereof for the time being in force.
- (ii) **“Dividend”** includes final and interim dividend.
- (iii) **“Dividend Payout ratio”** means a fraction of net income (i.e. Profit after tax) a Company pays to its shareholders as dividend.
- (iv) **“Market capitalization”** means the aggregate value of the company based on its current market price and the total number of outstanding shares of the company.
- (v) **“Paid-up Share Capital”** means such aggregate amount of money credited as paid-up as is equivalent

to the amount received as paid-up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called.

- (vi) **“Regulations”** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified by the Securities and Exchange Board of India, as amended, from time to time.

Declaration and payment of Dividend

In compliance with Section 51 of the Act, the Company shall pay dividend proportionately, i.e., in proportion to the amount paid-up on each share. Dividend for a financial year shall be paid after the annual financial statements of the Company are finalised and the amount of distributable profits is available. The declaration and payment of dividend shall be in accordance with the provisions of Sections 123 to 128 of the Act. Pursuant to the provisions of Section 123 of the Act and the rules made thereunder, the Board shall recommend Dividend for any financial year subject to the following:

- (a) out of the profits of the Company for that year arrived after providing for depreciation; or
- (b) out of the profits of the Company for any previous financial year(s) arrived at after providing for depreciation and remaining undistributed; or
- (c) out of both (a) and (b).

Parameters for declaration of dividend

The Board shall consider the following various circumstances like current year's profit, future outlook, reinvestment opportunities of the Company, tax benefits, Company's present and future performance for declaration and payment of dividend.

- (i) **Financial parameters**
 - (a) Availability of profits;
 - (b) Financial feasibility of the Company;
 - (c) Acceptable Debt Equity ratio;
 - (d) Debt interest coverage ratio;
 - (e) Liquidity position;
 - (f) Business expansions, acquisitions, etc.;
 - (g) Acceptable state of the capital markets;
 - (h) Profit growth.

Board's Report (Contd.)

(ii) External Factors

- (a) Shareholders' expectations;
- (b) Uncertain or recessionary economic and business conditions;
- (c) Restrictions imposed under the Act with regard to declaration of dividend;
- (d) Sectorial performance;
- (e) Future uncertainties and industrial downturn;
- (f) Government policy;
- (g) Clientele effect;
- (h) Risk effect.

(iii) Internal Factors

- (a) Growth rate of past earnings;
- (b) Growth rate of predicted profits;
- (c) Expansion and modernization of existing business;
- (d) Investment in research and development;
- (e) Working capital requirements;
- (f) Mergers and Acquisitions;
- (g) Investments in subsidiaries/Joint ventures/ associates;
- (h) Future uncertainties and industrial downturn;
- (i) Buyback options;
- (j) Approach adopted - residual, stability or hybrid.

(iv) Utilization of retained earnings

The decision of utilization of retained earnings of the Company shall be based on the following factors:

- (a) Acquisition/Diversification of business;
- (b) Long term strategic plan;
- (c) High cost of debt;
- (d) Market or product development/expansion plan;
- (e) Increase in production capacity;
- (f) Modernization Plan;
- (g) Replacement of Capital intensive assets.

Classes of Shares

The Company has issued only one class of shares viz., Equity Shares. There are no other class of shares issued or proposed to be issued by the Company. In case of issue of new class of shares in the future, the policy will be reviewed accordingly.

The circumstances under which the shareholders of the Company may or may not expect dividend:

In an event where the Company has undertaken a significant project requiring higher allocation of capital or merger or acquisition which demands higher capital allocation or in an event where the Company profits are inadequate or Company is making losses, the Company may not declare dividend or declare dividend lower than its normal rate of dividend.

Publication of Policy

This Policy, as approved by the Board, shall be disclosed in the Annual Report and on the website of the Company at <https://www.gulfoilindia.com/investors/investor-information/policies/>.

Amendment

In case of any subsequent changes in the provisions of the Act or Regulations or Income Tax Act, 1961 or any other regulations which makes any of the provisions of this Policy inconsistent with the Act or such other regulations, then the provisions of the Act or such other regulations would prevail over this Policy and the relevant provisions contained in this Policy would be modified accordingly in due course to make it consistent with applicable laws.

Any such amendments shall be disclosed along with the rationale for the same in the Annual Report and on the website of the Company.

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Annexure II

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures

Part-A: Subsidiaries: Not Applicable.

Part-B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

		(₹ in Lakhs)
Sr.	Name of Associates/Joint Ventures	Techperspect Software Private Limited
	Currency	₹
1.	Latest audited Balance Sheet Date	March 31 st , 2022
2.	Date of which the Associate or Joint Venture was associated or acquired (dd/mm/yyyy)	March 10 th , 2022
3.	Shares of Associate/Joint Ventures held by the company on the year end	
	Number of shares	3,699
	Amount of Investment	1450.27
	Extent of Holding % (on fully diluted basis)	26%
4.	Description of how there is significant influence	By virtue of shareholding
5.	Reason why the associate/joint venture is not consolidated	NA
6.	Networth attributable to Shareholding as per latest audited Balance Sheet	379.54
7.	Profit / (Loss) for the year	
	i. Considered in Consolidation	(1.96)
	ii. Not Considered in Consolidation	NA
Additional disclosure		Name of Associates and JVs
	Joint Ventures yet to commence operation	NA
	Associates yet to commence operation	NA
	Associates and JVs liquidated or sold during the year	NIL

For and on behalf of the Board of Directors

Sd/-
Sanjay G. Hinduja
Chairman

Sd/-
Ravi Shamlal Chawla
Managing Director & CEO

Sd/-
Manish Kumar Gangwal
Chief Financial Officer

Sd/-
Shweta Gupta
Company Secretary



Corporate Governance Report

Annexure III

(Pursuant to Regulation 34 (3) and Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Company's Philosophy on Corporate Governance

Good corporate governance is the bedrock of our credentials .

Our philosophy on Corporate Governance is about intellectual honesty whereby the governance is not just about encompassing regulatory and legal requirements but also striving to enhance stakeholders' value as a whole. Your Company belongs to a legacy where the visionary founders of the Group laid the stone for good governance through the philosophies of "work to give", implying the duty to work diligently carries the responsibility that one should give something back to others and society and "word is a bond" which enables one to build trust and confidence with one's stakeholders, including employees, customers and suppliers; where long term relationship could be developed for the benefit of every one.

The Corporate Governance standards demonstrates inalienable rights vested with various stakeholders and strong commitment to values, ethics and business conduct. The Company, ensures that it evolves and follows the best corporate governance practices. The Company considers it an inherent responsibility to disclose timely and accurate information regarding the performance as well as the leadership and governance of the Company. The Company's philosophy on Corporate Governance is to ensure fairness to the stakeholders through timely and transparent disclosures, equitable treatment of all shareholders and empowerment of employee and collective decision making.

A report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is given herein below:

Board of Directors ("Board")

The Company's Board plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibilities and accountabilities are well defined. An independent and well-informed Board goes a long way in protecting the stakeholders' interests.

Your Company has a balanced mix of eminent executive, non-executive non independent directors and non-executive independent directors on the Board. As of March 31st, 2022, the Board consists of three Non-Executive Independent Directors including one Woman Independent Director, two Non-Executive Non Independent Directors and one Managing Director & CEO.

The composition of the Board conforms with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 ("Act").

Details of meetings of the Board of Directors and Annual General Meeting held during the financial year under review, along with attendance of directors at each meeting:

During the financial year 2021-22, six meetings of the Board of Directors were held on May 28th, 2021, August 12th, 2021, November 02nd, 2021, November 12th, 2021, November 13th, 2021, February 09th, 2022. The required quorum was present in all the meetings.

The Board consists of the following Directors as of March 31st, 2022, as indicated below:

Name of Director	Category
Mr. Sanjay G. Hinduja	Chairman (Promoter, Non-Executive)
Mr. Shom Ashok Hinduja	Director (Non- Executive)
Mr. Arvind Uppal	Director (Non- Executive Independent)
Mrs. Manju Agarwal	Director (Non- Executive Independent)
Mr. Munesh Narinder Khanna	Director (Non- Executive Independent)
Mr. Ravi Shamlal Chawla	Managing Director & CEO

The names of the Directors on the Board, their attendance at the Board meeting and the Annual General Meeting held during the financial year and the number of Directorships and Committee Chairmanships/ Memberships held by them in other Companies as of March 31st, 2022, are given below:

Name of the director	Number of the Board Meetings attended during the FY 2021-22	Whether attended the last AGM	Number of Directorships in other public companies as of March 31 st , 2022*	Number of Committee positions held in other public companies **	
				Member	Chairman
Mr. Sanjay G. Hinduja	6/6	Yes	-	-	-
Mr. Shom Ashok Hinduja	5/6	Yes	1	-	-
Mr. Arvind Uppal	6/6	Yes	1	2	1
Mrs. Manju Agarwal	6/6	Yes	7	9	3
Mr. Munesh Narinder Khanna	6/6	Yes	3	3	-
Mr. Ravi Shamlal Chawla	6/6	Yes	1	-	-

*Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act.

** As per Regulation 26 of SEBI Listing Regulation, Membership/ Chairmanship of Audit Committee and Stakeholders Relationship Committee have been considered for the purpose.

None of the Directors on the Board is a member of more than ten Committees or Chairman of more than five Committees across all the as specified in Regulation 26(1) of the Listing Regulations Public Limited Companies in which he/she is a Director. All the Directors have periodically intimated about their Directorship and Membership in the various Boards / Committees of other companies. The same is within permissible limits as provided by the Act and SEBI Listing Regulations.

The Company has not issued any convertible instruments as on the date and none of the directors are holding any equity shares in the Company as of March 31st, 2022, except Mr. Ravi Shamlal Chawla, Managing Director & CEO, who is holding 1,26,657 equity shares as of March 31st, 2022.

Names of other listed entities where the director of your Company is a director, if any, along with the category of directorship, as of March 31st, 2022, are as under:

Sr. No.	Name of the Director	Directorship of other listed entity	Category of Directorship
1.	Mr. Sanjay G. Hinduja	Nil	Nil
2.	Mr. Shom Ashok Hinduja	Ashok Leyland Limited	Non-Executive - Non Independent Director
3.	Mr. Arvind Uppal	Whirlpool of India Limited	Non-Executive – Independent Director, Chairperson
5.	Mrs. Manju Agarwal	CMS Info Systems Limited Glenmark Life Sciences Limited	Non-Executive - Independent Director Non-Executive - Independent Director
4.	Mr. Munesh Narinder Khanna	NXT Digital Limited JSW Energy Limited	Non-Executive - Independent Director Non-Executive - Independent Director
6.	Mr. Ravi Shamlal Chawla	Nil	Nil

None of the Independent Directors on the Board are serving as an Independent Director in more than seven listed entities.

Except mentioned below, none of the Directors of your Company are inter-se related to each other:

-Mr. Sanjay G. Hinduja and Mr. Shom Ashok Hinduja are first cousins.

Familiarisation Programme for Independent Directors

In terms of the provisions of Regulation 25 of the SEBI Listing Regulations, your Company has framed a Familiarisation Programme for Independent Directors of the Company. The Company which is imparted at the time of appointment of an Independent Director on Board as well as annually.



Corporate Governance Report (Contd.)

The Programme aims to provide insights into the Company to enable the Independent Directors to understand its business in-depth, to acclimatise them with the processes, business and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. Further, on an ongoing basis as a part of the agenda of meetings of the board/ committee(s), presentations are regularly made to the Independent Directors on various matters inter alia covering the Company's businesses and operations, strategy, risk management framework, industry and regulatory updates and other relevant matters. This deepens the Independent Directors' understanding and appreciation of the Company's business and thrust areas.

The details of the Familiarisation Program conducted during the financial year under review have been disclosed on the website of the Company at <https://www.gulfoilindia.com/investors/investor-information/policies/>.

Core Skills/Expertise/Competencies of the Board

The Board of the Company comprises of qualified individuals who collectively possess the skills, competencies and experience across diverse fields that enable them to make effective contributions to the Board and its Committees.

In the table below, the skills/expertise/competencies fundamental as identified by the Board for the effective functioning of the Company available with the Directors associated with the Company during the financial year 2021-22 in the context of the Company's business for effective functioning is given:

Skills / expertise / competence of the Board of Directors as required in the context of its business(es) and sector(s)	Name of the Director
Governance, Strategy, Management & Leadership	Mr. Sanjay G Hinduja Mr. Shom Ashok Hinduja Mr. Arvind Uppal Ms. Manju Agarwal Mr. Munesh Narinder Khanna Mr. Ravi Shamlal Chawla
Financial Management, Risk management, Regulatory & Legal	Mr. Sanjay G Hinduja Mr. Arvind Uppal Ms. Manju Agarwal Mr. Munesh Narinder Khanna Mr. Ravi Shamlal Chawla
Lubricant Technology & Operations	Mr. Sanjay G Hinduja Mr. Shom Ashok Hinduja Mr. Ravi Shamlal Chawla
Investment Appraisal, Financing & Capital Structures	Mr. Sanjay G Hinduja Mr. Arvind Uppal Ms. Manju Agarwal Mr. Munesh Narinder Khanna Mr. Ravi Shamlal Chawla
Marketing & Branding	Mr. Sanjay G Hinduja Mr. Shom Ashok Hinduja Mr. Arvind Uppal Mr. Ravi Shamlal Chawla
Entrepreneurship & Nurturing Startup	Mr. Sanjay G Hinduja Mr. Shom Ashok Hinduja

Board Meetings, Committee Meetings and Process:

The Board oversees the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the stakeholders are being served in order to effectively perform its responsibility of supervision. In compliance with the statutory requirements, and to provide a focused discharge of its responsibilities, the Board has constituted various committees with necessary terms of reference.

Information placed before the Board

For all Board and Committee Meetings, a detailed Agenda setting out the businesses to be transacted thereat, supported by detailed rationale and explanatory notes, and pre-reads is circulated at least seven days in advance to the Directors and the Committee Members in compliance with Section 173 of the Act and Secretarial Standard-1, except for UPSI matters, or additional business proposals placed at the meeting, or documents circulated at or prior to the meetings in certain cases, or in case of Meetings held at shorter notice for urgent proposals with the permission of Chairman and Directors. All major agenda items are backed by comprehensive background information to enable the Board to take well-informed decisions.

Information and presentations at Meetings

To enable the Board and Committee Members to discharge their duties effectively and take informed decisions, the Managing Director & CEO and the CFO of the Company apprise the Board at its Meeting on the overall performance of the Company, followed by presentations by the senior management of the Company on the functions/ business verticals of the Company. These presentations include reports on the financial and operational performance of the Company, performance of the functions and business verticals which include review of key project, awards and recognitions, industry updates, outlook, corporate social responsibility ("CSR"), etc.

Periodical review of matters by the Board and its Committees

During the financial year 2021-22, information as set out in Regulation 17 read with Part A of Schedule II of SEBI Listing Regulations, has been placed before the Board for its consideration. The Board also reviews, on a quarterly basis, compliance reports of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, if any, minutes of the Meetings of Committees of the Board, related party transactions, status of borrowings, loans, investments and guarantees given, foreign exchange position and report on compliances under Internal Code of Conduct to regulate, monitor and report trading by designated persons in listed or proposed to be listed securities of the Company for Prevention of Insider Trading in securities of the Company.

Mode

In compliance with the applicable provisions of the Act and Rules made thereunder, the Company facilitates the participation of the Directors in Board/ Committee meetings through video conferencing and other audio-

visual mode. The same is conducted in due compliance with the applicable law.

Your Company continues to use the electronic platform for sharing the information with the Directors and maintains a seamless and secured flow of information between the Management and the Board through Nasdaq Boardvantage, an iOS-based platform. While being secure and user-friendly, this platform is also environment-friendly. All the documents relating to a meeting, including agenda, explanatory notes and any other document required to be placed at the meeting, are circulated to the directors in electronic form through the application and the same can be accessed through browsers or iPads.

Recording proceedings of meetings

The Company Secretary keeps the record of the proceedings of each meeting. Draft minutes are prepared and circulated to all the Directors for their comments in accordance with applicable provisions of the Act and the Secretarial Standards. The finalised Minutes are entered in the Minutes Book and thereafter signed by the Chairman, in due compliance with the applicable provisions of the Act and the Secretarial Standards.

Independent Directors

Your Company has appointed Independent Directors who are renowned people having expertise/experience in their respective field/profession, which brings an ideal mix of expertise, professionalism, knowledge and experience to the table. None of the Independent Directors are promoters or related to promoters.

In the opinion of the Board, all the Independent Directors fulfill the criteria of Independence as defined under Section 149(6) of the Act read with Rule 5 of Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16 (1) (b) of the SEBI Listing Regulations and amendments thereunder and are independent of the management of the Company. In addition, they maintain their limits of directorships as required under SEBI Listing Regulations.

In terms of Regulation 25(8) of SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Company had issued a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed on the website

Corporate Governance Report (Contd.)

of the Company at <https://www.gulfoilindia.com/investors/investor-information/policies/> .

Separate meeting of Independent Directors

Pursuant to Schedule IV of the Act and the Rules made thereunder and Regulation 25 of the Listing Regulations, a meeting of the Independent Directors without the presence of Non-Independent Directors and members of the Management of the Company was held on May 28th, 2021 and February 09th, 2022. All the Independent Directors were present for this meeting. At the meeting, the Independent Directors, inter-alia, reviewed the performance of the Non-Independent Directors, the Board as a whole and the performance of the Chairman of the Board, taking into account the views of the Executive and the Non-Executive Directors. They also assessed the quality, quantity and timeliness of the flow of information between the Management and the Board.

Independent Director Databank Registration

As per the provisions of Section 150 of the Act read with the applicable rules made thereunder, all Independent Directors of the Company have registered themselves with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA"). Requisite disclosures have been received from the Independent Directors in this regard.

In terms of Section 150 of the Act read with the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, all the Independent Directors of the Company unless exempted have cleared the online proficiency self-assessment test conducted by the said Institute.

COMMITTEES OF THE BOARD OF DIRECTORS

The Committees of the Board plays an important role in the governance and focus on specific areas and make informed decisions within the delegated authority. Each Committee is guided by its Charter or Terms of Reference, which provides for the scope, powers, duties and

The attendance of members during the financial year 2021-22 is as follows:

Name of the Audit Committee member	Position (Chairperson/ Member)	Category	No. of meetings attended
Mrs. Manju Agarwal	Chairperson	Non-Executive Independent Director	4/4
Mr. Sanjay G. Hinduja	Member	Non-Executive Director	4/4
Mr. Munesh Narinder Khanna	Member	Non-Executive Independent Director	4/4

responsibilities. The recommendation and/or observations and decisions are placed before the Board for information or approval. The Chairman of the respective Committee updates the Board regarding the discussions held/ decisions taken at the Committee Meetings.

The Board has constituted the following Committees of Directors to deal with matters and monitor the activities falling within the respective terms of reference:-

1. Audit Committee

The Audit Committee of the Board of Directors meets the criteria laid down under section 177 of the Act, read with Regulation 18 of the SEBI Listing Regulations. All the members of the committee are well versed in financial matters and corporate laws. The Chairperson of the committee possesses professional qualifications in the field of Finance and Accounting. The Committee is governed by a Charter, which is in line with the regulatory requirements mandated by the Act and the SEBI Listing Regulations.

Composition:

The committee comprises 3 Non-Executive Directors as its members, out of which 2 are Independent Directors.

Mrs. Manju Agarwal, Non- Executive Independent Director is the Chairperson of the Audit Committee. The other members of the Audit Committee include Mr. Sanjay G. Hinduja and Mr. Munesh Narinder Khanna.

Meetings and attendance during the financial year 2021-22:

During the financial year 2021-22, four meetings of the Audit Committee were held on May 27th, 2021, August 11th, 2021 November 02nd, 2021, & February 08th, 2022. The necessary quorum was present at all the meetings.

Ms. Shweta Gupta, Company Secretary is the Secretary to the Committee.

The Chairperson of the Audit Committee, Mrs. Manju Agarwal was present at the 13th Annual General Meeting of your Company held on September 16th, 2021, to answer the queries of the members of the Company.

The Managing Director & CEO, Chief Financial Officer and Internal Auditor are invitees to the meetings of the Audit Committee. The Statutory Auditors of the Company were invited to join the Audit Committee in the meetings for discussing the quarterly unaudited Financial Results and the Annual Audited Accounts before placing them to the Board of Directors. The representative of the Cost Auditors is invited to the Audit Committee Meetings whenever matters relating to cost audit are considered.

Brief description of terms of reference:

In terms of the applicable provisions of the Act and in terms of Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations, the scope, functions and terms of reference of the Audit Committee inter alia cover the following matters:

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- b. Recommending the appointment, remuneration and terms of appointment of auditors of the Company;
- c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d. To seek information from any employee. (This would be limited to Heads of functions or divisions who could choose to bring anyone else concerned for the meeting);
- e. To obtain outside legal or other professional advice depending on inputs required;
- f. To secure attendance of the auditors, internal auditor, if any, and the CFO and of outsiders with relevant expertise, if it is considered necessary; the committee will review and decide on who should be invited from time to time;
- g. Reviewing with management the annual financial statements and auditors' report before submission to the Board, focusing primarily on
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
 - ii. Any changes in accounting policies and practices;
 - iii. Major accounting entries based on exercise of judgment by management;
 - iv. Qualifications, if any in draft audit report;
 - v. Significant adjustments and/or provisions arising out of audit;
 - vi. The going concern assumption;
 - vii. Compliance with accounting standards;
 - viii. Compliance with listing and legal requirements concerning financial statements;
 - ix. Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflicts with the interests of Company at large;
 - x. Disclosure of any related party transactions;
 - xi. Key Audit Matters (KAM).
- h. Reviewing with the management, external and internal auditors and the adequacy of internal control systems;
 - i. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - j. Prior approval or any subsequent modification of transactions of the Company with related parties;
 - k. Scrutiny of inter- corporate loans and investments;
 - l. Valuation of undertakings or assets of the Company, wherever it is necessary;
 - m. Evaluation of internal financial controls and risk management systems;
 - n. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

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- o. Discussion with internal auditors any significant findings and follow up there on;
- p. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- q. Discussion with external auditors before the audit commences regarding nature and scope of audit and post-audit discussion to ascertain any area of concern;
- r. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors;
- s. Reviewing, with the management – i) the quarterly, and annual financial statements before submission to the board for approval, ii) the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), iii) the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency, iv) monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- t. To affirm to the Board that no personnel have been denied access to the audit committee and to review and regulate the functioning of the Vigil/ Whistle- Blower Mechanism;
- u. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
- v. Reviewing management discussion and analysis of financial condition and results of operations;
- w. Review of internal control systems, policies and procedures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- x. In addition, the powers and role of Audit Committee are as laid down under Regulation 18(3) and Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013.

In line with the terms of reference, the Audit Committee, at each meeting in FY 2021- 22, reviewed operations and audit reports for businesses pursuant to audits undertaken by internal auditors under the audit plan approved. The quarterly financial results were reviewed by the Committee before submission to the Board. On a quarterly basis, the Committee continues to review related party transactions.

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee (“NRC”) of the Board of Directors meets the criteria laid down under section 178 of the Act read with Regulation 19 of the SEBI Listing Regulations. The NRC is governed by a Charter in line with the Act and the SEBI Listing Regulations.

Composition:

The committee comprises 3 Non-Executive Directors as its members, out of which 2 are Independent Directors.

Mr. Arvind Uppal, Non-Executive Independent Director is the Chairman of the Committee. The other members of the NRC are Mr. Sanjay G. Hinduja, Non-Executive Director and Mr. Munesh Narinder Khanna, Non-Executive Independent Director. The Chairman of the Board is a Member of the Committee but does not chair the Committee.

Meetings and attendance during the financial year 2021-22:

During the financial year 2021-22, five meetings were held on May 27th, 2021, September 24th, 2021, October 28th, 2021, November 13th, 2021 and December 09th, 2021. The requisite quorum was present for all meetings. The attendance of the NRC members is given below:

Name of the NRC member	Position (Chairman/ Member)	Category	No. of Meetings attended
Mr. Arvind Uppal	Chairman	Non-Executive Independent Director	5/5
Mr. Sanjay G. Hinduja	Member	Non-Executive Director	5/5
Mr. Munesh Narinder Khanna	Member	Non-Executive Independent Director	5/5

Mr. Arvind Uppal, Chairman of the NRC was present at the 13th AGM of your Company, to answer the queries of the members of the Company.

Ms. Shweta Gupta, Company Secretary is the Secretary to the Committee.

Brief description of terms of reference:

The terms of reference of the NRC, as approved by the Board in terms of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, inter alia, include the following:

- a. Identify persons who are qualified to become Directors and who may be appointed in the Senior Management as per criteria laid down by the Company and recommend to the Board their appointment or removal;
- b. Provide the terms of engagement for Independent Directors, Non-Executive Directors, Chief Executive Officer, Whole-Time Directors and Senior Management.
- c. Carry out the evaluation of every Director's performance.
- d. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- e. Formulation of criteria for evaluation of Independent Directors and the Board;
- f. Devising a policy on Board diversity and succession planning for Board/ Senior Management;
- g. Recommending to the Board the extension or continuation of term of appointment of the independent director, on the basis of the report of performance evaluation of the Independent Directors.
- h. Establish the KRAs and clear metrics of performance for Managing Director against which his performance shall be appraised at the end of the year.

Review and approve KRAs and performance metrics for senior management proposed by the Managing Director.

Document the expectations and the actual achievements for a full Board review as may be taken as an audit.

- i. Responsibility for:

- a) setting the remuneration for the Managing Director and
- b) review and approval of senior management (one level below MD) remuneration proposed by Managing Director. Remuneration in this context will include salary, performance based variable component and any compensation payments, such as retiral. benefits or stock options.
- j. The committee shall be able to appoint external consultants for assistance on policy and compensation inputs whenever required.
- k. In addition, the powers and role of NRC Committee are as laid down under Part D (A) of Schedule II of the SEBI Listing Regulations.
- l. The Nomination and Remuneration Committee shall comprise of three members, including its Chairman who shall be an Independent Director.

Remuneration Policy

The Nomination and Remuneration Committee is responsible for formulating and making the necessary amendments to the "Remuneration Policy" for the Non-Executive Directors (NEDs), Chief Executive Officer (CEO), Key Managerial Personnel (KMP) and Senior Executives of the Company from time to time and the Policy is approved by the Board of Directors.

The objective of Gulf Oil Lubricants India Limited (the Company) Remuneration Policy is to attract, motivate and retain qualified individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognising the interests of the Company stakeholders. The remuneration policy reflects a balance between the interests of the Company's stakeholders as well as between the Company's short-term and long-term strategy.

The Remuneration Policy covers the following aspects:

- Remuneration for Non-Executive Directors
- Remuneration to the Executive Directors, Key Managerial Personnel and employees in Senior Management
- Total Compensation

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The total compensation of the Managing Director and Senior Executives consists of the following components:

- a. Base salary
- b. Variable income
 - Annual Performance Pay (APP)
 - Performance-related Long-Term Incentive Plan (LTIP)

The Remuneration Policy of the Company can be accessed at the following <https://www.gulfoilindia.com/investors/investor-information/policies/>.

Board Evaluation process

Pursuant to the applicable provisions of the SEBI Listing Regulations and the Act, an annual performance evaluation was carried out by the Board and the Independent Directors of the Company of its performance as well as of the working of its Audit, Nomination and Remuneration, Stakeholders Relationship, Corporate Social Responsibility and Risk Management Committees and Individual Directors, including the Chairman of the Board in line with the criteria and methodology of performance evaluation approved by the NRC.

The Board evaluation process was completed through a process of structured questionnaire and taking into consideration various aspects of the Board's functioning, composition, culture, obligation and governance.

Outcome and results of the evaluation

The evaluation has been satisfactory and meets the corporate governance requirement of the Company.

The Board was satisfied that the committees are functioning well and besides covering their terms of reference, as mandated by law, important issues are brought up and discussed in the committee meetings.

The Board was also satisfied with the contribution of the Directors, in their respective individual capacities. The Directors expressed their satisfaction on the parameters of evaluation, the implementation and compliance of the evaluation exercise done and the results/outcome of the evaluation process.

Performance evaluation criteria for Independent Directors

The NRC of the Board has laid down the criteria for performance evaluation of Independent Directors. The performance evaluation has been done by

the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

Factor	Attributes
Role and Accountability	<ul style="list-style-type: none"> - Application of knowledge for rendering advice to Management for resolution of business issues - Offer constructive challenge to Management strategies and proposals - Active engagement with the Management and attentiveness to the progress of decisions taken
Objectivity	<ul style="list-style-type: none"> - Non-partisan appraisal of issues - Own recommendations are given professionally without tending to the majority or popular views
Leadership and initiative	<ul style="list-style-type: none"> - Heading Board sub- committees - Supporting any function or identified initiative based on domain knowledge and experience
Participation in and contribution to effective Board meetings	<ul style="list-style-type: none"> - Commitment to the role and fiduciary responsibilities as a Board Member - Attendance and active participation in Board and Committee meetings - Proactive, strategic and lateral thinking

In addition to the above criteria, the evaluation criteria for independent directors also included fulfillment of the independence criteria as specified in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and their independence from the management.

3. Stakeholders Relationship Committee

The Stakeholders Relationship Committee ("SRC") of the Board of Directors of the Company meets the requirements of Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations.

Composition

The SRC comprises three (3) members.

Mr. Arvind Uppal, Non- Executive Independent Director is the Chairman of the Committee. Mr. Sanjay G. Hinduja and Mr. Ravi Shamlal Chawla are the other members of the Committee.

Ms. Shweta Gupta, Company Secretary is designated as Compliance Officer of the Company pursuant to Regulation 6 of the SEBI Listing Regulations.

Ms. Shweta Gupta, Company Secretary is also the Secretary to the Committee. She has also been appointed as the nodal officer in line with statutory requirements.

Meetings and attendance during the financial year 2021-22

During the financial year 2021-22, two meetings were held on May 28th, 2021 and August 11th, 2021. The attendance of the SRC members is given below:

Name of the SRC Member	Position (Chairman/ Member)	Category	No. of meetings attended
Mr. Arvind Uppal	Chairman	Non-Executive Independent Director	2/2
Mr. Sanjay G. Hinduja	Member	Non-Executive Director	2/2
Mr. Ravi Shamlal Chawla	Member	Managing Director & CEO	2/2

Mr. Arvind Uppal, Chairman of the SRC was present at the 13th AGM of your Company, to answer the queries of the members of the Company.

Brief description of terms of reference

The role of the committee is to specifically look into various aspects of interest of shareholders, debenture holders and other security holders including:

- Issue of duplicate/consolidated share certificates, allotment of shares under ESOP and transfers/ transmission etc.

To complete the process of transfers in time in compliance with SEBI Listing Regulations, the Committee has delegated authority to approve transfers/ transmissions/ duplicate etc. to the Managing Director and Company Secretary. The said transactions are noted at the subsequent meeting of the Committee.
- Resolving the grievances of the security holder of the Company including complaints related to transfer/ transmission of shares, non-receipt of Annual Reports, non-receipts of declared dividends, issue of new/ duplicate certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt

of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company;

- Reviewing of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- Review of transfer of unpaid/ unclaimed dividend/ shares to the Investor Education and Protection Fund of the Government of India in line with the relevant Rules thereunder;
- Any other matters as may be assigned to the committee by the Board of Directors from time to time.

The status of complaints received and resolved during the financial year 2021-22 as under:

No complaints pending as of April 01 st , 2021	: Nil
No of complaints received during the year	: 48
No of complaints resolved during the year	: 48
No of complaints pending as of March 31 st , 2022	: Nil

PCS Certificate on compliance with Investor Service Requests Norms:

As directed by SEBI Circular Nos. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 03rd, 2021 read with circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14th, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25th, 2022, KFin Technologies Limited undertook an audit of their systems and procedures through R & A Associates, Practicing Company Secretaries who have certified that KFin Technologies Limited has carried out the necessary changes in their systems and procedures and adopted new and adequate systems and processes in accordance with the said Circulars. KFin Technologies Limited has further confirmed to the Company that the said certificate has been filed with SEBI. The SRC of the Company at its meeting held on May 21st, 2022, took note of due compliance by KFin Technologies Limited of the said SEBI Circulars.

4. Risk Management Committee

The Company has constituted the Risk Management Committee ("RMC") in compliance with Regulation 21 of SEBI Listing Regulations. The RMC is inter alia entrusted with the responsibility of monitoring and reviewing the risk management plan, sustainability and the cybersecurity of the Company and such other

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functions as may be delegated by the Board from time to time.

Composition

The Committee comprises of Mr. Arvind Uppal, Non- Executive Independent Director as Chairman, Mr. Shom Ashok Hinduja, Non-Executive Director (Member), Mr. Ravi Shamlal Chawla, Managing Director & CEO (Member) and Mr. Manish Kumar Gangwal, Chief Financial Officer (Member).

Meetings and attendance during the financial year 2021-22

During the financial year 2021-22, two meetings were held on August 11th, 2021 and February 01st, 2022. The attendance of the RMC members is given below:

Name of the RMC Member	Position (Chairman/ Member)	Category	No. of Meetings attended
Mr. Arvind Uppal	Chairman	Non-Executive Independent Director	2/2
Mr. Shom Ashok Hinduja	Member	Non-Executive Director	2/2
Mr. Ravi Shamlal Chawla	Member	Managing Director & CEO	2/2
Mr. Manish Kumar Gangwal	Member	Chief Financial Officer	2/2

Mr. Arvind Uppal, Chairman of the RMC was present at the 13th AGM of your Company, to answer the queries of the members of the Company.

Ms. Shweta Gupta, Company Secretary acts as Secretary to the Committee.

Brief description of terms of reference

The charter and terms of reference of the RMC was amended during the financial year under review to incorporate the composition, meetings and attendance requirements and the defined role of RMC notified by the SEBI Listing Regulations vide its (Second Amendment) Regulations, 2021 which came into force on May 05th, 2021 as under:

- a. Approve and ensure that the Company has an appropriate and effective Risk Management program with appropriate process in place and ensure the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities;

- b. Review with Management, the identification, prioritization and management of the risks, the accountabilities and roles of the functions involved with risk management and the related actions implemented by Management;
- c. Apprise the Board on a periodic basis about the significant risks exposures of the Company and how these are managed;
- d. Review risk mitigation measures;
- e. To formulate a detailed risk management policy;
- f. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- g. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- h. Reviewing risks related to cyber security and evaluating the treatment including initiating mitigation actions;
- i. Appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
- j. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Risk Management Framework:

During the FY 2021-22, the Risk Management Policy of the Company was amended by the Board basis recommendation of the RMC on July 27th, 2021 to align the same with the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021. The RMC has developed and implemented a Risk Management Policy which is approved by the Board. The Risk Management Policy inter-alia includes a framework for identification and assessment of internal and external risks including Strategic, operational, Reporting, Compliance, cyber security risks or any other, likelihood and impact of such risks, mitigation steps and reporting of existing and new risks associated with the Company's activities in a structured manner along with the business continuity plan of the Company.

5. Corporate Social Responsibility Committee:

The Corporate Social Responsibility (“CSR”) Committee has been constituted in line with the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder.

Composition

As of March 31st, 2022, the CSR Committee is comprised of three (3) Members, the majority of whom are Non-Executive Directors. The Chairperson of the CSR Committee is a Non-Executive Independent Director.

The Committee comprises of Mrs. Manju Agarwal, Non- Executive Independent Director as Chairperson, Mr. Sanjay G. Hinduja, Non- Executive Director (Member) and Mr. Ravi Shamlal Chawla, Managing Director & CEO (Member).

Meetings and attendance during the financial year 2021-22

During the financial year 2021-22, three meetings of the CSR Committee were held on May 28th, 2021, October 28th, 2021 & February 08th, 2022. The necessary quorum was present at all the meetings. The attendance of members during the financial year 2021-22 is as follows:

Name of the CSR Member	Position (Chairperson/ Member)	Category	No. of meetings attended
Mrs. Manju Agarwal	Chairperson	Non-Executive Independent Director	3/3
Mr. Sanjay G. Hinduja	Member	Non-Executive Director	3/3
Mr. Ravi Shamlal Chawla	Member	Managing Director & CEO	3/3

Mrs. Manju Agarwal, The Chairperson of the Committee was present at the 13th Annual General Meeting.

The Company Secretary acts as the Secretary to the Committee.

Brief description of terms of reference

The Broad terms of reference of the CSR Committee, inter alia, include the following:

- a. Formulate and recommend to the Board, the CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;

- b. Monitor the implementation of the CSR Policy of the Company from time to time;
- c. Recommend to the Board the amount of expenditure to be incurred on CSR activities undertaken;
- d. To decide the annual CSR budget and recommend the same to the Board of Directors for approval;
- e. Review the Company’s disclosure of CSR matters;
- f. Review the CSR Policy from time to time; and
- g. Formulate and recommend to the Board an Annual Action Plan in pursuance of a CSR Policy containing inter alia the following:
 - i. List of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII;
 - ii. Manner of execution of such projects or programmes;
 - iii. Modalities of the utilization of funds and implementation schedules for the projects or programmes;
 - iv. Monitoring and reporting mechanism for the projects or programmes;
 - v. Details of need and impact assessment, if any, for the projects undertaken by the Company and
 - vi. Alter the plan at any time during the financial year, based on reasonable justification.

Details of the Company’s CSR activities undertaken during the year were reviewed by the Committee at these meetings. Details are mentioned in annexure to the Directors’ Report.

6. Buy-Back Committee

The Board of Directors of the Company, at its meeting held on February 09th, 2022, constituted a Buy-Back Committee to monitor and undertake all necessary actions for implementation of the Buy-Back process through tender offer route.

Meetings and attendance during the financial year 2021-22

During the financial year, no meeting of Buy-Back Committee was held. However, a meeting of the Buy-Back Committee was held on April 13th, 2022 to

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approve the 'Basis of Acceptance' of equity shares tendered in Buy-Back offer of the Company.

The attendance details of the Buy-Back Committee meeting as referred above is as follows:

Name of the Buyback Committee Member	Position (Chairperson/ Member)	Category	No. of meeting(s) attended
Mr. Munesh Narinder Khanna	Member	Non-Executive Independent Director	1/1
Mr. Ravi Shamlal Chawla	Member	Managing Director & CEO	1/1

REMUNERATION OF DIRECTORS

Remuneration to Non-Executive Directors

The Non-Executive Directors add significant value to the Company through their contribution to the Management of the Company and thereby they are playing an appropriate control role in safeguarding the interests of the stakeholders at large. They bring in their vast experience and expertise to bear on the deliberations at the Company's Board and its Committees meetings. Although the Non-Executive Directors would contribute to Company in several ways, including advising the Managing Director & CEO and the Senior Managerial Personnel outside the Board/Committee meetings, the bulk

The details of remuneration paid/payable to the Non-Executive Directors during FY 2021 – 22 are given below:

Sr. No	Name of the Director	Category	Sitting fees (₹)	Commission# (₹)
1.	Mr. Sanjay G. Hinduja	Non-Executive Non Independent Director	11,00,000	1,05,00,000
2.	Mr. Shom Ashok Hinduja	Non-Executive Non Independent Director	6,00,000	14,45,000
3.	Mr. Arvind Uppal	Non-Executive Independent Director	10,00,000	33,33,000
4.	Mrs. Manju Agarwal	Non-Executive Independent Director	8,00,000	28,89,000
5.	Mr. Munesh Narinder Khanna	Non-Executive Independent Director	10,50,000	28,33,000

#The commission to the Non-Executive Directors will be paid after the approval of financial statements for the year ended March 31st, 2022, at the ensuing 14th Annual General Meeting of the Company.

Non-Executive Directors are not entitled for Stock Options.

Remuneration to Executive Director

The Company's Board presently consists of one Executive Director viz: Mr. Ravi Shamlal Chawla, Managing Director & Chief Executive Officer ("MD & CEO"). The NRC approves the annual revisions in the remuneration of the MD & CEO within the overall limit approved by the Members of the Company.

of their measurable inputs come in the form of their contribution at Board/Committee meetings.

The Governance policies of the Company contain policy on remuneration to Directors, KMPs and Senior Management Personnel. The Company, has a structure for remuneration of Non-Executive Directors based on certain parameters like the performance of the Company, the current trends in the industry, the director's participation in the board and committee meetings during the financial year and other relevant factors.

Apart from the sitting fees and commission paid by the Company to the Non-Executive Directors, the Company did not have any material pecuniary relationships or transactions with Non-Executive Directors in their individual capacity during the financial year ended March 31st, 2022. No sitting fees is paid to Independent Directors for attending the separate meeting of Independent Directors.

At the 11th Annual General Meeting held on September 17th, 2019, the Members had approved the payment of remuneration to Non-Executive Directors not exceeding the maximum limit permitted under the provisions of section 197 read with the Rules other applicable provisions of the Act and computed in the manner referred to in Section 198 of the Act as may be decided by the Chairman of the Board of Directors of the Company/NRC.

The annual remuneration to the MD & CEO comprises two broad terms – Fixed Remuneration and Variable Remuneration in the form of performance incentive. Additionally, the MD & CEO is entitled to employee stock options granted under the Employee Stock Option Scheme of the Company. The MD & CEO is not paid sitting fees for any of the Board or Committee meetings attended by him. The details of remuneration paid to Managing Director & CEO are given below:

The remuneration paid to Mr. Ravi Shamlal Chawla, Managing Director & CEO for the FY 2021-22 is ₹ 6,96,69,396/-, which includes

- i) Perquisites, allowances and Stock option ₹ 1,01,81,768/-,
- ii) Annual Performance Pay ₹ 2,35,00,000/- and
- iii) Retiral benefits ₹ 7,50,000/-.

As per “Gulf Oil Lubricants India Limited-Employees Stock Option Scheme-2015 (“Scheme”), 2,52,509 options were granted to Mr. Ravi Shamlal Chawla during the financial year under review. The salient features of the Scheme are

available on the website of the Company at <https://www.gulfoilindia.com/wp-content/uploads/2021/07/ESOP-Disclosure.pdf>.

Service contract, Severance fees and Notice Period

Mr. Ravi Shamlal Chawla was re-appointed as the Managing Director & CEO of the Company for a period of three years effective from June 06th, 2020, to June 05th, 2023. His appointment may be terminated by giving three months’ advance notice in writing on either side or salary in lieu thereof and no severance fees is payable.

GENERAL SHAREHOLDERS INFORMATION IN TERMS OF PART C, SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

General Body Meetings

i. Annual General Meetings

The details of date, time and location of the Annual General Meetings (AGM) held in the last 3 years are as under:

Financial Year	Venue of AGM	Date & Time of AGM
2020-21	Through Video Conference / Other Audio Visual Means	September 16 th , 2021 3.00 p.m. (IST)
2019-20	Through Video Conference / Other Audio Visual Means	September 18 th , 2020 3.00 p.m. (IST)
2018-19	Hall of Culture, Ground Floor, Nehru Center, Worli, Mumbai-400 018	September 17 th , 2019 3.00 p.m. (IST)

ii. Whether any special resolutions were passed in the previous three AGMs

The details of special resolutions passed during the previous three AGMs are given below:

Thirteenth AGM held on September 16 th , 2021	1.	Alteration of the Objects Clause of the Memorandum of Association.
	2.	Alteration of the Articles of Association.
Twelfth AGM held on September 18 th , 2020	1.	Appointment of Mr. Arvind Uppal (DIN: 00104992) as an Non- Executive Independent Director of the Company for a term of five years.
	2.	Appointment of Mrs. Manju Agarwal (DIN: 06921105) as an Non- Executive Independent Director of the Company for a term of five years.



Corporate Governance Report (Contd.)

Eleventh AGM held on September 17 th , 2019	1. Re-appointed Mr. M. S. Ramachandran (DIN: 00943629), as an Non- Executive Independent Director of the Company to hold office for a second term with effect from June 04 th , 2019, which will expire on completion of 5 years or attainment of 75 years of age, whichever is earlier and who would not be liable to retire by rotation.
	2. Re-appointed Mr. Ashok Kini (DIN: 00812946), as an Non- Executive Independent Director of the Company to hold office for a second term with effect from June 04 th , 2019, which will expire on completion of 5 years or attainment of 75 years of age, whichever is earlier and who would not be liable to retire by rotation.
	3. Re-appointed Mrs. Kanchan Chitale (DIN: 00007267), as an Non- Executive Independent Director of the Company to hold office for a second term of 5 years with effect from June 04 th , 2019, up to June 03 rd , 2024, and who would not be liable to retire by rotation.
	4. Approved the payment of commission to the Non-Executive Directors of the Company.

iii. Whether any special resolution passed last year through the postal ballot- details of voting pattern and the person who conducted postal ballot exercise and its procedure and voting pattern:

During the financial year under review, no resolution was passed through the postal ballot and as of the date of this report, no special resolution is proposed to be conducted through postal ballot.

Means of Communication

The Company recognises the importance of two-way communication with its Shareholders and regular reporting of results and progress. To this end, the Company makes full and timely disclosure of information regarding the Company's financial position and performance and material matters.

Publication of Financial Results

The quarterly, half-yearly unaudited results and annual audited results are published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered and approved, in nationwide English newspapers Economic Times and in the vernacular newspaper Maharashtra Times in the district where the registered office of the Company is situated and are also disseminated on the website of the Stock Exchanges i.e. <https://www.bseindia.com/> and <https://www.nseindia.com/> The said financial results are also simultaneously published on the website of the Company <https://www.gulfoilindia.com/>. The Company also conducts calls/meetings with investors immediately after declaration of financial results to brief them on the performance of the Company.

Website and News Releases:

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' on the Company's website gives

information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company. The Company's official news releases are also available on the Company's website at <https://www.gulfoilindia.com/>. Quarterly Compliance Reports on Corporate Governance and other relevant information of interest to the Investors are also placed under the Investors Section on the Company's website.

The Company hosts earnings conference call for the investors/analysts/funds on a quarterly basis after declaration of the financial results, schedule of which is intimated well in advance to the stock exchanges and uploaded on the website of the Company.

DISCLOSURES

The Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Para A and B of Part A of Schedule III of the SEBI Listing Regulations including material information having a bearing on the performance/ operations of the Company and other price sensitive information, if any, in line with the Company's Policy for determination of materiality for disclosure of events or information.

NEAPS & NSE Digital Portal and BSE Listing are web-based application designed by NSE and BSE, respectively, for corporates to make submissions. All periodical compliance filings, inter alia, shareholding pattern, corporate governance report, corporate announcements, amongst others, are filed electronically in accordance with the Listing Regulations. Further, in compliance with the provisions of the Listing Regulations, all the disclosures made to the Stock Exchanges are in a format that allows users to find relevant information easily through a searching tool.



General Shareholders Information

a) 14th Annual General Meeting for the financial year 2021-22 (14th AGM)

Date	: Friday ,16th day of September 2022.
Time	: 02:30 p.m. (IST)
Mode of convening the AGM	: The AGM through Video conference facility/any other audio- visual means ("VC / OAVM")
Link and Instructions for e-voting and attending the AGM through VC/OAVM	<ol style="list-style-type: none"> 1. For all Shareholders through NSDL Portal- https://www.evoting.nsdl.com/ 2. For Individual Shareholders holding shares in demat mode with NSDL- https://eservices.nsdl.com/ 3. For Individual Shareholders holding shares in demat mode with CDSL- https://web.cdslindia.com/myeasi/home/login <p>Detailed instructions for e-voting and attending the AGM is provided in Notes to the Notice convening the AGM.</p>

Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice of AGM, and this mode will be available throughout the proceedings of the AGM.

Members may submit questions in advance on the email ID of the Company at secretarial@gulfoil.co.in.

- Unaudited results for 3rd quarter of next Financial Year – on or before February 14th, 2023.
- Audited results for 4th quarter of next Financial Year – on or before May 30th, 2023.

c) Proposed dividend

Dividend of ₹ 5/- per equity share i.e. 250% on nominal value of ₹ 2/- per share

b) Financial Calendar for the financial year 2022-23 (Tentative)

Financial year of the Company: April 01st, to March 31st

- Unaudited results for 1st quarter of next Financial Year – on or before August 14th, 2022.
- Unaudited results for 2nd quarter of next Financial Year – on or before November 14th, 2022.

d) Date of Book Closure

Saturday, September 10th, 2022 to Friday, September 16th, 2022 (both days inclusive)

e) Date of Dividend Payment

On or after Saturday, 17th September, 2022.
(if dividend payment is approved at the 14th AGM)

f) Details of the dividend declared and paid by the Company for the last three financial years:

Financial Year	Nature of dividend	Dividend declaration date	Dividend per share (Face value of ₹ 2 each)	Dividend Rate(%)
FY 2018-2019	Interim	February 13 th , 2019	4.5	225
	Final	September 17 th , 2019	7	350
FY 2019-2020	Interim	April 09 th , 2020	7	350
	Final	September 18 th , 2020	7	350
FY 2020-2021	Interim	February 05 th , 2021	7	350
	Final	September 16 th , 2021	9	450

NECS Mandate and Bank Account Particulars

Members holding shares in demat form should ensure that the correct and updated particulars of their bank account are available with their Depository Participant (DP) and Members holding shares in physical form should provide the electronic credit mandate to KFin Technologies Limited. This would facilitate receiving dividend payment through electronic mode from the Company and avoid postal delays and loss in transit.

Transfer of unpaid dividend/unclaimed shares to Investor Education and Protection Fund ("IEPF")



Corporate Governance Report (Contd.)

Pursuant to Section 124 and 125 of the Companies Act, 2013 read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and including any amendments thereto, any money transferred to the Unpaid Dividend Account of a company which remains unpaid or unclaimed for seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to IEPF, established by the Government of India. Further, all the shares in respect of which dividend remains unpaid or unclaimed for seven consecutive years or more from the date of transfer to Unpaid Dividend Account shall also be transferred to IEPF Authority.

During the year under review, the Company had sent individual notices and issued advertisements in the newspapers, requesting the shareholders to claim their dividends in order to avoid transfer of shares/ dividends to the IEPF.

Details of transfer of Dividend during the year under review to IEPF is given below:

Financial Year	Nature of Dividend	Amount (in Rupees)	Date of transfer to IEPF
2014-15	Interim Dividend	₹ 10,71,008/-	November 09 th , 2021

Further, unclaimed dividends have been hosted on the website of the Company at <https://www.gulfoilindia.com/investors/investor-information/unpaid-dividend/> and the shareholders are requested to claim their unpaid dividends to avoid transfer of the same to IEPF Authority. According to Section 124 (5) of the Act, the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follows:

Financial Year	Nature of Dividend	Date of Declaration	Due to transfer to IEPF*
2014-15	Final	September 22 nd , 2015	October 28 th , 2022
2015-16	Interim	February 09 th , 2016	March 16 th , 2023
	Final	September 13 th , 2016	October 19 th , 2023
2016-17	Interim	February 03 rd , 2017	March 11 th , 2024
	Final	September 15 th , 2017	October 21 st , 2024
2017-18	Interim	February 06 th , 2018	March 14 th , 2025
	Final	September 24 th , 2018	October 30 th , 2025
2018-19	Interim	February 13 th , 2019	March 21 st , 2026
	Final	September 17 th , 2019	October 23 rd , 2026
2019-20	Interim	April 09 th , 2020	May 15 th , 2027
	Final	September 18 th , 2020	October 24 th , 2027
2020-21	Interim	February 05 th , 2021	March 13 th , 2028

*Note:

Members who have not encashed their dividend warrants of the aforesaid years may approach the RTA, for obtaining payments thereof at least 20 days before they are due for transfer to the IEPF.

During the financial year 2022-23, the Company would be transferring unpaid or unclaimed final dividend amount for the financial year ended March 31st, 2015 on or before November 26th, 2022 to the IEPF.

Transfer of the 'shares' into Investor Education and Protection Fund (IEPF) in cases where the dividend has not been paid or claimed for seven (7) consecutive years or more:

In terms of Section 124(6) of the Act read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, and Notifications issued by the Ministry of Corporate Affairs from time to time, the Company is required to transfer equity shares in respect of which dividends have not been claimed for seven years continuously to the Demat Account opened by the IEPF Authority within 30 days from which the shares become due to transfer to the IEPF.

In view of the above, shares in respect of which dividend will remain unclaimed progressively for seven consecutive years will be reviewed for transfer to the IEPF as required by law, the Company will transfer the said shares, after sending an intimation of the proposed transfer in advance to the concerned shareholders, as well as, publish

a public notice in this regard. Names of such transferees are available on the Company's website <https://www.gulfoilindia.com/investors/investor-information/unpaid-dividend/>.

During the year under review the following shares on which dividend had remained unpaid/ unclaimed for 7 consecutive years were transferred to IEPF. Details of these shares are available on the Company's website <https://www.gulfoilindia.com/investors/investor-information/unpaid-dividend/>

Shares held in demat with CDSL	Shares held in demat with NDSL	Physical no. of shares	Total no. of shares transferred to IEPF
1,376	3,328	2,83,636	2,88,340

All benefits accruing on above transferred shares for instance bonus shares, split, consolidation, fraction shares and the like except right issue shall also be credited to DEMAT account of IEPF.

The voting rights on the shares transferred to the IEPF Authority shall remain frozen until the rightful owner of such shares can claim the same. Therefore, for the purpose of e-voting, shares which have been transferred to the IEPF shall not be included while calculating total voting rights.

Claiming of shares/dividends after transfer to IEPF:

In case you wish to claim the shares/Dividend(s) after its transfer to IEPF, a separate application has to be made to the IEPF Authority in Form IEPF-5, as prescribed under the IEPF Rules and the same is available on IEPF website i.e. www.iepf.gov.in.

Fill the required fields of the Form and submit the duly filled form by following the instructions given in the upload link on the website. On successful uploading of Form on MCA Portal, an acknowledgement will be generated indicating the SRN. Please note the SRN for future tracking of the form.

Applicant has to send the printout of form IEPF-5, copy of challan and other documents as prescribed in the Form IEPF-5 to the Nodal Officer of the Company at its registered office or RTA i.e. KFin Technologies Limited in an envelope marked "claim for refund from IEPF Authority" for initiating the verification for claim. The Company shall within the prescribed number of days of receipt of claim form, send a verification report to the IEPF Authority in the format specified by the Authority along with all documents submitted by the claimant.

After verification of the entitlement of the claimant- (a) to the amount claimed, the Authority and then the Drawing and Disbursement Officer of the Authority shall present a bill to the Pay and Accounts Office for e- payment as per the guidelines (b) to the shares claimed, the Authority shall issue a refund sanction

order with the approval of the Competent Authority and shall either credit the shares which are lying with depository participant in IEPF suspense account name of the company to the demat account of the claimant to the extent of the claimant's entitlement.

Dealing with securities that have remained unclaimed:

Regulation 39(4) of the SEBI Listing Regulations read with Schedule VI 'Manner of dealing with Unclaimed Shares', had directed Companies to dematerialise such shares, which have been returned as 'undelivered' by the postal authorities and hold these shares in an 'Unclaimed Suspense Account' to be opened with either one of the Depositories viz. National Securities Depository Limited ("NSDL") or Central Depository Services (India) Limited ("CDSL"). All corporate benefits on such shares viz. bonus, dividends and so on shall be credited to the unclaimed suspense account as applicable for a period of seven (7) years and thereafter be transferred in accordance with the provisions of IEPF Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 (IEPF Rules) read with Section 124(6) of the Act.

As and when the rightful owner of such shares approaches the Company at a later date, the Company shall credit the shares lying in the "Unclaimed Suspense Account" to the rightful owner to the extent of his/her entitlement after proper verification of the identity of the rightful owner.

Nodal Officer

In accordance with the IEPF Rules, the Board of Directors of the Company have appointed Ms. Shweta Gupta Company Secretary & Compliance Officer of the Company as the Nodal Officer. Details of the Nodal Officer for the purpose of co-ordination with the IEPF Authority are available on the website of the Company at <https://www.gulfoilindia.com/investors/contact-for-investors/stakeholders-contact/>.



Corporate Governance Report (Contd.)

g) Listing of Equity Shares

The equity shares of the Company are listed on BSE Limited (<https://www.bseindia.com/>) and the National Stock Exchange of India Limited (<https://www.nseindia.com/>). In terms of Regulation 14 of the SEBI Listing Regulations, the requisite listing fees have been paid in full to both the Stock Exchanges for financial year under review and for financial year 2022-23.

Payment of Depository Fees: Annual Custody/Issuer fees for the financial year 2022-23 have been paid by the Company to NSDL & CDSL.

h) Stock (Scrip) Code

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	: 538567
National Stock Exchange of India Limited	: GULFOILLUB
Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400051	
ISIN for Equity Shares	: INE635Q01029
Face Value per equity share	: ₹ 2/-
Corporate Identification No. (CIN)	: L23203MH2008PLC267060

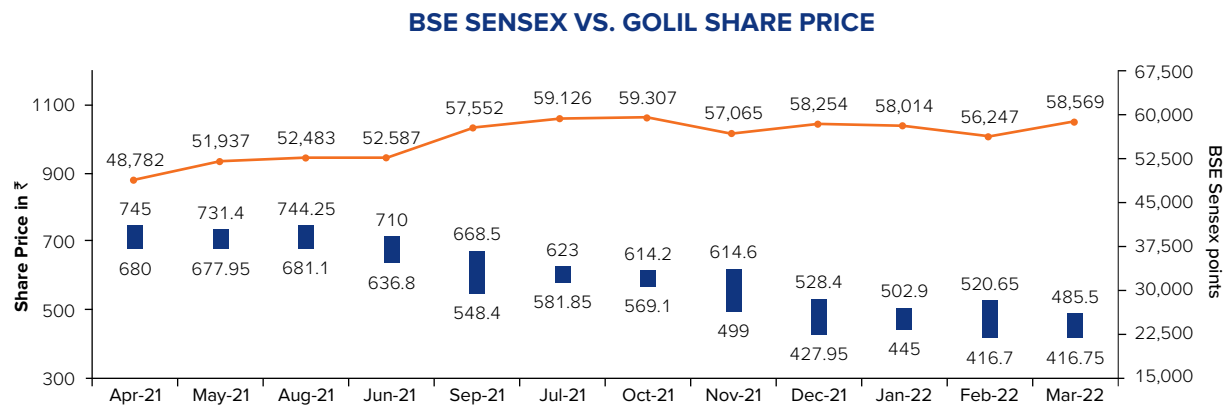
i) Market Price Data of equity shares of the Company (in Rupees)

High and low during each month in the last financial year on BSE Limited and the National Stock Exchange of India Limited:

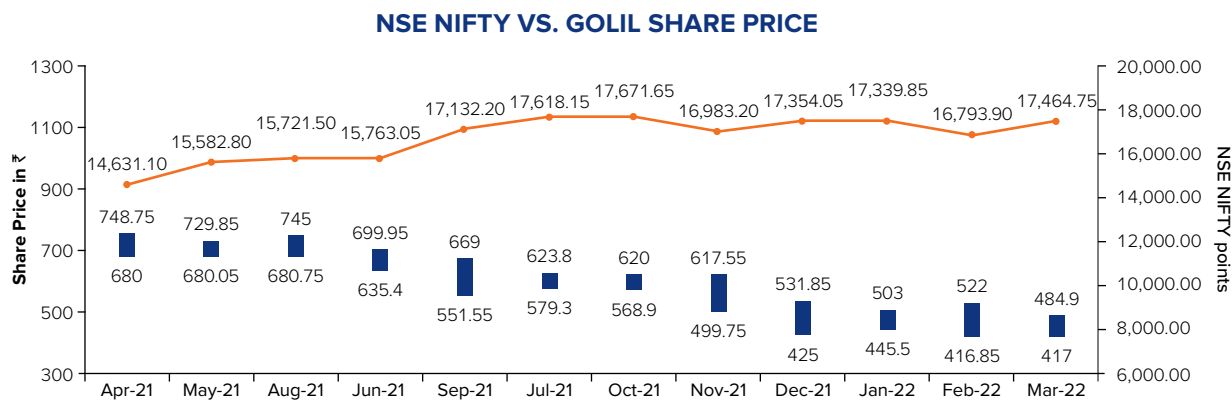
Month & Year	BSE		NSE	
	High	Low	High	Low
April 2021	745.00	680.00	748.75	680.00
May 2021	731.40	677.95	729.85	680.05
June 2021	744.25	681.10	745.00	680.75
July 2021	710.00	636.80	699.95	635.40
August 2021	668.50	548.40	669.00	551.55
September 2021	623.00	581.85	623.80	579.30
October 2021	614.20	569.10	620.00	568.90
November 2021	614.60	499.00	617.55	499.75
December 2021	528.40	427.95	531.85	425.00
January 2022	502.90	445.00	503.00	445.50
February 2022	520.65	416.70	522.00	416.85
March 2022	485.50	416.75	484.90	417.00

j) Performance of stock in comparison to BSE Sensex and NSE Nifty

BSE Sensex vs. GOLIL Share Price:



NSE Nifty Vs. GOLIL Share Price:



GOLIL Share Prices are taken on monthly high & low basis whereas BSE Sensex & NSE NIFTY are considered on monthly closing price basis.

k) There was no suspension of trading of scrip during the financial year.

l) Designated depository

In terms of circular no. IMD/FPIC/CIR/P/2018/61 dated April 05th, 2018, issued by Securities and Exchange Board of India ("SEBI"), your Company has appointed CDSL as the "Designated Depository" for the purpose of monitoring of Foreign Investment limits on behalf of the Company.

m) Registrar and Share Transfer Agent

The Company has appointed M/s KFIN Technologies Limited (Formerly known as "M/s KFIN Technologies Private Limited") as its Registrar and Share Transfer Agent ("RTA" or "KFIN"). The contact details are given below:

KFIN Technologies Limited,
 Unit: Gulf Oil Lubricants India Limited
 Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda - 500032, Hyderabad.
 Website: www.kfintech.com
 E-mail: einward.ris@kfintech.com
 Toll free No.: 1800 3094 001

n) Share Transfer/Transmission System

Transmission, dematerialisation of shares, dividend payment and all other investor related matters are attended to and processed by the Company's RTA.

In terms of requirements of Regulation 40 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the request for transfer of securities shall not be processed unless the securities are held in the dematerialised form with Depositories. While the request for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

Requests for dematerialisation of shares are processed by RTA and confirmation thereof is given to the respective depositories i.e. NSDL and CDSL, within the statutory time limit from the date of receipt of share certificates after due verification

Updation of PAN, KYC and Nomination details:

The SEBI, vide circular dated November 03rd, 2021 and December 15th, 2021, has provided common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC and Nomination details.

Members are requested to submit their PAN, KYC and nomination details to the Company's registrars through the forms available at <https://www.gulfoilindia.com/investors/contact-for-investors/investor-service-request/>. The Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details.

Physical folios wherein the PAN, KYC and Nomination details are not available on or after April 01st, 2023, shall be frozen by the RTA and will be eligible for lodging any service request or receiving payment including dividend only after registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31st, 2025.

In view of the above Shareholders holding shares in physical form are requested to furnish / update their PAN, KYC details and Nomination, if not done earlier with RTA by using the below relevant forms as available on the website of the Company at [https://](https://www.gulfoilindia.com/investors/contact-for-investors/investor-service-request/)

www.gulfoilindia.com/investors/contact-for-investors/investor-service-request/:

Form	Description
Form ISR-1	Request For Registering Pan, KYC Details or Changes / Updation thereof
Form ISR-2	Confirmation of Signature of securities holder by the Banker
Form ISR-3	Declaration Form for Opting-out of Nomination by holders of physical securities
Form SH-13	Declaration of nomination
Form SH-14	Cancellation or Variation in nomination

Issue of securities in dematerialized mode only:

SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25th, 2022 decided that listed companies were to henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24th, 2022) while processing the following service request.

- i. Issue of duplicate securities certificate;
- ii. Claim from Unclaimed Suspense Account;
- iii. Renewal / Exchange of securities certificate;
- iv. Endorsement;
- v. Sub-division / Splitting of securities certificate;
- vi. Consolidation of securities certificates/folios;
- vii. Transmission;
- viii. Transposition;

The securities holder/claimant are required to mandatorily submit duly filled up Form ISR-4 available on the website of the Company at <https://www.gulfoilindia.com/investors/contact-for-investors/investor-service-request/>. For item nos. iii to viii above, the RTA shall obtain the original securities certificate(s) for processing of service requests.

The RTA shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any.

The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

The RTA shall issue a reminder after the end of 45 days and 90 days from the date of issuance of Letter of Confirmation, informing the securities holder/ claimant to submit the demat request as above, in case no such request has been received by the RTA.

Further, in case the securities holder/claimant fails to submit the demat request within the aforesaid period, RTA shall credit the securities to the Suspense Escrow Demat Account of the Company.

Investor Charter

In order to facilitate investor awareness for various service requests, SEBI vide its Circular dated 26th November, 2021 had prescribed Investor Charter for RTAs, inter alia, detailing the services provided to investors, rights of investors, timelines for various activities of RTAs, Dos and Don'ts for Investors and Grievance Redressal Mechanism.

In this regard, all the registered RTAs were required to take necessary steps to bring the Investor Charter to the notice of existing and new shareholders by way of disseminating it on their websites/through email and displaying at prominent places in offices, etc. Additionally, to bring transparency in the Investor Grievance Redressal Mechanism, it has been decided that all the registered RTAs shall disclose on their respective websites, the data when the complaint was received by them and redressal thereof, latest by 7th of succeeding month, as per the format provided in the said Circular. The provisions of the said Circular were effective from January 1st, 2022.

The Investor Charter of the Company's RTA is available on their website at <https://ris.kfintech.com/default.aspx>.

m) Distribution of Shareholding as of March 31st, 2022

Category (Shares)	Number of Shareholders		Number of Shares	
	Number	%	Number of shares	%
1-5000	83,128	99.62	4,753,216	9.43
5001-10000	150	0.18	517,715	1.03
10001-20000	69	0.08	494,365	0.98
20001-30000	38	0.05	466,023	0.92
30001-40000	5	0.01	83,964	0.17
40001-50000	7	0.01	156,301	0.31
50001-100000	12	0.01	426,365	0.84
100001 & above	33	0.04	43,529,324	86.32
Total	83,442	100.00	50,427,273	100.00

Shareholding Pattern as of March 31st, 2022:

Category	No. of Shareholders	No. of Shares	% of Shareholding
Promoter	1	36219224	71.82
Public:			
Institutional Investor: Mutual Funds, Financial Institutions/ Banks, Overseas Corporate, Bodies, Foreign Nationals	74	55,36,720	10.98
Central Government/State Government(s)/President of India	1	1,49,490	0.30
Non-Institutional Investors:			
Individuals	81,133	71,30,388	14.14
Others: Trusts, NBFCs registered with RBI, Non-Residents, Clearing Members, Bodies Corporates, Unclaimed Suspense Account, IEPF	1,133	13,91,451	2.76
Grand Total	82,342	5,04,27,273	100



Corporate Governance Report (Contd.)

n) Dematerialization and liquidity of equity shares

As of March 31st, 2022, 5,00,82,370 equity shares (99.32% of the total paid-up capital) were held in dematerialized form with NSDL & CDSL. International Securities Identification Number (ISIN) in NSDL and CDSL is INE635Q01029. The stock has reasonable liquidity on NSE and BSE.

o) Outstanding Global Depository Receipts (“GDRs”)/ American Depository Receipts (“ADRs”)/ warrants or any convertible instruments, conversion date and likely impact on equity

Your Company has not issued any GDRs/ ADRs/ warrants/ convertible instruments and hence, there are no outstanding GDRs/ ADRs/ Warrants or any convertible instruments pending for conversion as of March 31st, 2022.

p) Disclosure of commodity price risks and commodity hedging activities:

Exposure of the Company to commodity and commodity risks faced by the entity throughout the financial year:

- a. Total exposure of the listed entity to commodities: Nil
- b. Exposure of the listed entity to various commodities:

Commodity Name	Exposure in ₹ towards the particular commodity	Exposure in Quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	
NOT APPLICABLE							

C. Commodity risks faced by the Company during the year and how they have been managed:

The Company being a sizable user of Base oil, exposes it to the price risk on account of exchange fluctuations. The Company uses foreign currency derivative contracts to hedge its risks associated with foreign currency fluctuations relating to firm commitments and highly probable forecast transactions. Refer Note No. 42 of the financial statements.

q) Plant Locations

The Lubricant plants of the Company are located at:

Sr. No.	Plants	Address
1	Silvassa Plant	Survey No.27/1/2, Masat Village, Masat, Khanvel Road, Silvassa-396230, UT of Dadra & Nagar Haveli and Daman Diu
2	Chennai Plant	New Survey No. D 25 – 1 /2, D 26 – 12/2, Kathivakkam High Road, Ennore, Chennai – 600057

r) Shareholders/ Investors Complaint’s received and redressed

The Company gives utmost priority to the interests of the investors. All the requests complaints of the shareholders have been generally resolved to the satisfaction of the shareholders within the statutory time limits.

SEBI vide its Circular dated March 26th, 2018 issued policy measures w.r.t. SEBI Complaints Redress System (SCORES). As per the new process, SEBI has requested the members to approach the Company directly at the first instance for their grievance. If the Company does not resolve the complaint of the shareholders within stipulated time, then they may lodge the complaint with SEBI/Stock Exchanges for further action.



Further, SEBI vide Circular dated August 13th, 2020, has specified standard operating procedure for handling complaints by stock exchanges, accordingly the Company is now required to resolve the complaint within a period of 30 days of receipt of the same.

Company Registered Office address: (General Correspondence) IN Centre, 49/50, 12th Road, M.I.D.C Andheri (East) Mumbai 400093 Maharashtra
Tele: +91 22 6648 7777
Fax: +91 22 2824 8232

Website of the Company <https://www.gulfoilindia.com/>

Registrar and Share Transfer Agent: (General & Shareholding related queries) KFIN Technologies Limited,
Unit: Gulf Oil Lubricants India Limited
Selenium Tower B, Plot 31-32, Gachibowli Financial District,
Nanakramguda - 500032, Hyderabad.
Website: www.kfintech.com
E-mail: einward.ris@kfintech.com
Toll free No.: 1800 3094 001

Company's Designated email id for Investors servicing secretarial@gulfoil.co.in

s) Credit Ratings and revisions thereto for all debt instruments or any fixed deposit programme or any scheme or proposal of the Company obtained during the financial year under review

ICRA had reaffirmed the ratings of the Long term fund-based limits and Short term Non-Fund based enhanced limits during the year as follows:

Instrument	Type	Previous Rated Amount (₹ in crore)	Current Rated Amount (₹ in crore)	Rating Action
Fund-based Limits	Long-term	142.00	142.00	[ICRA]AA(Stable); rating reaffirmed
Non Fund-based Limits	Short-term	400.00	400.00	[ICRA]A1+; reaffirmed
Non Fund-based Limits	Short-term	--	20.00 (Additional Limit)	[ICRA]A1+; assigned
Total		542.00	562.00	

Other Disclosures

a. Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large

During the financial year 2021-22, there were no materially significant transactions or arrangements entered into between the Company and its Promoters, Directors or their Relatives or the management, etc. that may have potential conflict with the interest of the Company at large. Details of the related party transactions entered into by the Company during the financial year under review are given in note no. 46 of the Financial Statements of the Company for the financial year ended March 31st, 2022.

Half-yearly disclosure of transactions with Related Parties:

In compliance with Regulation 23(9) of the SEBI Listing Regulations, half-yearly disclosures of transactions

with related parties of the Company on a consolidated basis have been filed with the stock exchanges within prescribed timelines.

b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to the capital markets, during the last three years

The Company has complied with all the requirements of the regulatory/statutory authorities, the Stock Exchanges and SEBI on Capital markets. There were no instances of any non-compliances by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory/regulatory authority, on any matter related to capital markets, during the last three years. All returns/reports were filed within stipulated time with the Stock Exchanges and other authorities.

Corporate Governance Report (Contd.)

c. Details of the establishment of Vigil Mechanism/ Whistle Blower Policy and affirmation that no personnel have been denied access to the audit committee:

The Company has established Vigil Mechanism/ Whistle Blower Policy in compliance with Regulation 22 of the SEBI Listing Regulations which facilitates the stakeholders to report concerns about any unethical behaviour, actual or suspected fraud. It also provides for adequate safeguards against the victimization of employees who avail the mechanism and allows direct access to the chairperson of the Audit Committee in exceptional cases. The details of the establishment including contact details of Chairperson of Audit Committee are displayed on the website of the Company <https://www.gulfoilindia.com/investors/investor-information/policies/>. It is hereby affirmed that no employee has been denied access to the audit committee.

Prevention of Insider Trading Code and Policies:

In accordance with the SEBI Insider Trading Regulations, the Company has a Code of Conduct to Regulate, Monitor and Report trading by Designated Person ("Code for Prevention of Insider Trading") and a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure"). Further, the Company has established systems and procedures to prohibit insider trading activity. The Prevention of Insider Trading Code is reviewed and amended suitably from time to time, to incorporate the amendments carried out by SEBI.

All compliances relating to Code of Conduct for Prevention of Insider Trading are being managed through a web-based portal onboarded by the Company. The Company periodically circulates the informative emails on Prevention of Insider Trading, Do's and Don'ts, etc. to the employees to familiarize them with the provisions of the Code and educate and sensitize them on various aspects of Code for Prevention of Insider Trading.

SEBI vide its circular SEBI/HO/ISD/ISD/CIR/P/2021/617 dated August 13th, 2021 as part of automation, dispensed with the manual filing of disclosures received under Regulations 7(2)(a) and (b) of the SEBI Insider Trading Regulations with the Stock Exchanges.

The Company as good governance measure and dissemination of information continue to file disclosure received by the Company for trades carried out by the Promoters, Directors, KMPs and Designated Persons of the Company in excess of ₹ 10 Lakhs during the calendar quarter.

Structured Digital Database for UPSI

The Company has in place a Structured Digital Database wherein details of persons with whom UPSI is shared on need-to-know basis and for legitimate business purposes is maintained with time stamping and audit trails to ensure non-tampering of the database. The Structured Digital Database is maintained internally by the Company and is not outsourced in accordance with the provisions of the SEBI Insider Trading Regulations.

System Driven Disclosures

In compliance with the SEBI Circular nos. SEBI/HO/ISD/ISD/CIR/P/2020/168 and SEBI/CIR/CFD/DCR1/CIR/P/2020/181 dated September 09th, 2020 and September 23rd, 2020 respectively, PAN and other information of all Designated Persons including Promoters, members of the promoter group, is promptly uploaded on the system of the Designated Depository of the Company in the form and manner prescribed. The Company has designated CDSL as its Designated Depository in terms of the said SEBI circulars.

During the year under review, the Audit Committee has reviewed the compliance with the provisions of the SEBI Insider Trading Regulations and has verified that the systems for internal controls are adequate and operating effectively.

d. Details of compliance with mandatory requirements under SEBI Listing Regulations:

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations including Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI Listing Regulations and Paras (2) to (10) mentioned in Part C of Schedule V of the SEBI Listing Regulations during the financial year under review.

Compliance status of mandatory Corporate Governance requirements for the financial year ended March 31st, 2022 is given hereunder:

Regulation No.	Corporate Governance requirement	Compliance Status
16(1)(b) & 25(8)	Criteria of Independence	Yes
17	Board of Directors	Yes
17A	Maximum number of Directorships	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders' Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate governance requirements with respect to subsidiary of the listed entity	NA
24A	Secretarial Audit and Secretarial Compliance Report	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligations of employees, senior management, KMP, Directors and Promoters	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

Compliance with non-mandatory requirements

The Company has adopted the following non-mandatory discretionary requirements as specified in Part E of Schedule II of the SEBI Listing Regulations:

Chairman of the Board

The Chairman of the Board does not maintain a Chairman's office at the Company's expense. However, the Company from time to time reimburses the traveling expenses in connection with the performance of his duties as the Chairman of the Company.

Unmodified Audit Report:

During the financial year under review, there is no audit qualification or observation on the Company's Audited Standalone and Consolidated Financial Statements and Results. The Company continues to adopt best practices to ensure regime of Financial Statements with unmodified opinion in audit report.

Separate Post of Chairman and the Managing Director or the Chief Executive Office

The Company has separate posts of Chairman and Managing Director & CEO.

Mr. Sanjay G. Hinduja is the Non-Executive Chairman and Mr. Ravi Shamlal Chawla is the Managing Director & CEO of the Company.

Reporting of Internal Auditor

The Internal Auditor of the Company reports directly to the Audit Committee.

- e. **The Company does not have a subsidiary Company as of date.**
- f. The policy on related party transaction is hosted on Company's website under the web link <https://www.gulfoilindia.com/investors/investor-information/policies/>. The Policy specifies the manner of entering into related party transactions and other related matters. During the financial year under review, the policy was amended on March 30th, 2022 effective April 01st, 2022 to encapsulate the widened regulatory and approval framework for Related Party Transactions notified by SEBI vide the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021.
- g. During the year, your Company has not raised any proceeds from public issues, rights issues, preferential issues, etc. and hence, there are no unutilised issue proceeds during the year under review.
- h. **Compliance Certificate by Practicing Company Secretary regarding Non-Debarment and Non-Disqualification of Directors:**
Certificate as required under Part C of Schedule V of the Listing Regulations, received from M/s. Shreyans Jain & Co., Company Secretaries, FCS No. 8519 /



Corporate Governance Report (Contd.)

C.P. No. 9801 certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any other statutory authority forms part of this report as **Annexure-A**.

- i. All the recommendations/submissions made by various Committees of the Board during the financial year 2021-22 were accepted by the Board of the Company.
- j. **Total fees for all services paid by the Company to Price Waterhouse LLP (Statutory auditor of the Company) and other firms in the network entity of which the statutory auditor is a part, as included in the financial statements of the Company for the financial year ended March 31st, 2022, is as follows:**

₹ in lakhs

Payment to Statutory Auditors	FY 2021-22
Statutory Audit Fees (including Quarterly Limited Review fees)	47.50
Tax Audit	5.00
Other Services (Certification fee)	5.00
Reimbursement of expenses	0.20
Total	57.70

- k. **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Your Company has adopted 'Policy for Prevention of Sexual Harassment at Workplace' in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") on a companywide level to ensure the respect and dignity of all its employees.

The policy applies to all persons employed by the Company at a workplace for any work on a regular, temporary, ad hoc or daily wage basis, either directly or through an agent, including a contractor, and also

co-worker, a contract worker, probationer, trainee, and apprentice or called by any other such name. An Internal Complaints Committee ("ICC") has been set up to redress complaints received regarding sexual harassment. During the financial year under review and pursuant to Rule 8(5)(x) of the Companies (Accounts) Rules, 2014, the Company has complied with the provisions relating to the constitution of ICC under the POSH Act. All employees are briefed on the POSH Policy during induction.

The details of complaints related to sexual harassment are provided below: -

No. of complaints filed during the financial year	:	Nil
No. of complaints disposed of during the financial year	:	Nil
No. of complaints pending as of the end of the financial year	:	Nil

- l. **Loans and advances in the nature of loans to firms/companies in which directors are interested**

No loans/advances in the nature of debt was given to firms/companies in which directors of the Company was interested.

DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

The Company has received confirmations from all the Board of Directors as well as Senior Management Executives regarding compliance of the Code of Conduct during the year under review.

Declaration signed by the Managing Director & Chief Executive Officer that Directors and Senior Management Personnel of the Company have affirmed Compliance with the Code of Conduct for the financial year ended March 31st, 2022, is enclosed separately at the end of this Report as **Annexure - B**.

COMPLIANCE CERTIFICATE BY PRACTICING COMPANY SECRETARIES

Certificate from the Practicing Company Secretary, M/s. Shreyans Jain & Co., Company Secretaries, as stipulated under Part E of Schedule V of Listing Regulations confirming compliance with the conditions of Corporate Governance, is annexed as **Annexure – C** and forms part of the Report on Corporate Governance.

DETAILS OF UNCLAIMED SHARES AS PROVIDED BY OUR RTA I.E. KFIN TECHNOLOGIES LIMITED PURSUANT TO REGULATION 39 READ WITH PART F OF SCHEDULE V OF LISTING REGULATIONS

As per Schedule V (F) of the SEBI Listing Regulations, the Company reports the following details in respect of equity shares lying in the unclaimed suspense account:

Particulars	No of Shareholders	No of shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	17	510
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	-	-
Number of shareholders to whom shares were transferred from suspense account during the year	-	-
Transferred to IEPF	13	381
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	4	129

Voting Rights in respect of the aforesaid 129 shares held in the Unclaimed Suspense Account are frozen till the time such shares are claimed by the concerned shareholders and the shares are re-transferred in their names.

Note: All information is as on March 31st, 2022, unless stated otherwise.

For and on behalf of the Board of Directors

Sanjay G. Hinduja
Chairman
(DIN: 00291692)

Place: France
Date: August 3rd, 2022



Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Annexure-A of CGR

To,
The Members of,
GULF OIL LUBRICANTS INDIA LIMITED,
IN Centre, 49/50, M.I.D.C. 12th Road,
Andheri (East), Mumbai – 400093.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **GULF OIL LUBRICANTS INDIA LIMITED having CIN: L23203MH2008PLC267060** and having registered office at IN Centre, 49/50, M.I.D.C. 12th Road, Andheri (East), Mumbai – 400093, Maharashtra (hereinafter referred to as the **“Company”**) produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para – C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **March 31st, 2022** have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in the Company
1.	Mr. Arvind Uppal	00104992	11/02/2020
2.	Mr. Sanjay G. Hinduja	00291692	29/05/2014
3.	Mr. Ravi Shamlal Chawla	02808474	25/05/2013
4.	Mrs. Manju Agarwal	06921105	19/03/2020
5.	Mr. Munesh Narinder Khanna	00202521	06/11/2020
6.	Mr. Shom Ashok Hinduja	07128441	03/08/2016

Ensuring the eligibility of / for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on this based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Shreyans Jain & Co.**
Company Secretaries
Unique Code: S2011MH151000

Shreyans Jain
(Proprietor)
FCS No. 8519 / C.P. No. 9801
UDIN: F008519D000269252
PR NO.1118/2021

Place: Mumbai
Date: May 04th, 2022



Declaration on Code of Conduct

Annexure-B of CGR

To,
The Members of,
GULF OIL LUBRICANTS INDIA LIMITED

I hereby declare that all the Directors and Senior Management personnel of the Company have affirmed compliance with Code of Conduct for the financial year ended March 31st, 2022.

Place: Mumbai
Date: May 21st, 2022

Ravi Shamlal Chawla
Managing Director & CEO



Compliance Certificate on Corporate Governance

Annexure-C of CGR

To,
The Members of,
GULF OIL LUBRICANTS INDIA LIMITED

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

1. This certificate is issued in accordance with the terms of our engagement letter dated April 06th, 2022.
2. We, Shreyans Jain & Co., Company Secretaries, have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31st, 2022, as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the Listing Regulations).

Management's Responsibility

3. The compliance with the conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Our Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

6. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31st, 2022.

Other matters and Restriction on Use

7. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.
8. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

For **Shreyans Jain & Co.**
Company Secretaries
ICSI Unique Code: S2011MH151000

Shreyans Jain
Proprietor
FCS No. 8519 / C.P. No. 9801
Peer Review Certificate No. 1118/2021
UDIN: F008519D000323207

Place: Mumbai
Date: May 14th, 2022

Annual Report on Corporate Social Responsibility (“CSR”) Activities for the financial year ended on March 31st, 2022

1. A brief outline of the Company’s CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

The Company’s CSR and sustainability initiatives and practices aims at making lasting impact towards creating a just, equitable, humane and sustainable society around the areas of operations and local areas around Silvassa, DNH and Chennai. Your Company has been involved with social initiatives in various activities in the field of ecology & environment, skill development, & education, healthcare, rural development and road safety initiatives. The projects undertaken shall be within the broad framework of Schedule VII of the Companies Act, 2013.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Manju Agarwal	Chairperson (Non-Executive Independent Director)	3	3
2	Mr. Sanjay G. Hinduja	Member (Non-Executive Director)	3	3
3	Mr. Ravi Shamlal Chawla	Managing Director & CEO	3	3

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

Web-link: <https://www.gulfoilindia.com/about-us/corporate-social-responsibility/make-wish-foundation/>.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
		Not Applicable	

6. Average net profit of the company as per section 135(5):

₹ 2,69,59,97,000/-

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 5,39,20,000/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: NA

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 5,39,20,000/-



8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
5,39,49,200	Nil	Nil	Nil	Nil	Nil

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)		
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project. State. District.		Project duration.	Amount allocated for the project (in ₹).	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementation - Direct (Yes/No).	Name	CSR Registration number.
1.	Restoration & Rejuvenation of Sathangadu Lake	(IV)	Yes	TN (Chennai)		2 years	30,00,000	30,00,000	Nil	No	Environmentalist Foundation of India	CSR00002310
2.	Restoration & Rejuvenation of Ariyalur Lake	(IV)	Yes	TN (Chennai)		2 years	54,00,179	54,00,179	Nil	No	Environmentalist Foundation of India	CSR00002310
3.	Road to School Project	(II)	Yes	TN (Chennai)		3 years	45,07,600	45,07,600	Nil	No	Learning Links Foundation	CSR00000640
Total							1,29,07,779	1,29,07,779				

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project.	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project. State. District.		Amount spent for the project (in ₹).	Mode of implementation - Direct (Yes/No).	Name.	CSR registration number.
1.	COVID Support Programmes	(I), (XII)	Yes	Maharashtra, West Bengal, Delhi, Karnataka, Tamil Nadu, Madhya Pradesh	Mumbai, Kolkata, Delhi, Bangalore, Chennai	1,04,00,000	Direct	NA	NA
2.	Road Safety Initiatives	(II)	Yes	Maharashtra, West Bengal, Delhi, Karnataka, Tamil Nadu, Madhya Pradesh	Mumbai, Kolkata, Delhi, Bangalore, Chennai	1,00,50,097	Direct	NA	NA
3.	Other Programmes	(I), (II), VII	Yes	Maharashtra, West Bengal, Delhi, Karnataka, Tamil Nadu, Madhya Pradesh, Telangana	Mumbai, Kolkata, Delhi, Bangalore, Chennai, Hyderabad	1,80,80,324	Direct	NA	NA
Total						3,85,30,421			

- (d) **Amount spent in Administrative Overheads:** ₹ 25,11,000/-
- (e) **Amount spent on Impact Assessment, if applicable:** Not Applicable
- (f) **Total amount spent for the Financial Year (8b+8c+8d+8e):** ₹ 5,39,49,200/-
- (g) **Excess amount for set off, if any:**

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5) of the Act.	5,39,20,000/-
(ii)	Total amount spent for the Financial Year	5,39,49,200/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	29,200/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	29,200/-

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
1.	2020-2021	50,00,000	50,00,000	-	-	-	Nil
	Total	50,00,000	50,00,000				

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in ₹).	Amount spent on the project in the reporting Financial Year (in ₹).	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed / Ongoing.
1	FY31.03.2021_1	Restoration & Rejuvenation of Sathangadu Lake	FY 2019-20	2 years	1,07,78,776	80,00,000	1,07,78,776	Completed
	Total				1,07,78,776	80,00,000	1,07,78,776	



10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable

- (a) Date of creation or acquisition of the capital asset(s).
- (b) Amount of CSR spent for creation or acquisition of capital asset.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

We hereby confirm that implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the Company.

For and on behalf of the CSR Committee

Ravi Shamlal Chawla
Managing Director & CEO
DIN: 02808474

Manju Agarwal
Chairperson, CSR Committee
DIN: 06921105

Place: Mumbai
Date: May 21st, 2022

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Annexure V

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

(A) CONSERVATION OF ENERGY

The Company has been certified for ISO14001:2015 for Environmental Management System and also Gold certified by IGBC (Chennai Plant). It continued its efforts towards energy conservation and the various initiatives are listed below:

(i) Steps taken or impact on conservation of energy at our plants:

Silvassa

1. Replaced old PVC tubes in blending area with copper tubes. This has reduced air leakages and reduced running of air compressors-saving 500units/day.
2. Installed dedicated heat exchangers for each 300KL storage tank for heating the base oil/additive mixture. This has reduced the running of thermopacks resulting in reduction of HSD and electricity consumption.
3. Both the thermopacs are converted to eco-friendly gas fired system. This has reduced consumption of diesel by approx. 4500 ltr/month.
4. Replaced FRP sheets of tanker loading shed with transparent polycarbonate sheets to increase natural illumination and reduced lighting load.
5. Rearranged filling machine setup by removing additional conveyors and shrink sleeve machine which helped in reducing energy consumption of machine.

Chennai

1. Variable Frequency based Pressure pump control in product transfer Line introduced. Power Saving 11,138KWH
2. Introduction of Prefills in filling line resulting in productivity improvement of 50% and resultant Energy savings.
3. Modification of Raw material unloading pipeline to increase flow rate and resultant Energy efficiency gain
4. Modification of Buffer tank position to ensure gravity Flow in Filling machine thus avoiding pump. Saving 888KWH

Proposed actions to reduce power consumption:

Silvassa

1. Installation of solar panels on all the roof tops to increase solar energy generation by 500KW.
2. Installation of auto air valves on all the filling machines to reduce compressed air consumption during idle time.
3. Installation of jet mixers in bigger storage tanks for proper mixing of base oil and reduction in batch amendments. This will reduce batch rework and help in energy saving

Chennai

1. Auto valve operation with Heat exchanger in Thermic Fluid heating system to reduce power consumption
2. Air receiver tank for Compressed air system to prevent shock loading of compressors and reduce power
3. Change over to Copper tubing from PU tubing to avoid Air leak Energy Efficient Motor replacement for High Capacity Motors

(B) TECHNOLOGY ABSORPTION

Gulf Oil launched synthetic engine oils capable of offering fuel economy benefits. Cost effective product range across the segment was need of the hour given overall market scenario. Keeping this in mind Gulf Oil ensured that the product range introduced came with strong performance claims and yet is cost competitive meeting the required specification for respective segments. The company has been a pioneer of Long Drain products for CV segment in India and rolled out products based on proven technology for off-highway segments.

(i) Efforts made towards technology absorption:

- Gulf Oil launched synthetic engine oils 'GULF FORMULA ELITE' and 'GULF FORMULA SUV' capable of offering fuel economy benefits for consumer segment meeting latest specification requirements and best in class performance.
- Gulf AdBlue® Ecopro carries the ISI mark as it is certified with BIS Standard IS 17042- Conformity assessment standard specifies the quality requirements of the NOx reduction agent AUS



32. With state-of-the-art manufacturing and testing facility, Gulf Oil confirms the best quality of raw material and finished product. Every Gulf AdBlue® batch undergoes rigorous testing for conformance to ISO 22241 standard. The Company has been one of the pioneers in manufacturing and marketing Adblue® in India and has its own VDA license.

- New modified Environment friendly semi-synthetic metal working fluid GULF EMULSYN CA offering longer sump life, enhanced tool life and superior surface finish
- High speed grinding fluid 'GULF CUT 59BG' offering superior performance, lesser evaporation and easy to dispose
- GULF GEARTEK SHD 320 Long drain synthetic industrial gear oil was launched

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

- Gulf Oil launched synthetic engine oils 'GULF FORMULA ELITE' and 'GULF FORMULA SUV' capable of offering fuel economy benefits for consumer segment meeting latest specification requirements and best in class performance
- New modified Environment friendly semi-synthetic metal working fluid GULF EMULSYN CA offering longer sump life, enhanced tool life and superior surface finish

Future Plans:

- Enhance e-Fluid portfolio to suit market requirement
- Agriculture Spray Oils

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

Various product technologies were imported to meet Indian OEM and market requirements. The technology was imported after the year 2019 and is fully absorbed.

Automotive:

- Synthetic engine oils 'GULF FORMULA ELITE' and 'GULF FORMULA SUV' capable of offering fuel economy benefits for consumer segment meeting latest specification requirements and best in class performance
- The Company with new OEM partners and rolled out customized products for on-road and off-highway vehicles that meets with the BS VI / BS (CEV/TREM) IV emission norms.

Industrial:

- New modified Environment friendly semi-synthetic metal working fluid GULF EMULSYN CA offering longer sump life, enhanced tool life and superior surface finish
- High speed grinding fluid 'GULF CUT 59BG' offering superior performance, lesser evaporation and easy to dispose
- GULF GEARTEK SHD 320 Long drain synthetic industrial gear oil was launched

(iv) The expenditure incurred on Research and Development:

	₹ in Lakhs
	2021-22
Capital	2.60
Revenue	1236.38
Total Expenditure on R & D	1238.98

(C) Foreign Exchange Earnings and Outgo

The foreign exchange earned in terms of actual inflows during the financial year and foreign exchange outgo during the financial year in terms of actual outflows:

	₹ in Lakhs
	2021-22
Foreign Exchange Earning	12,617.47
Foreign Exchange Outgo	73,538.46

Business Responsibility (BR) Report

Annexure VI

Section A: General Information about the Company

S. No.	Particulars	Information
1	Corporate Identity Number (CIN) of the Company	L23203MH2008PLC267060
2	Name of the Company	Gulf Oil Lubricants India Limited
3	Registered address	IN Centre, 49/50, M.I.D.C., 12 th Road, Andheri (East), Mumbai, MH 400093.
4	Website	https://www.gulfoilindia.com/
5	E-mail id	secretarial@gulfoil.co.in
6	Financial Year reported	April 01 st , 2021 to March 31 st , 2022
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Manufacturing and selling automotive and non-automotive lubricating oils, greases and two-wheeler batteries. (NIC Code: 19201)
8	List three key products/ services that in the Company manufactures/provides (as in balance sheet)	Manufacturing and selling of automotive and non-automotive lubricating oils, greases and selling of two-wheeler batteries.
9	Total number of locations where business activity is undertaken by the Company	Number of international locations (Provide details of major 5): The Company does not have any offices in international locations. However, products are being exported to Bangladesh, Indonesia, Nepal, Qatar, Africa, Philippines, Vietnam, Singapore Africa, among others. Number of national locations: The Management operates from the Company's head office and registered office in Mumbai, Maharashtra. Apart from this, there are four regional offices and around 30 depots to cater pan India operations. The Company's manufacturing plant are located in Silvassa and Ennore, Chennai.
10	Markets served by the Company – Local/State/ National/ International	Local/State/ National/ International

Section B: Financial Details of the Company

S. No.	Particulars	Information
1	Paid up Capital (₹)	₹ 1,008.54 Lakhs
2	Total Turnover (₹)	₹ 2,19,163.88 Lakhs
3	Total profit after taxes (₹)	₹ 21,107.60 Lakhs
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2.56 % of PAT (₹ 539.49 Lakhs on PAT of ₹ 21,107.60 Lakhs)
5	List of activities in which expenditure in above has been incurred	Refer Annual Report on Corporate Social Responsibility (CSR) Activities.

Section C: Other Details

Does the Company have any subsidiary company/companies?

No.

Do the subsidiary company/companies participate in the Business Responsibility (BR) initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s).

Not Applicable

Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/ entities

The Company's Code of Conduct is applicable to business entities who are associated with the Company. The business associates, however, do not directly participate in BR initiatives of the Company.



Business Responsibility (BR) Report (Contd.)

Section D: BR Information

1. Details of Director/ Directors responsible for BR

a) Details of Director/Directors and BR head for implementation of the BR policy/policies:

DIN Number	02808474
Name	Mr. Ravi Shamlal Chawla
Designation	Managing Director & CEO

b) Details of the BR head:

Particulars	Details
DIN Number	02808474
Name	Mr. Ravi Shamlal Chawla
Designation	Managing Director & CEO
Telephone Number	91-22-6648-7777
E-mail ID	secretarial@gulfoil.co.in

2. The principles are as follows:

Principle 1 (P1)	Businesses should conduct and govern themselves with ethics, transparency and accountability.
Principle 2 (P2)	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
Principle 3 (P3)	Businesses should promote the well-being of employees.
Principle 4 (P4)	Businesses should respect the interest of, and be responsive towards stakeholders, especially those who are disadvantaged, vulnerable and marginalised.
Principle 5 (P5)	Businesses should respect and promote human rights.
Principle 6 (P6)	Businesses should respect, protect and make efforts to restore environment.
Principle 7 (P7)	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
Principle 8 (P8)	Businesses should support inclusive growth and equitable development.
Principle 9 (P9)	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

Details of compliance (Reply in Yes / No)

Sr. No.	Question No.	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for the above?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2	Has the policy been formulated in consultation with relevant stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	The policies/code of conduct of the Company are aligned with global best practices. The Company is ISO 9001 (QMS), ISO14001 (EMS), TS 16949:2009 and ISO 18001 (OHSAS) compliant.								
4	Has the policy been approved by the Board? If yes, has it been signed by MD/Owner/CEO/ appropriate Board Director?	Yes, the policies are approved by the Board. Yes, the policies are approved by the Board signed by MD & CEO.								
5	Does the Company have a specified Committee to implement and evaluate adherence to the Code of Conduct and EHS policy among employees?	The implementation and adherence to the code of conduct and EHS policy are overseen by the BR Head.								
6	Indicate the link for the policy to be viewed online?	P1	P2	P3	P4	P5	P6	P7	P8	P9
		Ref. \$	Ref. #	Ref. \$	Ref.*	Ref. \$	Ref. \$	Ref. \$	Ref. \$	Ref. \$
		#Environment policy: https://www.gulfoilindia.com/about-us/safety-health-environmental-care/								
		*CSR policy link: https://www.gulfoilindia.com/investors/investor-information/policies/								
		\$Published on Company's intranet portal.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, using the stakeholder engagement practices in place.								
8	Does the Company have in house structure to implement the policy/ policies?	Yes, the system in place is commensurate with the size of the Company.								
9	Does the Company have a grievance redressal mechanism related to the policy/policies?	Yes, the Company has a robust mechanism for grievance redressal.								
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	No.								

If answer to the question at serial number 1 against any principle, is 'No', please explain why:

Sr. No.	Question No.	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles									
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task					Not applicable.				
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

Governance related to BR

Indicate the frequency with which the Board of Directors, Committees of the Board or CEO assess the BR performance of the Company

The Board of Directors of the Company assesses the initiatives forming part of the BR performance of the Company annually.



Business Responsibility (BR) Report (Contd.)

Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

A Business Responsibility Report is published by the Company annually and is part of the Annual Report.

The hyperlink to view the said Report is: <https://www.gulfoilindia.com/investors/investor-information/investor-disclosures/>. The Company does not publish a Sustainability Report.

Section E: Principle Wise Performance

Principle 1: Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs/Others?

The Company is committed to adhere to the highest standards of ethical, moral and legal principles to ensure efficiency, fairness and transparency in conducting business operations. The Company adopted the code of conduct which lays down general principles that should govern the actions of the Company and its employees and emphasizes the adoption of personal ethics, integrity, confidentiality and discipline of the highest degree in dealing with matters relating to the Company, which are covered across its interactions with any stakeholder viz. suppliers, customers, among others. The code is currently applicable to all permanent employees and contract personnel that the Company employs.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

The Company has a robust whistle-blower policy for Directors and employees to report to the management, instances of unethical behavior, actual or suspected fraud, transgression of legal or regulatory requirements, Insider Trading or violation of the Company's code of conduct. Details on this mechanism are published on the Company's website. No whistle blower complaints were received during the financial year.

The Company established a mechanism to respond to investor grievances. There were no complaints from investors pending at the beginning of the financial year. The Company received 48 investor related complaints during the financial year and all complaints were resolved satisfactorily.

If investigations lead to the Chairperson of Audit Committee to conclude that an unethical or improper activity has been committed, the Chairperson will recommend to the Management of the Company to take such disciplinary or corrective action as deemed fit. It is clarified that any disciplinary or corrective action initiated against the subject, based on the findings of an investigation pursuant to this policy, would adhere to the applicable personnel or staff conduct and disciplinary procedures. A quarterly status on number of complaints received under this policy is submitted to the Board by the Audit Committee. The Company hereby affirms that no Director/employee has been denied access to the Chairperson of the Audit Committee and no complaints were received during the reporting financial year.

Principle 2: Product Life Cycle Sustainability

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

- Gulf Oil launched superior performance metal working fluids (MWF) fluids and Industrial gear oil.
- New modified Environment friendly semi-synthetic metal working fluid GULF EMULSYN CA offering longer sump life, enhanced tool life and superior surface finish.
- High speed grinding fluid 'GULF CUT 59BG' offering superior performance, lesser evaporation and easy to dispose.
- Synthetic engine oils 'GULF FORMULA ELITE'.
- GULF GEARTEK SHD 320 Long drain synthetic industrial gear oil was launched.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.)

Reduction during sourcing/production/distribution achieved since the previous financial year throughout the value chain?

The following initiatives were taken over the last financial year for more efficient use of resources throughout the value chain:

- With flushing oil waste generation reduced by 25% during a product changeover last year we are consuming 100% of flushing oil generated.
- New In-house VM solubalisation facility reduces heating requirement and enables cost & energy saving.

- Tank form optimisation implemented to effectively handle bulk additives enabling storage, handling & transportation cost.

Reduction during usage by consumers (energy, water) has been achieved since the previous financial year?

Gulf Oil launched synthetic engine oils ‘GULF FORMULA ELITE’ and ‘GULF FORMULA SUV’ capable of offering fuel economy benefits for consumer segment meeting latest specification requirements and best in class performance. The company has been a pioneer of Long Drain products for CV segment in India and rolled out products based on proven technology for off-highway segments.

3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Provide details thereof, in about 50 words or so.

All safety and environmental protocols are followed for the company’s internal logistics. There is a continuous effort to reduce costs and emissions within the supply chain. The company sources its packaging raw materials from reputable international and domestic sources that are expected to follow BR protocols and are periodically audited for quality.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

The Company ensures that as far as possible procurement is done from local and nearby vendors. In addition to this, many of its materials used by the Company are sourced domestically from small and medium enterprises.

If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

They undergo product inspection and audits in addition to quality checks. These processes help to ensure that the vendors are capable in supplying the quality materials consistently and the audits help the vendors correct any shortcomings in their processes and/or planning. A comprehensive process called the Quality Management System is responsible for the quality control of all sourced materials.

5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste?

Waste segregation activity is undertaken at the plant to differentiate between hazardous and non-hazardous waste. Hazardous waste is sold to Recyclers authorized by the PCB. Moreover, keeping in mind the importance of water management, the waste water is 100% recycled in Chennai Plant.

Principle 3: Employees Well-being

1. Total number of permanent employees: 585
2. Total number of employees hired on temporary/ contractual/ casual basis: 200+
3. Total number of permanent women employees: 38
4. Please indicate the number of permanent employees with disabilities: Nil
5. Do you have an employee association that is recognized by management: No
6. Percentage of your permanent employees is members of this recognized employee association: NA
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:

Sr. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of financial year
1	Child Labour/ Forced Labour/ Involuntary Labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training last year:

Employees are core asset for the organization & the practices designed at the Company are primarily to cater to the changing business requirements. The human capital strategy is designed carefully to ensure that we create the culture which is engrained based on the Group guiding principles & Brand values. The focused practices include employee safety, capability development & skill building of the employees, nurturing best talent within the organization. In order



Business Responsibility (BR) Report (Contd.)

to keep the pace with the changing conditions, the company revisits the policies & practices so as to ensure the employee wellbeing agenda is met effectively.

The Company has put “Safety First” programme to promote safety practices across plant & non plant locations. The employee wellbeing & safety is critical along with the achievement of the business objectives.

Some relevant statistics for the Financial Year on this front are:

Total Training Man-days- 1042

Digital Training (No. of courses)- 234

No. of assessments done – 411

The average age of the organization is 40 years.

Long service Award winners – 103 employees

The Company is consciously taking steps to improve the gender diversity through its talent acquisition & campus relationship programme. We recognize the right to freedom of association, however, there are no employee associations within the company.

We are an equal opportunity employer & we focus on the meritocracy at all stages right from hiring to deployment, role mapping to remuneration. The Company has a robust process of selection of best talent right from entry level to top management.

Capability Building is one of the key elements of the human capital strategy. The Company emphasizes on covering wide range of the skill sets for its employees. In the financial year 2021-22, during the lockdown period, the major focus was on LOC (live on classroom) sessions covering functional & behavioral topics through webinars as well as web-based trainings. The same was extended to our channel partner teams as well. The digitized learning platform, “GOLD” Academy (Gulf Oil Learning & Development Academy)” has rich contents & it is extended to global operations covering the distributors, key customers, licensees worldwide. The programmes are available in three languages – English, Spanish & Mandarin. The Company also supports capability development through job rotation across geographies to enhance their capabilities & career.

Prevention of Sexual Harassment at workplace:

The company has put in the required policy & framework to address the Prevention of Sexual Harassment at Workplace since 2014. The new

committee has been appointed in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The internal complaints committee consisting of three employees (with one-woman representation) & one independent external panel member is in place. The regular awareness sessions are conducted for employees.

Following statistics shows the status on the no. of complaints.

Sr. No.	Category	No. of Complaints filed during the financial year	No. of Complaints pending as on end of financial year
1	Child Labour/ Forced Labour / Involuntary Labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

HSSE (Health, Safety, Security & Environment):

To promote the well-being of the employees, and more so during the COVID-19 pandemic period, various safety awareness programmes are organised including health talk series on the various contemporary topics, health sessions, Yoga sessions etc. The Company facilitates the annual medical checkup for all its employees. The Company has implemented the global safety practices last year & employees are taken through the safe practices at plant & non plant locations. The Company has facilitated the agile working conditions for its employees – work from home, flexible working hours are some of the practices adopted to ensure the work life balance.

The Company has introduced the critical illness cover for all its employees to support the additional medical expenses on account of the critical illness. The Company has also continued the support for the top up medical cover for the employee & family, and for the parents of the employees in addition to the existing mediclaim policy for employee family & parents. The term insurance & personal accident insurance cover continues.

The Company has committed to provide an ergonomically safe & comfortable work environment at all its offices, depot locations & plants.

Principle 4: Stakeholder Engagement

1. Has the company mapped its internal and external stakeholders? Yes/No

Yes. The stakeholders identified are: Employees, dealers, mechanics, truck drivers, suppliers, regulatory authorities, NGOs, communities surrounding plants and offices

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?

Local communities around Chennai plant were recognized as vulnerable mainly due to water scarcity concerns and projects were undertaken accordingly.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders?

The Company recognizes the importance of focused and inclusive social and economic development, especially in communities within which it operates. It engages with internal and external stakeholders to understand their concerns and address them using formal and informal mechanisms. It seeks to maintain cordial relationship with its stakeholders and has undertaken CSR initiatives on education, road safety awareness, rural development and promoting healthcare among local communities at Silvassa, DNH and Ennore, Chennai. The Company has taken up the Lake Restoration project in Chennai. The first project taken up was "Thamaraikulam Lake Rejuvenation and Restoration Project". The project is completed & handed over to the community. The Company has taken up one more lake restoration project "Sathan Kadu Lake Rejuvenation and Restoration Project". The project scope consisted of cleaning the lake from non-degradable trash, bund fencing, lake recharge wells and developing the percolation trench, plantation & aesthetic development. The project is completed & handed over to the community. During the

FY 2021-22, the Company has taken up one more lake restoration project "Ariyalur Tank Rejuvenation and Restoration Project" with help from Chennai Municipal Corporation. The lake is located 10.5 Kms from our Ennore Plant. The work is in full swing & the project is expected to be completed by October' 2022.

Principle 5: Human Rights

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Company respects and upholds the laws and human rights provisions across locations in which it operates. The code of conduct is applicable for all Directors, employees and business partners of the Company.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

There were no complaints received regarding human rights violations during the financial year. As a policy, the Company does not employ child labour.

Principle 6: Environmental

1. Does the policy relate to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others?

The Company has an HSSE policy that addresses environmental concerns and it is applicable only to the Company.

2. Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc.?

The Company is committed to comply with all applicable laws and intends to uphold high standards for Occupational Health, Safety and Environment. The company is conscious of the impact of its manufacturing operations as well as products on the environment due to emissions and resource consumption throughout their life cycle. The Company's approach towards climate change mitigation focuses on product innovation to improve fuel efficiency and reduce emissions for customers and reducing the environmental footprint of our manufacturing operations through initiatives like 3R and continuous monitoring of energy and water usage. Furthermore, the Company has undertaken additional lake renovation programs of Sathangadu Lake and Ariyalur Lake within the vicinity of Ennore Plant.



Business Responsibility (BR) Report (Contd.)

Initiated mass tree plantation programs around the lake taken up for renovation (Sathangadu & Ariyalur) in Ennore and various places in Dadra & Nagar Haveli.

Initiated change of HFC based refrigerants to environment friendly refrigerants in all air conditioners in the plants.

3. Does the company identify and assess potential environmental risks? Y/N

Yes, by identifying significant environmental risks through Aspect Impact study

4. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N.

Following are the projects undertaken in financial year 2021-22 which will contribute towards cleaner environment –

- Initiated process of regeneration of batteries used in UPS and forklifts to enhance life cycle of batteries.
- Initiated usage of battery-operated forklifts at production shop floor in place of diesel forklifts to reduce emissions.
- VFD based Pressure pump control in Adblue transfer Line. Power Saving 11,138KWH
- Gravity Flow in Z5602 Filling machine thus eliminating pump. Saving 888KWH
- Introduction of Prefills in Adblue pail filling line resulting in productivity improvement of 50% and resultant Energy savings.

5. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

The Company complies with all protocols set by the regulatory authorities for control of emissions. Periodic monitoring is undertaken by a third-party inspector approved by the SPCB to record, report and control the emissions generated at the plant on a monthly and quarterly basis. All emissions have been found to be within limits stipulated by the CPCB/SPCB.

6. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

There were no show cause/ legal notices received from CPCB/SPCB over the last financial year.

Principle 7: Policy Advocacy

1. Is your Company a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with.

Yes. The Company is a member of the following trade/ chamber/ association:

- Bombay Chamber of Commerce and Industry (BCCI)
- Confederation of Indian Industry (CII)

2. Have you advocated/ lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

The Company does not take part (directly or indirectly) in any political activity and make any political contributions in cash or kind. It complies with applicable laws and regulations that prohibit bribery and corruption. It aims to engage constructively with the local government, regulatory authorities and relevant public bodies for the development of public policies keeping in view the sustainability and compliance commitments thereby creating a better business environment and build healthy relationships with them.

Principle 8: Inclusive Growth

1. Does the Company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes, details thereof.

Education and skill building projects were undertaken to provide educational support to economically challenged children. Various road safety awareness programs were also conducted. In addition to this, various Covid support programs viz mass vaccination drive was initiated in view of the need of urgent support to vulnerable communities during the pandemic.

2. Are the programmes/projects undertaken through in-house team/own foundation/ external NGO/government structures/any other organization?

While the projects are designed and created by the in-house team in alignment with the values and strategy of the Company, the implementation is undertaken by third party entities such as NGOs and Not for Profit Organizations.

3. Have you done any impact assessment of your initiative?

Yes, details below in Question 5.

4. What is your company's direct contribution to community development projects? Amount in ₹ and the details of the projects undertaken.

The Company contributed an amount of ₹ 539 lakhs in FY 2021-22 towards CSR projects. Details of the activities undertaken can be found in the CSR annual report forming part of the Board's Report.

5. Have you done any impact assessment of your initiative? Have you taken steps to ensure that this community development initiative is successfully adopted by the community?

Yes, an internal impact assessment exercise is done of the initiatives undertaken by the company to monitor the activities and calibrate them for the best results of the stakeholders involved. This includes monitoring the CSR activities, continuous follow ups and tracking the initiatives conducted under CSR to determine the end results and the benefits to the community.

Principle 9: Customer Value

1. What percentage of customer complaints / consumer cases are pending as on the end of financial year?

There are robust mechanisms and practices in place to record and resolve customer complaints. A new and improved customer complaint redressal portal Gulf Care has been adopted for better customer complaint resolution. None of the complaints received remained pending at the end of the financial year.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws?

The Company discloses additional information, such as product benefits and technical specifications, in addition to the information mandated to be included in the product label.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year?

There were no cases filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years or pending as at end of financial year.

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

The Company works to meet and manage customer needs efficiently. The products are developed based on regular interactions, feedback and survey of consumers. The Company regularly tracks consumer satisfaction scores and brand positions across channels and among its distributors and adopts appropriate measures to improve customer satisfaction.



FORM NO. MR.3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended March 31st, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GULF OIL LUBRICANTS INDIA LIMITED,
In Centre, 49/50, 12th Road, M.I.D.C.,
Andheri (East), Mumbai – 400 093

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GULF OIL LUBRICANTS INDIA LIMITED** (hereinafter referred to as the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other documents/records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31st, 2022** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **March 31st, 2022**, according to the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the period under review, resolutions were carried through majority. As confirmed by the Management, there were no dissenting views expressed by any of the members on any business transacted at the meetings held during the period under review.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Board of Directors of the Company in its meeting held

on February 09th, 2022 approved for the Buy Back of **14,16,667** Equity Shares of face value of ₹ 2 each of the company through tender offer route.

For BS & Company Company Secretaries LLP

K.V.S. Subramanyam

FCS No.: 5400

C P No.: 4815

UDIN: F005400D000327062

Place: Hyderabad

Date: May 16th, 2022

Note: This report is to be read with our letter of even date which is annexed as 'Annexure' and forms an integral part of this report.



Annexure to Form MR-3

To,
The Members,

GULF OIL LUBRICANTS INDIA LIMITED,
Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. We further report that, based on the information provided by the Company, its officers, authorized representatives during the conduct of the audit in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws.
8. We further report that the compliance by the Company of applicable fiscal laws like Direct & Indirect tax laws, Labour Laws, General and other specific Laws as may be applicable to the Company, have not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.
9. Under the situation of COVID-19 pandemic prevailing during the period, secretarial audit was conducted with the verification of all the documents, records and other information electronically as provided by the management.

For BS & Company Company Secretaries LLP

K.V.S. Subramanyam

FCS No.: 5400

C P No.: 4815

UDIN: F005400D000327062

Place: Hyderabad
Date: May 16th, 2022

Information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration Managerial Personnel) Rules, 2014

- i. Ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year 2021 – 22 and
- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial Year 2021 – 22:

Sr. No.	Name of Director/ KMP	Designation	Percentage increase/ (decrease) in remuneration in the financial year 2021 -22 (%)	Ratio of remuneration of each director to median remuneration of employees of the company for the financial year
1	Mr. Sanjay G. Hinduja (1)	Chairman, Non-Executive Director	5.00%	9.42:1
2	Mr. Shom A. Hinduja (1)	Non-Executive Director	-6.84%	1.29:1
3	Mr. Arvind Uppal (1)	Independent Director	9.28%	2.99:1
4	Mrs. Manju Agarwal (1)	Independent Director	3.18%	2.59:1
5	Mr. Munesh Narinder Khanna(1)	Independent Director	*	2.54:1
6	Mr. Ravi Shamlal Chawla	Managing Director & CEO	6.00%	42.78:1
7	Mr. Manish Kumar Gangwal	Chief Financial Officer	6.00%	-
8	Ms. Shweta Gupta	Company Secretary & Compliance Officer	#	-

Notes:

- (1) Other than Mr. Ravi Shamlal Chawla, sitting fees paid for attending the meetings of the board and/ or its committees has also been considered for computation of increase.

*The disclosure with respect to increase in remuneration is not given as the tenure of Director was only for a part of the FY 2020-21.

#The disclosure with respect to increase in remuneration is not given as the tenure of Company Secretary was only for a part of the FY 2020-21

(iii) The percentage increase in the median remuneration of employees in the Financial Year 2021-22:

	2021-2022	2020-2021	Increase (%)
	Median	Median	
Median remuneration of all employees per annum	1115004	1052303	1.06%

The average increase in remuneration of employees other than the Managerial Personnel is in line with the industry practice considering challenging economic environment and is within normal range as per industry. For clarity on the details of the individual compensation to Key Managerial Personnel, please refer to the Annual Return available on the website of the Company.

(iv) The number of permanent employees on the rolls of Company:

As of March 31st, 2022 there were 585 permanent employees on the rolls of the Company.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentile increase in the salaries of the employees other than Managerial Personnel is 5%.

(vi) Affirmation that the remuneration is as per the remuneration policy of the company.

It is hereby affirmed that the remuneration paid to:

- a. directors, KMP and members of senior management is as per Remuneration Policy of the Company; and
- b. other employees of the Company is as per the Human Resource Policy of the Company

For and on behalf of the Board of Directors

Sd/-
Sanjay G. Hinduja
 Chairman
 (DIN: 00291692)

Place: France
 Date: August 03rd, 2022



Certificate under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Annexure IX

CEO - CFO CERTIFICATION

To the Board of Directors

Gulf Oil Lubricants India Limited

1. We have reviewed the Annual Audited Financial Statements of Gulf Oil Lubricants India Limited ("Company") for the financial year ended on March 31st, 2022 and to the best of our knowledge and belief:
 - I. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - II. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended on March 31st, 2022 which are fraudulent, illegal or violative of the Code of Conduct of the Company.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to be taken to rectify the deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - I. significant changes in the Company's internal control over financial reporting if any, during the financial year ended on March 31st, 2022;
 - II. significant changes in accounting policies, if any, during the financial year ended on March 31st, 2022 have been disclosed in the notes to the Financial Statements; and
 - III. instances of significant fraud of which we have become aware and involvement therein, if any, of the management or other employees having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: May 20th, 2022

Ravi Shamlal Chawla
Managing Director & CEO

Manish Kumar Gangwal
Chief Financial Officer

Independent Auditor's Report

To the Members of Gulf Oil Lubricants India Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying Standalone Financial Statements of Gulf Oil Lubricants India Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2022, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of

affairs of the Company as at March 31, 2022, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's responsibilities for the audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter description	How our audit addressed the key audit matter
<p>Estimation of year-end secondary trade accruals towards rebates and discounts</p> <p>[Refer to note 2.3 (B) to the Standalone Financial Statements]</p> <p>Revenue from sale of goods is measured net of rebates and discounts given to customers on the Company's sales.</p> <p>The provision for rebates and discounts relating to secondary sales (i.e. sales made by the Company's distributors/retailers to their customers) ("the secondary trade accruals towards rebates and discounts") has been considered as a key audit matter as its computation involves estimation and judgment in determination of the likelihood of the amount at which these are expected to be settled and the amount of secondary trade accruals as at March 31, 2022 is material to the standalone financial statements.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> • Understood and evaluated the design and tested the operating effectiveness of the controls over calculation and completeness of recording of the secondary trade accruals. • Obtained management's calculations for the secondary trade accruals in respect of relevant schemes and validated the information and assessed the reasonableness of assumptions used by the management in determining the amount of accruals as at the year end. • Assessed the reasonableness of estimates made by the Company for secondary trade accruals by comparing the provisions recognised in earlier periods with the subsequent claims settled by the Company and checked that there were no significant adjustments to the estimates made in the past.

Independent Auditor's Report (Contd.)

Key audit matter description	How our audit addressed the key audit matter
<p>The estimation of the year-end secondary trade accruals towards rebates and discount requires evaluation of various schemes for rebates and discounts, which are often revised considering the market and competitive factors.</p> <p>Management considers historical and secondary sales forecast for the respective schemes to determine the likely amount at which the secondary trade accruals are expected to be settled.</p>	<ul style="list-style-type: none"> • Verified the credit notes for rebates and discounts issued subsequent to the balance sheet date to assess the reasonableness of the amounts recognised and to identify any significant unaccounted secondary trade accruals. <p>Based on the above procedures performed, we considered the management's estimate for the year-end secondary trade accruals towards rebates and discounts to be reasonable.</p>

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of management and those charged with governance for the Standalone Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the

provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Standalone Financial Statements

8. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
- Report on other legal and regulatory requirements**
13. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
14. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.



Independent Auditor's Report (Contd.)

- (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 38 to the Standalone Financial Statements.
 - ii. The Company has long-term contracts as at March 31, 2022 for which there were no material foreseeable losses. The Company does not have long-term derivative contracts as at March 31, 2022.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 51 (vii) to the Standalone Financial Statements);
- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 51(vii) to the Standalone Financial Statements); and
- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
15. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For **Price Waterhouse LLP**
Firm Registration Number: 30112E/ E300264
Chartered Accountants

Arunkumar Ramdas
Partner
Membership Number: 112443
UDIN: 22112433AJIVLL2390

Place: Mumbai
Date: May 21, 2022

Annexure A to Independent Auditors' Report

Referred to in paragraph 14(f) of the Independent Auditors' Report of even date to the members of Gulf Oil Lubricants India Limited on the standalone financial statements for the year ended March 31, 2022

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Gulf Oil Lubricants India Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our

audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk



Annexure A to Independent Auditors' Report (Contd.)

that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of

internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Price Waterhouse LLP**

Firm Registration Number: 30112E/ E300264

Chartered Accountants

Arunkumar Ramdas

Partner

Membership Number: 112443

UDIN: 22112433AJIVLL2390

Place: Mumbai

Date: May 21, 2022

Annexure B to Independent Auditors' Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Gulf Oil Lubricants India Limited on the standalone financial statements as of and for the year ended March 31, 2022

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 on Property Plant and Equipment and Note 36 on Right of Use Assets to the Standalone Financial Statements, are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use Assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. (a) The physical verification of inventory [excluding stocks with third parties] has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the unaudited books of account of the Company. Also refer Note 51(ii) to the Standalone Financial Statements.
- iii. (a) The Company has made investments in four companies and granted unsecured loans to two companies. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans to parties other than subsidiaries, joint ventures and associate are as per the table given below:

	(Amount in ₹ Lacs)
	Aggregate amount of loan granted/ provided during the year Loans
Aggregate amount of loans granted during the year	
- Subsidiaries/Joint Ventures/ Associates	-
- Others	51,800
Balance outstanding as at the balance sheet date	
- Subsidiaries/Joint Ventures/ Associates	-
- Others	-

Annexure B to Independent Auditors' Report (Contd.)

- (b) In respect of the aforesaid investments / loans, the terms and conditions under which such loans were granted/ investments were made are not prejudicial to the Company's interest.
- (c) In respect of the aforesaid loans, the schedule of repayment of principal and payment of interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.
- (d) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- (e) There were no loans which fell due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans.
- (f) Following loans were granted during the year, which are repayable on demand.

	(Amount in ₹ Lacs)		
	All Parties	Promoters	Related Parties
Aggregate of loans granted during the year			
- Repayable on demand	51,800		
- Agreement does not specify any terms or period of repayment	-	-	-
Percentage of loans granted to the total loans	100%	-	-

There were no loans/advances in nature of loans which were granted during the year, to promoters/ related parties.

- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 (the 'Act') in respect of the loans and investments made. The Company has not provided any guarantees or security covered under Section 185 and 186 Of the Act.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including Goods and Services Tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues, as applicable, with the appropriate authorities.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of provident fund, employees' state insurance, service tax and duty of customs which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub-clause (a) as at March 31, 2022 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in lacs)*	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	43.34	1999-2001, 2003-2004, 2005-2006 and 2012-2014 (Assessment Year)	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	86.51	1998-1999 and 2011-2012 (Assessment Year)	High Court
Income Tax Act, 1961	Income Tax	15.05	2006-2007 (Assessment Year)	Supreme Court
Income Tax Act, 1961	Income Tax	13.26	2010-2011 (Assessment Year)	Appellate Tribunal
Local Sales Tax Act, VAT Act and Central Sales Tax Act	Sales Tax	2,105.13	2003-2005 and 2010-2011	Appellate Tribunal
Local Sales Tax Act, VAT Act and Central Sales Tax Act	Sales Tax	2,663.82	2006-2013 and 2015-2018	Joint Commissioner of Sales Tax
Local Sales Tax Act, VAT Act and Central Sales Tax Act	Sales Tax	6.54	1999-2000	High Court
Local Sales Tax Act, VAT Act and Central Sales Tax Act	Sales Tax	10.57	1997-2000 and 2010-2011	Assistant Commissioner of Commercial Tax
Local Sales Tax Act, VAT Act and Central Sales Tax Act	Sales Tax	42.40	2012-2013 and 2014-2015	Commissioner of Sales Tax
Local Sales Tax Act, VAT Act and Central Sales Tax Act	Sales Tax	35.16	2016-2018	Deputy commissioner of sales tax
Central Excise, Custom and Service Tax	Excise Duty	22.76	2007-2008 and 2009-2010	Appellate Tribunal
Goods and Service Tax	Goods and Service Tax	8.04	2018-2019	Additional commissioner of sales tax
Goods and Service Tax	Goods and Service Tax	15.07	2017-2020	Joint Commissioner (Appeals)

* Net of amounts paid under protest.

- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any term loans.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Standalone Financial Statements of the Company, we

Annexure B to Independent Auditors' Report (Contd.)

- report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the Standalone Financial Statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate Company. The Company does not have any subsidiary and joint venture during the year.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its associate Company. The Company does not have any subsidiary and joint venture during the year.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under Clause 3(x)(a) of the Order are not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under Clause 3(x)(b) of the Order are not applicable to the Company.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly,
- the reporting under Clause 3(xi)(b) of the Order are not applicable to the Company.
- (xi) (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under Clause 3(xi)(c) of the Order is not applicable to the Company.
- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under Clause 3(xii) of the Order is not applicable to the Company.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the Standalone Financial Statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (xiv) (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with him, in compliance with the provisions of Section 192 of the Act. Accordingly, the reporting under Clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under Clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting

under Clause 3(xvi)(c) of the Order is not applicable to the Company.

- (d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under Clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly the reporting under Clause (xviii) is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 50 to the Standalone Financial Statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting

its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- (xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Price Waterhouse LLP**
Firm Registration Number: 30112E/ E300264
Chartered Accountants

Arunkumar Ramdas
Partner
Membership Number: 112443
UDIN: 22112433AJVLL2390

Place: Mumbai
Date: May 21, 2022



Standalone Balance Sheet

as at March 31, 2022

₹ Lakhs

Particulars	Note No	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non current assets			
Property, plant & equipment	3	23,937.23	24,094.57
Right-of-use assets	36	3,063.24	1,103.01
Capital work in progress	3	309.72	373.84
Intangible assets	3	308.33	164.05
Financial Assets			
(i) Investments	4	3,586.91	2,026.56
(ii) Loans	5	105.19	114.75
(iii) Other financial assets	6	658.60	645.20
Other non current assets	7	2,553.50	3,150.10
Total non current assets		34,522.72	31,672.08
Current assets			
Inventories	8	47,629.93	37,651.34
Financial Assets			
(i) Trade receivables	9	29,593.23	18,895.50
(ii) Cash and cash equivalents	10	54,873.06	49,160.86
(iii) Bank balances other than (ii) above	11	2,565.45	398.88
(iv) Loans	12	20.87	18.25
(v) Other financial assets	13	257.37	266.42
Current tax asset (net)	25	743.84	667.98
Other current assets	14	9,035.67	5,821.69
Total current assets		144,719.42	112,880.92
Total assets		179,242.14	144,553.00
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	15	1,008.54	1,006.19
Other equity	16	103,261.76	85,931.48
Total equity		104,270.30	86,937.67
LIABILITIES			
Non current liabilities			
Financial liabilities			
(i) Lease liabilities	36	2,056.11	565.82
(ii) Other financial liabilities	17	33.00	54.00
Employee benefit obligations	18	425.43	412.33
Deferred tax liabilities (net)	19	1,244.06	1,316.34
Deferred government grant	20	94.26	114.62
Total non current liabilities		3,852.86	2,463.11
Current liabilities			
Financial liabilities			
(i) Borrowings	21	35,699.83	19,794.95
(ii) Lease Liabilities	36	1,202.44	777.23
(iii) Trade payable			
(a) Total outstanding dues of micro enterprises and small enterprises	22	813.93	583.84
(b) Total outstanding of creditors other than micro enterprises and small enterprises	22	26,260.09	28,397.11
(iv) Other Financial Liabilities	23	1,929.26	1,635.52
Employee benefit obligations	24	32.05	74.21
Current tax liabilities (net)	25	1,501.91	1,523.96
Deferred government grant	26	20.08	20.08
Other current liabilities	27	3,659.39	2,345.32
Total current liabilities		71,118.98	55,152.22
Total liabilities		74,971.84	57,615.33
Total equity and liabilities		179,242.14	144,553.00
Significant accounting policies	2		

The above standalone balance sheet should be read in conjunction with the accompanying notes.

In terms of our report attached

For **Price Waterhouse LLP**

Chartered Accountants

Firm Registration Number: 301112E/E300264

Arunkumar Ramdas

Partner

Membership No. 112433

Place: Mumbai

Date: May 21, 2022

For and on behalf of Board of Directors

Manish K Gangwal

Chief Financial Officer

Ravi Chawla

Managing Director & CEO

DIN: 02808474

S.G. Hinduja

Chairman

DIN: 00291692

Shweta Gupta

Company Secretary



Standalone Statement of profit and loss

for the year ended March 31, 2022

₹ Lakhs

Particulars	Note No	Year ended March 31, 2022	Year ended March 31, 2021
Income			
Revenue from operations	28	219,163.88	165,220.51
Other income	29	4,418.34	5,205.91
Total Income		223,582.22	170,426.42
Expenses			
Cost of materials consumed	30	117,568.35	82,858.25
Purchase of stock in trade	30	18,085.36	8,812.33
Changes in inventories of finished goods, work-in-progress and stock-in-trade	30	(4,445.85)	(2,774.29)
Employee benefit expense	31	11,677.65	11,646.41
Finance costs	33	961.86	1,463.63
Depreciation and amortisation expense	32	3,571.93	3,386.93
Other expenses	34	47,729.15	38,159.11
Total Expense		195,148.45	143,552.37
Profit before tax		28,433.77	26,874.05
Income Tax Expense			
Current tax	47	7,455.20	6,985.26
Deferred tax	47	(129.03)	(119.79)
Profit for the year		21,107.60	20,008.58
Other Comprehensive Income			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurement of post employment benefits obligations		43.98	18.67
Income tax relating to above		(11.07)	(4.70)
Changes in fair value of equity instruments at FVOCI		110.07	36.85
Income tax relating to above		(45.68)	(4.23)
Other comprehensive income for the year, net of tax		97.30	46.59
Total comprehensive income for the year		21,204.90	20,055.17
Earnings per share- Basic (₹)	35	41.89	39.86
Earnings per share- Diluted (₹)	35	41.63	39.70
Significant accounting policies	2		

The above standalone statement of profit and loss should be read in conjunction with the accompanying notes.

In terms of our report attached

For **Price Waterhouse LLP**

Chartered Accountants

Firm Registration Number: 301112E/E300264

Arunkumar Ramdas

Partner

Membership No. 112433

Place: Mumbai

Date: May 21, 2022

For and on behalf of Board of Directors

Manish K Gangwal

Chief Financial Officer

Shweta Gupta

Company Secretary

Ravi Chawla

Managing Director & CEO

DIN: 02808474

S.G. Hinduja

Chairman

DIN: 00291692



Standalone Statement of changes in equity

for the year ended March 31, 2022

₹ Lakhs

Particulars	Share capital	Other Equity					Other reserves	Total equity
		Securities premium reserve	Retained earnings	Share options outstanding account	Capital reserve	General reserves	FVOCI equity investment	
Balance as at April 01, 2020	1,002.11	15,540.13	51,964.86	1,130.67	5.00	6,361.85	126.17	76,130.79
Profit for the year	-	-	20,008.58	-	-	-	-	20,008.58
Other comprehensive income for the year	-	-	13.97	-	-	-	32.62	46.59
Total comprehensive income for the year	-	-	20,022.55	-	-	-	32.62	20,055.17
Interim dividend for FY 2019-20	-	-	(3,507.40)	-	-	-	-	(3,507.40)
Final dividend for FY 2019-20	-	-	(3,512.40)	-	-	-	-	(3,512.40)
Interim dividend for FY 2020-21	-	-	(3,521.68)	-	-	-	-	(3,521.68)
Compensation for options granted during the year	-	-	-	580.05	-	-	-	580.05
Transfer to securities premium reserve from share options outstanding account	-	846.36	69.39	(915.75)	-	-	-	-
Inter reserve transfers	-	-	(1,000.00)	-	-	1,000.00	-	-
Issue of shares under Employee Stock Option Scheme	4.08	709.06	-	-	-	-	-	713.14
As at March 31, 2021	1,006.19	17,095.55	60,515.32	794.97	5.00	7,361.85	158.79	86,937.67
Profit for the year	-	-	21,107.60	-	-	-	-	21,107.60
Other comprehensive income for the year	-	-	32.91	-	-	-	64.39	97.30
Total comprehensive income for the year	-	-	21,140.51	-	-	-	64.39	21,204.90
Final dividend for FY 2020-21	-	-	(4,538.46)	-	-	-	-	(4,538.46)
Compensation for options granted during the year	-	-	-	383.15	-	-	-	383.15
Transfer to securities premium reserve from share options outstanding account	-	605.61	-	(605.61)	-	-	-	-
Expenses pertaining to buyback of equity shares (Refer Note 55)	-	(118.94)	-	-	-	-	-	(118.94)
Inter reserve transfers	-	-	(1,000.00)	-	-	1,000.00	-	-
Issue of shares under Employee Stock Option Scheme	2.35	399.63	-	-	-	-	-	401.98
As at March 31, 2022	1,008.54	17,981.85	76,117.37	572.51	5.00	8,361.85	223.18	104,270.30

The above standalone statement of change in equity should be read in conjunction with the accompanying notes.

In terms of our report attached

For **Price Waterhouse LLP**

Chartered Accountants

Firm Registration Number: 301112E/E300264

Arunkumar Ramdas

Partner

Membership No. 112433

Place: Mumbai

Date: May 21, 2022

For and on behalf of Board of Directors

Manish K Gangwal

Chief Financial Officer

Ravi Chawla

Managing Director & CEO

DIN: 02808474

S.G. Hinduja

Chairman

DIN: 00291692

Shweta Gupta

Company Secretary



Standalone Statement of Cash Flow

for the year ended March 31, 2022

₹ Lakhs

Sr No	Particulars	Year ended March 31, 2022	Year ended March 31, 2021
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit Before Tax	28,433.77	26,874.05
	Adjustments for:		
	Depreciation and Amortization Expenses	3,571.93	3,386.93
	(Profit) on discarding of Fixed Assets(Net)	(0.97)	(21.26)
	Net gain on sale of investment in mutual fund	(85.41)	(86.58)
	Interest Income	(4,331.96)	(5,098.07)
	Unrealised foreign exchange loss-Net	4.55	20.08
	Mark-to-market (gain) on derivative financial instruments	(86.63)	(46.75)
	Finance costs	961.86	1,463.63
	Provision for Doubtful debts	160.00	101.00
	Employee Compensation expense towards ESOP	383.15	580.05
	Operating Profit Before Working Capital Changes	29,010.29	27,173.08
	Adjustments for changes in working capital:		
	(Increase) in Trade Receivables	(10,855.35)	(322.08)
	(Increase) in Inventories	(9,978.60)	(4,824.75)
	(Increase) in Other Assets	(255.19)	(708.27)
	Decrease in Other Financial Assets	89.24	285.34
	(Decrease)/Increase in Trade Payables	(4,303.92)	2,329.10
	Increase/(Decrease) in Employee Benefit Obligations	14.91	(24.89)
	Increase/(Decrease) in Other Financials Liabilities	207.42	(7.12)
	Increase in Other Current Liabilities	1,314.07	962.09
	Cash Flow Generated from Operations	5,242.87	24,862.50
	Income Tax paid (Net of Refund)	(7,615.43)	(5,512.43)
	Net Cash Flow (used in)/from Operating Activities	(2,372.56)	19,350.07
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets, including Capital work in progress	(2,460.59)	(859.70)
	Proceed from Sale of Fixed Assets	5.28	44.68
	Purchase of Non Current Investments	(1,450.27)	(1,530.88)
	Increase in other bank balances	(2,166.56)	112.93
	Loan given during the year	(51,800.00)	(59,150.00)
	Repayment of loan given during the year	51,800.00	59,150.00
	Purchase of Mutual Funds	(28,500.00)	(27,500.00)
	Proceeds from sale of Mutual Funds	28,585.41	27,586.58
	Interest Received	4,256.10	5,098.07
	Net Cash Flow (used in)/from Investing Activities	(1,730.63)	2,951.68
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from issue of equity shares (including securities premium)	401.98	713.12
	Proceeds from/(Repayments of) Short Term Borrowings (Net)	15,830.32	(15,222.54)
	Expenses pertaining to buyback of equity shares	(118.94)	-
	Dividend Paid	(4,496.85)	(10,433.18)
	Finance Costs	(727.45)	(1,810.32)
	Principal repayment of lease liability	(1,073.67)	(970.55)
	Net Cash Flow from/(used in) Financing Activities	9,815.39	(27,723.47)
	Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C)	5,712.20	(5,421.72)
	Cash and Cash Equivalents at the beginning of the year	49,160.86	54,582.58
	Cash and Cash Equivalents at the end of the year	54,873.06	49,160.86



Standalone Statement of Cash Flow

for the year ended March 31, 2022

The above standalone statement of cash flow should be read in conjunction with the accompanying notes.

Note:

1. The Standalone statement of Cash Flow has been prepared under the “Indirect Method” as set out in the Ind AS 7-“Statement of Cash Flows”.
2. Cash and Cash Equivalents comprise:

	As at March 31, 2022	As at March 31, 2021
Cash on Hand	2.16	1.44
Balances with Banks:		
In Current Accounts	4,858.49	43,159.42
In Deposit Accounts	50,012.41	6,000.00
Cash and Cash Equivalents at the end of the year (Refer Note 10)	54,873.06	49,160.86

₹ Lakhs

3. For non cash Financing & Investing transactions during the year (Refer Note 36).
4. Previous year’s comparatives have been reclassified to conform with the current year’s presentation, wherever applicable.

In terms of our report attached
 For **Price Waterhouse LLP**
 Chartered Accountants
 Firm Registration Number: 301112E/E300264

Arunkumar Ramdas
 Partner
 Membership No. 112433

Place: Mumbai
 Date: May 21, 2022

For and on behalf of Board of Directors

Manish K Gangwal
 Chief Financial Officer

Shweta Gupta
 Company Secretary

Ravi Chawla
 Managing Director & CEO
 DIN: 02808474

S.G. Hinduja
 Chairman
 DIN: 00291692

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Summary of significant accounting policies

1. Corporate information

Gulf Oil Lubricants India Limited (the 'Company') is a public limited Company incorporated in India with its registered office at IN Centre, 49/50, 12th Road, MIDC, Andheri (East), Mumbai- 400 093.

The equity shares of the Company are listed on two recognised stock exchanges in India. The Company is engaged in the business of manufacturing, marketing and trading of automotive and non automotive lubricants and synergy products.

2. Significant accounting policies

2.1 Basis of preparation

Statement of Compliance with Indian Accounting Standards (Ind AS): The standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as notified under Section 133 of the Companies Act, 2013 ("the Act"), accounting principles generally accepted in India and other relevant provisions of the Act. The standalone financial statements have been prepared using the historical cost convention except for certain assets and liabilities that are measured at fair value, defined employee benefit plans -plan assets measured at fair value and share-based payments.

2.2 Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

2.3 Critical accounting estimates:

A. Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Evaluation of contingent liabilities requires management judgment and assumptions, regarding the probability, outflow of economic resources and the timing and amount, or range of amounts, that

may ultimately be determined. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised.

B. Secondary trade accruals towards rebate and discounts

The provision for rebates and discounts relating to secondary sales (i.e. sales made by Company's distributors/retailers to their customers) ("the secondary trade accruals towards rebates and discounts") involves estimation and judgment in determination of the likelihood of the amount at which these are expected to be settled. The estimation of the year-end secondary trade accruals towards rebates and discounts requires evaluation of various schemes, historical trends and sales forecast for the respective schemes. The schemes for rebates and discounts are often revised considering the market and competitive factors.

C. Provision for doubtful debts

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

2.4 New standards/ amendments adopted by the company

The company has applied the following amendments to Ind AS for the first time for their annual reporting period commencing April 01, 2021.

Interest Rate Benchmark Reform – Amendments to Ind AS 107 and Ind AS 109

The Ministry of Corporate Affairs had earlier notified amendments to Ind AS 109, Financial Instruments and Ind AS 107, Financial Instruments: Disclosures which were effective from April 1, 2020 (the Phase 1 amendments). Those amendments provided temporary reliefs from applying specific hedge accounting requirements to relationships affected by IBOR reform.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

The amendments to Ind AS 109, Financial Instruments and Ind AS 107, Financial Instruments: Disclosures which are effective from April 1, 2021 (the Phase 2 amendments) address the issues that arise during the reform of an interest rate benchmark rate, including the replacement of one benchmark rate with an alternative one.

The key reliefs provided by the Phase 2 amendments are as follows:

- **Changes to contractual cash flows**
When changing the basis for determining contractual cash flows for financial assets and liabilities (including lease liabilities), the reliefs have the effect that the changes, that are necessary as a direct consequence of IBOR reform and which are considered economically equivalent, will not result in an immediate gain or loss in profit and loss.
- **Hedge accounting**
The hedge accounting reliefs will allow most Ind AS 109 hedge relationships that are directly affected by IBOR reform to continue. However, additional ineffectiveness might need to be recorded”

Covid-19-related Rent Concessions – Amendments to Ind AS 116

As a result of the COVID-19 pandemic, rent concessions have been granted to lessees. Such concessions might take a variety of forms, including payment holidays and deferral of lease payments. Previously, an amendment to Ind AS 116, Leases provided lessees with an option to treat qualifying rent concessions in the same way as they would if they were not lease modifications. In many cases, this will result in accounting for the concessions as variable lease payments in the period in which they are granted. Entities applying the practical expedients must disclose this fact, whether the expedient has been applied to all qualifying rent concessions or, if not, information about the nature of the contracts to which it has been applied, as well as the amount recognised in profit or loss arising from the rent concessions. The relief was originally limited to reduction in lease payments that were due on or before 30 June 2021. However, it was subsequently extended to 30 June 2022.

The above amendments did not have any material impact on the Standalone Financial Statements of the company.

2.5 Summary of significant accounting policies

a. Property, plant and equipment

Property, plant and equipment are stated at historical cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises the purchase price (Net of GST input credit wherever applicable) and any directly attributable cost of bringing the assets to its working condition for its intended use. Such cost also includes the cost of replacing part of the Property, plant and equipment and borrowing costs for construction/acquisition of qualifying assets if the recognition criteria are met. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets, based on technical evaluation done by management's expert in order to reflect the actual usage of the assets. The depreciation charge for each period is recognised in the Statement of Profit and Loss, unless it is included in the carrying amount of any other asset. The useful life, residual value and the depreciation method are reviewed at least at each financial year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate. The estimates of useful lives of property, plant and equipment are as follows:

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

-Factory buildings	30 years
-Other than factory building	30-60 years
-Plant and Machinery (Other than Research and development equipment and electrical installation)	10-15 years
-Office Equipment	5 years
-Research and development equipment and electrical installation	10 years
-Furniture and fixtures	10 years
-Computers	3 years
-Vehicle	8 years

Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the asset beyond lease term.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

b. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets are amortised over the useful economic life of 5 years based on management assessment. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss.

c. Impairment of Non- Financial Assets

The carrying amount of assets are reviewed for impairment at the end of each reporting date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised in the statement of profit and loss wherever the carrying amount of an

asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's or cash generating unit's fair value less cost of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining fair value, recent market transactions are taken into account.

The business plans which are approved on an annual basis by senior management are the primary source of information for the determination of value in use. Impairment losses are recognised in the statement of profit and loss, except for previously revalued tangible assets, where the revaluation was taken to revaluation reserve. In this case, the impairment is also recognised in the revaluation reserve up to the amount of any previous revaluation. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment. Such reversal is recognised in the statement of profit and loss.

d. Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

- amounts expected to be payable by the company under residual value guarantees the exercise price of a purchase option if the company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the company exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- makes adjustments specific to the lease.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the company use that rate as a starting point to determine the incremental borrowing rate. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

e. Current versus non-current classification

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

f. Trade Receivable

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value.

The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

g. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition

Purchase and sales of financial assets are recognised on trade-date, the date on which the company commits to purchase or sale the financial asset.

(iii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Debt instruments are measured at amortised cost considering company's business model for managing assets and cash flow characteristics of the asset.

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses). Impairment losses are presented as separate line item in the statement of profit or loss.

Equity Instruments

The Company initially recognises equity instruments at cost and subsequently measures all equity investments at fair value on each reporting date. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss statement as other income when the Company's right to receive payment is established.



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Changes in the fair value of financial assets at fair value through profit or loss statement are recognised in other income/expense in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairments of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach required by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Financial liabilities

(i) Measurement:

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through profit or loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss. Liabilities from finance lease agreements are measured at the lower of fair value of the leased asset or present value of minimum lease payments.

(ii) Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

h. Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

i. Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

j. Inventories

Inventories consist of raw and packing materials, stock-in-trade, work in progress and finished goods. Inventories are valued at lower of cost and net realisable value. Cost of inventories is determined on weighted average basis. Cost of manufactured finished goods and work-in-progress includes material cost determined on weighted average basis and also includes an appropriate portion of allocable overheads and other costs incurred in bringing the inventories to their present location and condition. Cost of stock-in-trade includes cost of purchase and other cost incurred in bringing the inventories to the present location and condition. Due allowances are made in respect of slow moving, non-moving and obsolete inventories based on estimate made by management.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

k. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

l. Trade and other payable

These amounts represents obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. These payable are classified as current liabilities if payment is due within one year or less otherwise they are presented as non-current liabilities. Trade and payables are recognised initially at fair value and are subsequently

measured at amortised cost using the effective interest method.

m. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

n. Government grants

Grant from Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

o. Retirement and other employee benefits

(i). Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on respective employee's salary and tenure of employment with the Company.

Liabilities with regard to Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using projected unit credit method. The



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Company contributes all ascertained liabilities to the Gulf Oil Lubricants India Limited employees group gratuity cum life assurance Scheme ('the Trust'). Trustees administer contributions made to the Trusts and contributions are invested in insurer managed fund.

The Company recognises the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability.

Gains and losses through premeasurements of the net defined benefit liability/(asset) are recognised in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognised in other comprehensive income.

The effect of any plan amendments or curtailments are recognised in net profit in Statement of Profit and Loss as past service costs.

(ii) Superannuation

Certain employees of the Company are participants in a defined contribution plan. The Company has no further obligations to the plan beyond its contributions which are periodically contributed to the Gulf Oil Lubricants India Limited employees group superannuation scheme, the corpus of which is invested in the insurer managed fund.

(iii) Provident fund

The Company pays provident fund contributions to publicly administered provident fund as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

(iv) Compensated absences

The liabilities for earned leave that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised as liability at the

present value of liability as at Balance sheet date. Company has determined its liability using projected unit credit method based on Actuarial valuation carried out at the Balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss.

(v) Share-based payments

Share-based compensation benefits are provided to employees under "GOLIL Employee Stock Option Plan". The fair value of equity settled employee stock options is calculated at grant date using a valuation model and recognised in the Statement of Profit and Loss, together with a corresponding increase in shareholders' equity, on a straight—line basis over the vesting period, based on an estimate of the number of options that will eventually vest. The impact of the revision to original estimates, if any, shall be recognised in profit or loss, with a corresponding adjustment to equity.

(vi) Short term employee benefits

Short term employee benefits that are expected to be settled wholly within 12 months from the end of the period in which employee render service are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered. The liabilities are presented as current employee benefit obligation in the Balance sheet.

p. Foreign currencies

(i) Functional currency

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees (rounded off to lakhs).

(ii) Transactions and balances

Foreign currency transactions are recorded in the functional currency by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. All foreign currency monetary assets and monetary liabilities as at the

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Balance Sheet date are translated into the functional currency at the applicable exchange rates prevailing on that date. All exchange differences arising on translation, are recognised in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

Gain or losses upon settlement of foreign currency transactions are recognised in the Statement of Profit and Loss for the period in which the transaction is settled.

q. Revenue recognition

The Company is engaged in the business of manufacturing, marketing and trading of automotive and non automotive lubricants. Sales are recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Company has objective evidence that all criteria for acceptance have been satisfied.

Revenue from sale of goods is recognised based on the price agreed with customer as per the contract and are stated net of estimated rebates and discounts and Goods and Service Tax. Accumulated experience is used to estimate and provide for the discounts and rebates using expected value method. Revenue is only recognised to the extent that it is highly probable that significant reversal will not occur.

The company does not expect to have any contract where the period between the transfer of the promised goods or services to the customer and payment by the customer exceed one year. As a consequence, the company does not adjust any of the transaction prices for the time value of money.

r. Interest income

Interest income is recorded using the Effective Interest Rate (EIR) for debt instruments carried at amortised cost. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset.

s. Borrowing Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

t. Taxes

Income tax expense comprises current income tax and deferred income tax. Income tax expense is recognised in the Statement of Profit and Loss except to the extent it relates to items recognised directly in equity, in which case it is recognised in other comprehensive income or other equity as the case may be.

Current income tax: Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

Deferred tax: Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profits.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction (other than in a business combination) that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off tax assets against tax liabilities and the deferred taxes relate to the same taxation authority.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

u. Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

v. Dividend Payable

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

w. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

x. Investments in Associates

The investments in associate are carried in the standalone financial statements at historical cost except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for as Non-current assets held for sale and discontinued operations.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 3 - Property, plant and equipment, capital work-in-progress and intangible assets

Particulars	₹ Lakhs										
	Land	Leasehold Improvements	Buildings	Plant and Machinery	Furnitures and Fixtures	Office Equipment	Vehicles	Computers and Peripherals	Total tangible assets	Intangible assets (Computer Software)	Capital work-in-progress
Gross carrying amount											
As at April 01, 2020	4,293.87	305.28	8,549.25	16,487.47	801.36	678.35	188.64	494.11	31,798.33	410.31	66.19
Additions	-	-	2.87	306.21	-	9.51	23.93	211.66	554.18	76.20	863.56
Disposals	-	-	-	(75.01)	(4.14)	(7.27)	(29.68)	(4.00)	(120.10)	-	-
Transfer from capital work-in-progress	-	-	-	-	-	-	-	-	-	-	(555.91)
As at March 31, 2021	4,293.87	305.28	8,552.12	16,718.67	797.22	680.59	182.89	701.77	32,232.41	486.51	373.84
Additions	501.03	-	558.30	936.01	11.52	21.47	-	256.83	2,285.16	248.79	1,680.67
Disposals	-	-	-	(5.11)	(0.62)	(5.07)	-	(45.06)	(55.86)	-	-
Transfer from capital work-in-progress	-	-	-	-	-	-	-	-	-	-	(1,744.79)
As at March 31, 2022	4,794.90	305.28	9,110.42	17,649.57	808.12	696.99	182.89	913.54	34,461.71	735.30	309.72

Particulars	₹ Lakhs									
	Land	Leasehold Improvements	Buildings	Plant and Machinery	Furnitures and Fixtures	Office Equipment	Vehicles	Computers and Peripherals	Total tangible assets	Intangible assets (Computer Software)
Accumulated depreciation										
As at April 01, 2020	-	(118.15)	(850.78)	(3,994.97)	(181.12)	(345.00)	(52.21)	(310.76)	(5,852.99)	(238.07)
Depreciation charge for the year	-	(35.89)	(296.39)	(1,686.76)	(83.66)	(116.80)	(45.69)	(116.35)	(2,381.54)	(84.39)
Disposals	-	-	-	68.05	3.28	6.68	14.68	4.00	96.69	-
As at March 31, 2021	-	(154.04)	(1,147.17)	(5,613.68)	(261.50)	(455.12)	(83.22)	(423.11)	(8,137.84)	(322.46)
Depreciation charge for the year	-	(35.89)	(306.08)	(1,744.81)	(81.98)	(109.47)	(19.30)	(140.66)	(2,438.19)	(104.51)
Disposals	-	-	-	3.43	0.21	3.03	-	44.88	51.55	-
As at March 31, 2022	-	(189.93)	(1,453.25)	(7,355.06)	(343.27)	(561.56)	(102.52)	(518.89)	(10,524.48)	(426.97)

Net carrying amount

Particulars	₹ Lakhs										
	Land	Leasehold Improvements	Buildings	Plant and Machinery	Furnitures and Fixtures	Office Equipment	Vehicles	Computers and Peripherals	Total tangible assets	Intangible assets (Computer Software)	Capital work-in-progress
As at March 31, 2021	4,293.87	151.24	7,404.95	11,104.99	535.72	225.47	99.67	278.66	24,094.57	164.05	373.84
As at March 31, 2022	4,794.90	115.35	7,657.17	10,294.51	464.85	135.43	80.37	394.65	23,937.23	308.33	309.72

Note:

- For certain property, plant and equipment, (excluding PPE at Chennai plant) pledged as security (refer note-21).
- Refer to note 39 for disclosure of contractual commitments for the acquisition of property, plant and equipment.



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 3 Capital work-in-progress (CWIP) ageing schedule for the year ended March 31, 2022 and March 31, 2021

CWIP	Amount in capital work-in-progress for				₹ Lakhs
					As at
	Less than 1 year	1-2 years	2-3 years	More than 3 years	March 31, 2022
Projects in progress	309.72	-	-	-	309.72
Projects temporarily suspended	-	-	-	-	-
Total	309.72	-	-	-	309.72

CWIP	Amount in capital work-in-progress for				₹ Lakhs
					As at March 31,
	Less than 1 year	1-2 years	2-3 years	More than 3 years	2021
Projects in progress	373.84	-	-	-	373.84
Projects temporarily suspended	-	-	-	-	-
Total	373.84	-	-	-	373.84

Note: There are no CWIP projects whose completion are overdue or has exceeded its cost compared to its original plan.

Note 4 - Investments (Non - Current)

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Investments in Equity Instruments (fully paid up):		
Unquoted Investments		
Investment in Associate at cost		
3,699 equity shares (March 31, 2021: NIL) fully paid up equity shares of ₹ 10 each held in Techperspect Software Private Limited	1,450.27	-
Investment in Equity Shares at FVOCI		
a) 198,000 Equity Shares (March 31, 2021: 198) fully paid up series A equity shares of GBP 0.001 each (March 31, 2021: GBP 1) held in Indra Renewable Technologies Limited	1,613.32	1,530.88
b) 203,571 Equity Shares (March 31, 2021: 203,571) fully paid up Equity Shares of ₹ 100 each held in Gulf Ashley Motor Limited	521.42	493.78
c) 18,990 equity shares (March 31, 2021: 18,990) fully paid up equity shares of ₹ 10 each held in Mangalam Retail Services Limited	1.90	1.90
Total	3,586.91	2,026.56
Note:		
Aggregate amount of unquoted Investments in Associate	1,450.27	-
Aggregate amount of unquoted Equity Shares	2,136.64	2,026.56
Aggregate amount of unquoted Equity Shares at cost	3,297.63	1,847.36

Note 5 - Loans

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Unsecured and considered good		
Loan to director (Refer Note 46)	96.50	102.50
Loan to employees	8.69	12.25
Total	105.19	114.75

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 6 - Other Financial Assets

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Unsecured and considered good		
Security Deposits	657.45	643.20
Margin Money Deposit	1.15	2.00
Total	658.60	645.20

Note 7 - Other Non Current Assets

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Unsecured and considered good		
Capital Advances	92.29	120.15
Prepayments	2,320.86	2,893.58
Balance with Government Authorities	140.35	136.37
Total	2,553.50	3,150.10

Note 8 - Inventories

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Raw Material	24,408.44	18,964.28
(Includes goods in transit: March 31, 2022: ₹ 2,268.36 lakhs, March 31, 2021: ₹ 1,456.98 lakhs)		
Packing Materials	1,200.46	1,145.36
Work-in-Progress	701.21	827.11
Finished Goods	16,612.27	14,715.01
Stock-in Trade	4,487.71	1,813.21
Stores, Spares and Fuel	219.84	186.37
Total	47,629.93	37,651.34



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 9 - Trade receivables

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Trade receivables	30,417.72	19,563.57
Less: Allowance for doubtful debts	(824.49)	(668.07)
Total receivables	29,593.23	18,895.50
Current portion	29,593.23	18,895.50
Non-current portion	-	-
Break up of security details		
Secured, considered good*	713.57	948.93
Unsecured, considered good	28,879.66	17,946.57
Unsecured, Considered doubtful	824.49	668.07
Total	30,417.72	19,563.57
Allowance for doubtful debts	(824.49)	(668.07)
Total	29,593.23	18,895.50

* Secured by letter of credits and bank guarantees from customers.

Ageing of trade receivable for the year ended March 31, 2022 and March 31, 2021

Outstanding for following periods from due date of payments

Particulars	₹ Lakhs						Total
	As at March 31, 2022						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables							
– considered good	16,578.85	12,642.48	232.24	171.31	153.99	102.91	29,881.78
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables	-	-	-	-	-	-	-
–considered good	-	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	8.99	90.99	116.19	319.77	535.94
Total	16,578.85	12,642.48	241.23	262.30	270.18	422.68	30,417.72

Outstanding for following periods from due date of payments

Particulars	₹ Lakhs						Total
	As at March 31, 2021						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables							
– considered good	10,446.52	8,211.60	97.02	188.03	108.06	39.76	19,090.99
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables	-	-	-	-	-	-	-
–considered good	-	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	7.25	120.04	139.52	205.77	472.58
Total	10,446.52	8,211.60	104.27	308.07	247.58	245.53	19,563.57

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 10 - Cash and cash equivalents

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Cash on Hand	2.16	1.44
Balances with Banks:		
In Current Accounts	4,858.49	43,159.42
Deposit with maturity of less than three months	50,012.41	6,000.00
Total	54,873.06	49,160.86

Note 11- Other bank balances

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
In Deposit Accounts with maturity of more than three months but less than twelve months	43.34	43.29
In Earmarked Accounts		
Margin Money Deposits	24.38	24.46
Unpaid Dividend account	372.73	331.13
Buy-Back account (Refer note 55)	2,125.00	-
Total	2,565.45	398.88

Note 12 - Loans

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Unsecured and considered good		
Loan to director (Refer Note 46)	6.00	6.00
Loan to employees	14.87	12.25
Total	20.87	18.25

Note 13- Other financial assets

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Unsecured and considered good		
Security Deposits	44.22	136.71
Derivative assets	213.15	129.71
Total	257.37	266.42



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 14 - Other current assets

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Unsecured and considered good		
Prepayments	1,682.07	1,465.77
Advance to employees	130.06	147.96
Advance to creditors	4,598.76	2,208.71
Balance with Government Authorities	2,624.78	1,999.25
Total	9,035.67	5,821.69

Note 15 Equity Share Capital

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Authorised:		
52,313,614 Equity Shares of ₹ 2 each (March 31, 2021: 52,313,614 Equity Shares of ₹ 2 Each)	1,046.27	1,046.27
Issued, Subscribed and Fully Paid-up:		
50,427,273 Equity Shares of ₹ 2 each (March 31, 2021: 50,309,527 Equity Shares of ₹ 2 Each)	1,008.54	1,006.19
	1,008.54	1,006.19

a. Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting period:

	As at March 31, 2022		As at March 31, 2021	
	Number of Shares	₹ Lakhs	Number of Shares	₹ Lakhs
At beginning of the year	50,309,527	1,006.19	50,105,710	1,002.11
Shares issued under equity stock options	117,746	2.35	203,817	4.08
At end of the year	50,427,273	1,008.54	50,309,527	1,006.19

b. Rights, preferences and restrictions attached to shares

The Company has only one class of equity share having a par value of ₹ 2 per share (previous year ₹ 2 per share). Each shareholder is eligible to one vote per share held. The dividend proposed by the Board of directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c. Equity shares in the Company held by Holding Company are as below

	As at March 31, 2022		As at March 31, 2021	
	Number of Shares	₹ Lakhs	Number of Shares	₹ Lakhs
Equity Shares of ₹ 2 each				
Gulf Oil International (Mauritius) Inc.	36,219,224	724.38	36,219,224	724.38

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

d. Details of shareholders holding more than 5% of the aggregate Equity Shares in the Company:

	As at March 31, 2022		As at March 31, 2021	
	Number of Shares	% holding	Number of Shares	% holding
Equity Shares of ₹ 2 each				
Gulf Oil International (Mauritius) Inc.	36,219,224	71.82%	36,219,224	71.99%
Smallcap World Fund Inc.	750,317	1.49%	2,543,419	5.06%

e. Details of shareholders holding of promoters:

Name of the promoter	As at	Number of Shares	Percentage of total number of shares	Percentage of change in the number of share during the year
Gulf Oil International (Mauritius) Inc.	March 31, 2022	36,219,224	71.82%	0.00%
Gulf Oil International (Mauritius) Inc.	March 31, 2021	36,219,224	71.99%	0.00%

f. Shares reserved for issue under options

Information relating to GOLIL Stock Options Plan including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 41.

Note 16 - Other equity

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Securities premium reserve	17,981.85	17,095.55
Capital Reserve	5.00	5.00
General Reserve	8,361.85	7,361.85
Share options Outstanding Account	572.51	794.97
Retained earnings	76,117.37	60,515.32
FVOCI Equity instrument	223.18	158.79
Total	103,261.76	85,931.48

Notes:

- General reserve reflects amount transferred from Statement of profit and loss in accordance with the regulations of the Companies Act, 2013.
- Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.
- Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.
- Refer standalone statement of changes in equity for movements in Other equity.



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 17 - Other financial liabilities

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Dealers deposits	33.00	54.00
Total	33.00	54.00

Note 18 - Employee benefit obligations

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Provision for Compensated Absences (Refer Note 40)	425.43	412.33
Total	425.43	412.33

Note 19 - Deferred tax liabilities (Net)

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Deferred Tax Liabilities on account of temporary differences in		
Property, Plant and Equipment	1,534.00	1,633.83
Fair Value of equity instruments	66.09	20.41
Right of use Assets	770.96	277.61
Other temporary differences	15.76	13.10
Total deferred tax liabilities	2,386.81	1,944.95
Deferred Tax Assets on account of temporary differences in		
Allowance for doubtful debts	207.51	168.13
Employee benefit obligations	115.13	122.46
Lease Liabilities	820.11	338.02
Total deferred tax assets	1,142.75	628.61
Deferred tax liabilities (net) (Refer note no. 47)	1,244.06	1,316.34

Note 20 - Deferred government grants

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Deferred Export Promotion Capital Goods grant	94.26	114.62
Total	94.26	114.62

Note 21 - Short term borrowings

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
From Banks:		
Working Capital loans from banks (secured) (Refer note 1)	35,699.83	19,794.95
Total	35,699.83	19,794.95

Note 1:

Working capital facilities from banks under multiple banking arrangement are secured by hypothecation of all current assets of the Company including raw materials, finished goods, stock-in-process, stores and spares (not relating to plant

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

& machinery) and present and future book debts of the Company and also secured by collateral security by way of First Pari-passu charge on Land & Building, Plant & Machinery at Masat Industrial Estate, Khanvel Road, Masat Village, Silvassa within Union Territory of Dadra and Nagar Haveli and on all other Plant, property and equipment owned by the Company (excluding Plant, property and equipment located at Chennai plant).

Working Capital loan from banks includes Buyers Credit and Suppliers credit from banks which are USD denominated loans carrying variable rate of interest of 3 to 6 months LIBOR/SOFR plus spread and is repayable within one year from the date of each disbursement.

Note 2: Movement in Short term Borrowings

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Opening balance of short term borrowings	19,794.95	35,371.93
Opening accrued interest	27.14	70.52
Foreign exchange adjustment	305.55	370.42
Cash Inflows/(Outflows)	15,830.32	(15,222.54)
Interest expense	518.14	1,042.08
Interest Paid	(727.45)	(1,810.32)
Closing accrued interest	(48.82)	(27.14)
Closing balance of short term borrowings	35,699.83	19,794.95

Refer Note 36 for movement of Lease Liabilities.

Note 22 - Trade payables

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Trade Payable		
(a) total outstanding dues of micro and small enterprises	813.93	583.84
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	26,260.09	28,397.11
Total	27,074.02	28,980.95

Trade payable ageing schedule for the year ended March 31, 2022 and March 31, 2021

Outstanding for following periods from due date of payments

Particulars	₹ Lakhs						
	As at March 31, 2022						
	Not Due	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payable							
Micro enterprises and small enterprises	-	-	813.93	-	-	-	813.93
Others	3,907.29	5,717.57	16,635.23	-	-	-	26,260.09
Disputed trade payable							
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	3,907.29	5,717.57	17,449.16	-	-	-	27,074.02



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Outstanding for following periods from due date of payments

₹ Lakhs

Particulars	As at March 31, 2021						Total
	Not Due	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payable							
Micro enterprises and small enterprises	-	-	583.84	-	-	-	583.84
Others	2,398.32	4,092.50	21,906.29	-	-	-	28,397.11
Disputed trade payable							
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	2,398.32	4,092.50	22,490.13	-	-	-	28,980.95

Note 23 - Other financial liabilities

₹ Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Interest Accrued but not due on Borrowings	48.82	27.14
Creditor for Purchase of Fixed Assets	68.09	86.41
Employee Related liability	1,439.62	1,190.84
Unpaid Dividend	372.73	331.13
Total	1,929.26	1,635.52

Note 24 - Employee benefit obligations

₹ Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for Gratuity (Refer note 40)	5.77	34.95
Provision for Compensated Absences (Refer note 40)	26.28	39.26
Total	32.05	74.21

Note 25 - Current tax (assets)/liabilities

₹ Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balance	855.98	(667.98)
Add: Current tax payable for the year	7,455.20	6,985.26
Add: Other adjustments	62.32	51.13
Less: Taxes paid (Net of refund)	7,615.43	5,512.43
	758.07	855.98
Breakup of Current tax (assets)/liabilities		
Current tax Asset	(743.84)	(667.98)
Current tax liability	1,501.91	1,523.96
Total	758.07	855.98

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 26 - Deferred government grants

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Deferred Export Promotion Capital goods grant	20.08	20.08
Total	20.08	20.08

Note 27 - Other current liabilities

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Contract liabilities	1,966.08	975.07
Statutory Dues	1,684.21	1,311.15
Liability towards Corporate Social Responsibility	-	50.00
Others	9.10	9.10
Total	3,659.39	2,345.32

Note 28 - Revenue from operations

Particulars	₹ Lakhs	
	Year ended March 31, 2022	Year ended March 31, 2021
Sale of goods		
Finished Goods		
-Lubricants Oil (Refer note below)	199,411.39	153,465.88
Traded goods		
-Battery	6,307.92	7,948.92
-Greases and others	12,759.14	3,278.07
(A)	218,478.45	164,692.87
Other operating revenue		
- Sale of scrap	103.91	66.96
- Insurance Claims	213.15	87.56
- Miscellaneous Income	368.37	373.12
(B)	685.43	527.64
(A+B)	219,163.88	165,220.51
Total	219,163.88	165,220.51

Note:

Includes amount of ₹ 217.28 lakhs (March 31, 2021: ₹ 161.59 Lakhs) towards freight on export sales.

Note 29 - Other Income

Particulars	₹ Lakhs	
	Year ended March 31, 2022	Year ended March 31, 2021
Interest Income from financial assets at amortised cost	4,256.10	5,098.07
Other Interest Income	75.86	-
Profit on sale of investment in Mutual Fund	85.41	86.58
Profit on sale/discarding of fixed assets	0.97	21.26
Total	4,418.34	5,205.91



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 30- Cost of goods sold

Particulars	₹ Lakhs	
	Year ended March 31, 2022	Year ended March 31, 2021
(A) COST OF MATERIALS CONSUMED		
Cost of Raw Materials Consumed		
Opening Stock	18,964.28	17,238.96
Add: Purchases during the year	106,543.24	74,434.64
	125,507.52	91,673.60
Less: Closing Stock	24,408.44	18,964.28
Cost of Raw Materials Consumed	101,099.08	72,709.32
Cost of Packing Materials Consumed		
Opening Stock	1,145.36	866.21
Add: Purchases during the year	16,524.37	10,428.08
	17,669.73	11,294.29
Less: Closing Stock	1,200.46	1,145.36
Cost of Packing Materials Consumed	16,469.27	10,148.93
Total	117,568.35	82,858.25
(B) PURCHASE OF STOCK-IN-TRADE		
Greases and Others	11,018.73	2,524.26
Battery	7,066.63	6,288.07
Total	18,085.36	8,812.33
(C) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE		
Opening balance		
Work-in-Progress	827.11	757.43
Finished Goods	14,715.01	12,142.81
Stock-in-trade	1,813.22	1,680.81
	17,355.34	14,581.05
Closing balance		
Work-in-Progress	701.21	827.11
Finished Goods	16,612.27	14,715.01
Stock-in-trade	4,487.71	1,813.22
	21,801.19	17,355.34
Net (Increase) in Inventories of finished goods, work in progress and stock-in-trade	(4,445.85)	(2,774.29)

Note 31 - Employee benefit expense

Particulars	₹ Lakhs	
	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, wages and bonus	10,557.32	10,330.81
Contribution to provident and other fund	410.38	421.05
Employee share based payment expense	383.15	580.05
Staff welfare expense	326.80	314.50
Total	11,677.65	11,646.41

Note: For share options given by the company to employees under employee stock option plan, refer note 41.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 32- Depreciation and Amortisation Expense

₹ Lakhs

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation of property, plant and equipment	2,438.19	2,381.54
Depreciation of right-of-use assets	1,029.23	921.00
Amortisation of Intangible assets	104.51	84.39
Total	3,571.93	3,386.93

Note 33- Finance Costs

₹ Lakhs

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Finance expenses		
Interest expense on:		
Bank borrowings	156.97	1,399.61
Net exchange loss/(gain) on foreign currency borrowings	361.17	(357.53)
Bank charges	284.22	265.24
Interest expense on lease liabilities (Refer Note 36)	159.50	156.31
Total	961.86	1,463.63

Note 34- Other Expenses

₹ Lakhs

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Consumption, Stores and Spare Parts	395.32	268.51
Processing Charges	980.69	930.37
Power and Fuel	440.46	416.51
Rent	505.88	418.25
Rates and Taxes	99.58	115.82
Insurance	352.82	365.92
Repairs and Maintenance		
Plant and Machinery	634.87	528.31
Buildings and Others	199.41	58.84
Advertising and Sales Promotion	5,958.05	5,586.99
Selling and Marketing	21,455.03	16,029.29
Selling Commission	329.45	317.85
Travelling and Conveyance	659.29	303.11
Freight and Forwarding expense	10,508.90	7,842.25
Postage, Telephone and Telex	221.15	299.63
Legal and Professional Fee (Refer note below)	758.32	648.25
Bad Debts Written Off	3.58	49.88
Less: Provision for Doubtful Debts	(3.58)	(49.88)
Provision for Doubtful Debts	160.00	101.00
Directors' Sitting Fee	45.50	49.00
Expenditure towards Corporate Social Responsibility (Refer note 53)	539.49	521.65
Royalty	2,555.00	2,424.97
Miscellaneous Expenses	929.94	932.59
Total	47,729.15	38,159.11



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Particulars	₹ Lakhs	
	Year ended March 31, 2022	Year ended March 31, 2021
Note:		
Legal and Professional fee include		
Payment to Statutory Auditors		
Audit Fee	47.50	43.00
Tax Audit Fee	5.00	4.50
Other Services (Certification Fee)	5.00	6.50
Reimbursement of Expense	0.20	0.15
	57.70	54.15

Note 35 -Earnings per Share (EPS)

Particulars	₹ Lakhs	
	Year ended March 31, 2022	Year ended March 31, 2021
Profit After Tax (₹ Lakhs)	21,107.60	20,008.58
Weighted average number of equity shares used in the calculation of basic earnings per share	50,388,614	50,197,513
Adjustment: Number of shares relating to stock options	312,813	206,298
Weighted average number of equity shares used in the calculation of diluted earnings per share	50,701,427	50,403,811
Nominal Value per Share (₹)	2.00	2.00
Basic Earning per Share (₹)	41.89	39.86
Diluted Earning per Share (₹)	41.63	39.70

Note 36 - Leases

(a) The Company obtains warehouses and office premises on lease. Rental contracts are typically made for fixed periods of 3 to 6 years.

(i) Amounts recognised in Standalone balance sheet

The standalone balance sheet shows the following amounts relating to leases:

Right-of-use assets	₹ Lakhs	
	March 31, 2022	March 31, 2021
Warehouses and Office Premises	3,063.24	1,103.01
Total	3,063.24	1,103.01

Lease Liabilities	₹ Lakhs	
	March 31, 2022	March 31, 2021
Current	1,202.44	777.23
Non-current	2,056.11	565.82
Total	3,258.55	1,343.05

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Movement in Lease Liabilities

Particulars	₹ Lakhs	
	March 31, 2022	March 31, 2021
Opening Balance	1,343.05	2,219.37
Add: Interest expense	159.50	156.31
Less: Repayment of lease liability	1,233.17	1,126.88
Add: Addition during the year	2,989.17	94.25
Closing Balance	3,258.55	1,343.05

(ii) Amounts recognised in the Standalone statement of profit and loss

The statement of standalone profit or loss shows the following amounts relating to leases:

Depreciation charge of right-of-use assets	Note	₹ Lakhs	
		March 31, 2022	March 31, 2021
Depreciation charge of right-of-use assets	32	1,029.23	921.00
Total		1,029.23	921.00

Particulars	Note	₹ Lakhs	
		March 31, 2022	March 31, 2021
Interest expense (included in finance costs)	33	159.50	156.31
Expense relating to variable lease payments not included in lease liabilities (included in other expenses)	34	505.88	418.25
Total		665.38	574.56

The total cash outflow for leases for the year ended 31 March 2022 was ₹ 1,233.17 Lakhs (March 31, 2021: ₹ 1,126.88 Lakhs).

(iii) Variable lease payments

Some property leases contain variable payment terms that are linked to sales generated from a warehouse. For individual warehouses, lease payments are on the basis of variable payment terms with percentages on sales. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

(iv) Extension and termination options

Extension and termination options are included in a number of leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations.

(v) Critical judgements in determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases of warehouses and Office premises, the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Company is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Company is typically reasonably certain to extend (or not terminate).
- Otherwise, the Company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Most extension options in leases have not been included in the lease liability, because the Company could replace the assets without significant cost or business disruption. The lease term is reassessed if an option is actually exercised (or not exercised) or the company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the Company.

Note 37- Segment Information

(a) Description of segments and principal activities

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The Managing Director & CEO and Chief Financial Officer (CODM) is responsible for allocating resources and assessing performance of the operating segments of the Company.

The Company has integrated its organisation structure with respect to its automotive and non-automotive business considering that the synergies, risks and returns associated with business operations are not predominantly distinct. The Company has aligned its internal financial reporting system in line with its existing organisation structure. As a result the Company's reportable business segment consists of a single segment of "Lubricants" in terms of Ind AS 108.

(b) Segment Revenue:

Particulars	₹ Lakhs	
	March 31, 2022	March 31, 2021
Revenue		
India	206,175.50	155,886.86
Outside India	12,988.38	9,333.65
Timing of recognition		
At point in time	219,163.88	165,220.51
Over time	-	-
Total*	219,163.88	165,220.51

* There are no transactions with a single customer which amounts to 10% or more of the Company's revenue for the year ended March 31, 2022 and March 31, 2021.

(c) Non-Current Assets:

The total of Non-current assets other than financial instruments and investments broken down by location of assets shown below:

Particulars	₹ Lakhs	
	March 31, 2022	March 31, 2021
India	30,172.02	28,885.57
Outside India	-	-
Total	30,172.02	28,885.57

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 38 -Contingent Liabilities

	As at March 31, 2022	As at March 31, 2021
Income Tax Matters	158.46	158.46
Sales Tax Matters	4,943.75	4,921.58
Excise Matters	84.32	84.32
Goods and Service Tax Matters	95.54	101.63
Total	5,282.07	5,265.99

- (a) It is not practicable for the Company to estimate the timing of cash outflow, if any, in respect of the above pending resolution of the respective proceedings.
- (b) The Company does not expect any reimbursement in respect of the above contingent liabilities.

Note 39 -Capital commitments

	As at March 31, 2022	As at March 31, 2021
Capital Commitments		
Estimated amount of Contracts remaining to be executed on Capital Account (Net of Advance)	1,017.84	905.30
Total	1,017.84	905.30

Note 40 -Employee benefits

Company has classified the various benefits provided as under:-

1) Defined Contribution Plans

The Company has certain defined contribution plans. Contributions are made to Provident Fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Company has the following contribution plans:

- Provident Fund
- Employee's Pension Scheme, 1995
- Superannuation Fund

During the year, the Company has incurred and recognised the following amounts in the Standalone Statement of Profit and Loss:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Employers' Contribution to Provident Fund and Employee's Pension Scheme	320.28	327.24
Employers' Contribution to Superannuation fund	90.10	93.81
Total Expenses recognised in the Standalone Statement of Profit and Loss (Refer Note 31)	410.38	421.05



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

2) Defined Benefit Plan:

A) General Description of defined benefit plans

i) Gratuity

The Company operates a gratuity plan wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service depending on the date of joining. The same is payable on termination of service, retirement or death, whichever is earlier. The benefit vests after five years of continuous service in accordance with Payment of Gratuity Act, 1972. The Company has a defined benefit gratuity plan in India (funded).

A. The net liability of Gratuity Plan is as follows:

Amounts recognised as a liability (Gratuity)

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Present value of funded obligations	869.95	871.19
Fair value of plan assets	(864.18)	(836.24)
Deficit of funded plans	5.77	34.95
Total deficit of defined benefit obligations	5.77	34.95
Impact of minimum funding requirement	-	-
Liability in the Standalone balance sheet	5.77	34.95

The weighted average duration of the defined benefit obligation is 8 years (March 31, 2021: 8 years).

B. Movement of Defined Benefit Obligation

	₹ Lakhs		
	Present value of obligations	Fair value of plan assets	Total
Balance as at April 01, 2020	788.04	(633.24)	154.80
Current service cost	84.96	-	84.96
Past service cost	-	-	-
Interest expense/(income)	53.90	(43.31)	10.59
Total amount recognised in profit/loss Remeasurements	138.86	(43.31)	95.55
Return on plan assets, excluding amounts included in interest expense/(income)	-	3.62	3.62
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	1.14	-	1.14
Experience (gains)/losses	(23.43)	-	(23.43)
Total amount recognised in other comprehensive income Contributions	(22.29)	3.62	(18.67)
Employers	-	(196.73)	(196.73)
Plan participants	-	-	-
Benefit payments	(33.42)	33.42	-
Balance as at March 31, 2021	871.19	(836.24)	34.95
Current service cost	87.42	-	87.42
Past service cost	-	-	-
Interest expense/(income)	59.41	(57.03)	2.38
Total amount recognised in profit/loss Remeasurements	146.83	(57.03)	89.80
Return on plan assets, excluding amounts included in interest expense/(income)	-	6.04	6.04
(Gain)/loss from change in demographic assumptions	(0.56)	-	(0.56)
(Gain)/loss from change in financial assumptions	4.84	-	4.84

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

₹ Lakhs

	Present value of obligations	Fair value of plan assets	Total
Experience (gains)/losses	(54.30)	-	(54.30)
Total amount recognised in other comprehensive income Contributions	(50.02)	6.04	(43.98)
Employers	-	(75.00)	(75.00)
Plan participants	-	-	-
Benefit payments	(98.05)	98.05	-
Balance as at March 31, 2022	869.95	(864.18)	5.77

C. Amounts recognised in the statement of other comprehensive income

₹ Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Remeasurements for:		
Gratuity	(43.98)	(18.67)
Total	(43.98)	(18.67)

D. Major Categories of Gratuity plan assets are as follows

₹ Lakhs

Composition of plan assets	As at March 31, 2022	As at March 31, 2021
Insurer Managed	864.18	836.24
	864.18	836.24
Percentage of Plan assets	100%	100%

The entire amount of defined benefits obligations and plan assets are held in India.

E. Significant Actuarial Assumptions

	As at March 31, 2022	As at March 31, 2021
Discount Rate (%)	7.25%	6.82%
Salary Growth Rate (%)	4.50%	4.00%
Attrition Rate (%)	3.00%	3.00%
Mortality rate during employment	Indian assured lives Mortality (2012-14)	Indian assured lives Mortality (2006-08)



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

F. Sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is as follows:

Assumptions	₹ Lakhs	
	Impact on defined benefit obligation - Increase / (Decrease)	
	As at March 31, 2022	As at March 31, 2021
(i) Discount Rate		
a) Increase by 1%	(54.84)	(53.87)
b) Decrease by 1%	61.96	61.08
(ii) Salary Growth Rate		
a) Increase by 1%	63.06	62.21
b) Decrease by 1%	(56.71)	(55.74)
(iii) Employee Turnover/Attrition Rate		
a) Increase by 1%	10.31	10.12
b) Decrease by 1%	(11.53)	(11.42)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

G. Risk Exposure

Through its defined benefit plans, the company is exposed to number of risks, the most significant of which is asset volatility. The plan liabilities are calculated using a discount rate set with reference to bond yields: if plan assets underperform this yield, this will create a deficit. The plan assets are invested by the company in Insurer managed funds. The Company intends to maintain these investments in the continuing years.

H. Defined benefit liability and employers contributions

	₹ Lakhs	
	Year ended March 31, 2022	Year ended March 31, 2021
Expected contributions to post employment benefit plans for the next year	91.74	122.36

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

I. The expected maturity analysis of undiscounted gratuity benefits is as follows

₹ Lakhs

Particulars	Expected maturity of undiscounted gratuity benefits	
	As at March 31, 2022	As at March 31, 2021
Year-1	61.31	121.26
Year-2	58.69	46.30
Year-3	122.24	59.66
Year-4	82.87	114.10
Year-5	69.92	76.60
Years-6 to 10	477.86	411.22
Years 11 and above	717.69	695.03

3) Compensated absences

The Company has a policy on compensated absences which is applicable to its executives joined upto a specified period and all workers. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the Balance Sheet date. The leave obligations cover the Company's liability for earned leave which are classified as other long-term benefits.

₹ Lakhs

	As at March 31, 2022	As at March 31, 2021
Leave obligations not expected to be settled within the next 12 months	425.43	412.33

Note 41 -Share based payments

The Company offers equity based award plan to its employees, officers through Company's stock option plan. In respect of those options granted under the Gulf Oil Lubricants India Limited - Employees Stock Option Scheme - 2015, in accordance with the guidelines issued by Securities and Exchange Board of India [(Share Based Employees Benefits) Regulations, 2014], the fair value of options is accounted as deferred employee compensation, which is amortized on a straight - line basis over the vesting period.

The fair values were calculated using Black Scholes Model as permitted by the SEBI Guidelines and also Ind AS 102 issued by the Institute of Chartered Accountants of India in respect of stock options granted. The inputs to the model include the share price on date of grant, exercise price, expected option life, expected volatility, expected dividends, expected terms and the risk free rate of interest.

The assumptions used in the calculations of the charge in respect of ESOP granted are set out below:

Particulars	Tranche-1	Tranche-2	Tranche-3	Tranche-4	Tranche-5	Tranche-6
Range of risk-free interest rate	7.69% to 7.76%	7.44% to 7.75%	6.76% to 7.06%	6.90% to 7.00%	5.84% to 6.07%	5.15% to 6.08%
Range of expected term (years)	3.58 -6.58 Years	3.50 -6.50 Years	3.50 -6.50 Years	3.50 -4.50 Years	3.50 -4.50 Years	3.50 -6.50 Years
Volatility	40.62%	40.03%	35.73%	29.80 to 32.70%	29.26 to 29.57%	31.76 to 32.54%
Expected dividend yield	₹ 2 per share	₹ 6.50 per share	₹ 7.50 per share	₹ 11.00 per share	₹ 11.5 per share	₹ 16 per share
Estimated fair value per option granted - service	293.84	284.15	417.82	523.90	467.60	195.21



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Particulars	Tranche-1	Tranche-2	Tranche-3	Tranche-4	Tranche-5	Tranche-6
ESOP scheme approved by the shareholders through postal ballot	May 13, 2015	May 13, 2015	May 13, 2015	May 13, 2015	May 13, 2015	May 13, 2015
Grant date	May 25, 2015	February 09, 2016	May 13, 2017	May 15, 2019	November 02, 2020	December 09, 2021
Number of options granted	606,990	112,225	101,913	214,629	6,960	866,811
Method of Settlement	Equity	Equity	Equity	Equity	Equity	Equity
Vesting Period	10% after 1 year, 15% after 2 years, 15% after 3 years and balance 60% at the end of 4 years from grant date			50% after 1 year and balance 50% at the end of 2 year from grant date	50% after 1 year and balance 50% at the end of 2 year from grant date	10% after 1 year, 15% after 2 years, 15% after 3 years and balance 60% at the end of 4 years from grant date
Exercise Period	Upto 5 Years from the date of vesting					

Fair value of options granted

The fair value at grant date of options granted during the year ended 31 March 2022 was INR 195.21 per option. The fair value at grant date is independently determined using the Black-Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share and the risk-free interest rate for the term of the option.

The model inputs for options granted during the year ended 31 March 2022 included:

- exercise price: INR 349.93
- grant date: 09 December 2021
- expiry date: 08 December 2030
- share price at grant date: INR 493
- expected price volatility of the company's shares: 32.19%

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Particulars	Tranche 1		Tranche 2		Tranche 3		Tranche 4		Tranche 5		Tranche 6	
	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)
Outstanding as of April 01, 2020	96,567	336	40,833	355	86,995	544	214,629	336	6,960	355	-	-
Granted during the year	-	-	-	-	-	-	-	-	-	-	-	-
Exercised during the year	49,096	336	40,833	355	9,981	544	103,907	336	-	355	-	-
Forfeited during the year	-	-	-	-	-	-	-	-	-	-	-	-
Expired during the year	23,614	-	-	-	-	-	-	-	-	-	-	-
Outstanding as of March 31, 2021	23,857	336	-	355	77,014	544	110,722	336	6,960	355	-	-
Granted during the year	-	-	-	-	-	-	-	-	-	-	866,811	350
Exercised during the year	792	336	-	-	2,752	544	110,722	336	3,480	355	-	-
Forfeited during the year	-	-	-	-	-	-	-	-	-	-	-	-
Expired during the year	-	-	-	-	-	-	-	-	-	-	-	-
Outstanding as of March 31, 2022	23,065	336	-	-	74,262	544	-	-	3,480	355	866,811	350
Particulars	Tranche 1		Tranche 2		Tranche 3		Tranche 4		Tranche 5		Tranche 6	
Weighted average remaining contractual life of options outstanding at the end of period (in years)	2.16		-		3.94		-		4.86		7.95	
Weighted average share price at the date of exercise of options exercised during the year	613.49		-		652.74		647.78		639.60		-	



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Expense arising from share - based payment transactions

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Employee option plan	383.15	580.05
Total employee share - based payment expense (Refer Note 31)	383.15	580.05

Note 42 -Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts & option Contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purpose and not as trading or speculative instruments. This note explains the sources of risk which the company is exposed to and how the company manages the risk.

Risk	Exposure arising from	Management	Note reference no
Market Risk-Foreign Currency risk	Recognized financial assets and liabilities not denominated in Rupee	Forward & Option foreign exchange contracts.	A1
Market Risk-Interest rate risk	Short term borrowings at variable rates	Monitoring of interest rate	A2
Market Risk-Commodity Price risk	Fluctuation in base oil prices in line with commodity cycles	Operating procedures and sourcing policies	A3
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortized cost	Credit limits and letters of credit	B
Liquidity risk	Borrowings and other liabilities	Availability of committed credit lines and borrowing facilities.	C

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company. The primary market risk to the Company is foreign exchange risk.

A Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise of three types of risk: foreign currency risk, interest risk, and commodity price risk. The sensitivity analysis in the following sections relate to the position as at March 31, 2022 and March 31, 2021.

A1 Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (primarily material costs are denominated in a foreign currency). The Company manages its foreign currency risk by hedging certain material costs that are expected to occur within a range of 2 to 4 months period for hedged purchases of base oil and additives. At March 31, 2022 and March 31,2021 the Company hedges approximately ~ 70-75% and ~ 80-85% respectively of its expected foreign currency purchases for 2 to 4 months. This foreign currency risk is hedged by using a combination of foreign currency options and forward contracts. Details are as given below:

Hedged foreign currency exposure	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
No of buy contracts relating to firm commitments for Raw Material	24	24
Foreign Currency-USD (in lakhs)	347.10	256.03
Rupee (in lakhs)	26,306.83	18,718.71

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR equivalent of USD is as follows:

Particulars	₹ Lakhs	
	USD	Total
As at March 31, 2022		
Financial assets		
Trade receivables	2,926.83	2,926.83
Total financial assets	2,926.83	2,926.83
Financial liabilities		
Trade & other payables	4,477.36	4,477.36
Borrowings	35,699.83	35,699.83
Other financial liabilities	48.82	48.82
Total non - derivative liabilities	40,226.01	40,226.01
Derivatives		
Foreign Exchange Forward and Option Contracts	26,306.83	26,306.83
Total derivative liabilities	26,306.83	26,306.83

Particulars	₹ Lakhs	
	USD	Total
As at March 31, 2021		
Financial assets		
Trade receivables	2,515.33	2,515.33
Total financial assets	2,515.33	2,515.33
Financial liabilities		
Trade & other payables	5,100.56	5,100.56
Borrowings	19,794.95	19,794.95
Other financial liabilities	27.14	27.14
Total non - derivative liabilities	24,922.65	24,922.65
Derivatives		
Foreign Exchange Forward Contracts	18,718.71	18,718.71
Total derivative liabilities	18,718.71	18,718.71

Sensitivity analysis

The Company is mainly exposed to changes in USD. The sensitivity analysis demonstrate possible change in USD exchange rates with all other variables held constant. 5% appreciation/depreciation of USD with respect to functional currency of the company will have impact of the following (decrease)/increase in profit before tax.

Particulars	₹ Lakhs	
	Impact on profit before tax	
	As at March 31, 2022	As at March 31, 2021
USD Sensitivity		
INR/USD- Appreciation by 5%	(549.62)	(208.50)
INR/USD- Depreciation by 5%	549.62	208.50



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

A2 Interest rate risk

The Company had borrowed funds at floating interest rates. The Company's interest rate risk arises from short term borrowings with variable rates. The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Variable rate borrowings	35,699.83	19,794.95
Total borrowings	35,699.83	19,794.95

Sensitivity analysis

Profit and loss is sensitive to higher/lower interest expenses from borrowings as a results of changes in interest rates.

Interest rate sensitivity

Particulars	₹ Lakhs	
	Impact on profit before tax	
	Year ended March 31, 2022	Year ended March 31, 2021
50 basis points increase in interest rates*	(178.50)	(98.97)
50 basis points decrease in interest rates*	178.50	98.97

* Holding all other variables constant

A3 Commodity Price Risk

The Company's exposure to market risk with respect to commodity prices primarily arises from the fact that the company is a purchaser of base oil. This is a commodity product whose prices can fluctuate sharply over short periods of time. The prices of base oil generally fluctuate in line with commodity cycles. Material purchase forms the largest portion of the company's operating expenses. The Company evaluates and manages commodity price risk exposure through operating procedures and sourcing policies. The Company has not entered into any commodity derivative contracts.

Sensitivity: 0.1% increase in commodity rates would have led to approximately an decrease in profit by ₹ 76.42 lakhs (March 31, 2021 ₹ 53.93 lakhs). 0.1% decrease in commodity rate would have led to an equal but opposite effect.

B Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations thus leading to a financial loss.

Trade Receivables

The Company's customer mainly consists of its distributors and Original Equipment Manufacturers (OEMs). The Company has a credit policy, approved by the Management that is designed to ensure that consistent processes are in place to measure and control credit risk. The Company has trade relationships only with reputed third parties. The receivable balances are constantly monitored, resulting in an insignificant exposure of the Company to the risk of non-collectible receivables. Credit risk is managed through credit approvals, establishing credit limits, obtaining collaterals from the customers in the form of deposits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The maximum credit exposure associated with financial assets is equal to the carrying amount.

Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large and diverse. All trade receivables are reviewed and assessed for default on a quarterly basis. Company's historical experience of collecting receivables, supported by the level of default, is that credit risk is low. Accordingly, the provision for expected credit loss on trade receivables is not material.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Reconciliation of provisions for doubtful debts has been provided as under

Particulars	Amount in ₹ Lakhs
Provision for Doubtful debts on March 31, 2020	616.95
Net Charge during the year 2020-21	51.12
Provision for Doubtful debts on March 31, 2021	668.07
Net Charge during the year 2021-22	156.42
Provision for Doubtful debts on March 31, 2022	824.49

Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks, investments in mutual funds. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Company's Treasury department. The Company's maximum exposure to credit risk as at March 31, 2022 and March 31, 2021 is the carrying value of each class of financial assets as disclosed in the financial statements.

C Liquidity Risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company has net positive cash surplus after adjusting its short term bank borrowings. Thus company believes that the working capital is sufficient to meet its current requirements and accordingly, there is no liquidity risk perceived.

Management monitors rolling forecasts of the liquidity position on the basis of expected cash flow. The company has access to the following undrawn borrowing facilities at the end of reporting period.

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Undrawn Fund Based Working Capital Limits **	9,200	14,200
Undrawn Non Fund Based Working Capital Limits **	6,423	15,266

** fund based limits are interchangeable with non fund based limits

The table below provides details regarding the contractual maturities of significant financial liabilities as on reporting date.

Particulars	₹ Lakhs		
	Less than 1 year	Above 1 year	Total
As at March 31, 2022			
Borrowings	35,699.83	-	35,699.83
Trade and other payables	27,074.02	-	27,074.02
Other financial liabilities	3,131.70	2,089.11	5,220.81
Total	65,905.55	2,089.11	67,994.66

Particulars	₹ Lakhs		
	Less than 1 year	Above 1 year	Total
As at March 31, 2021			
Borrowings	19,794.95	-	19,794.95
Trade and other payables	28,980.95	-	28,980.95
Other financial liabilities	2,412.75	619.82	3,032.57
Total	51,188.65	619.82	51,808.47



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 43 -Fair Value Measurement

The carrying value and fair value of financial instruments by categories as on March 31, 2022 and March 31, 2021 were as follows

	As at March 31, 2022			As at March 31, 2021		
	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
Financial Assets						
Investments	-	2,136.64	1,450.27	-	2,026.56	-
Loans	-	-	126.06	-	-	133.00
Trade Receivables	-	-	29,593.23	-	-	18,895.50
Cash and cash equivalents	-	-	54,873.06	-	-	49,160.86
Other bank balances	-	-	2,565.45	-	-	398.88
Other financial assets						
Security deposits	-	-	701.67	-	-	779.91
Margin Money deposit	-	-	1.15	-	-	2.00
Derivative assets	213.15	-	-	129.71	-	-
Total Financial assets	213.15	2,136.64	89,310.89	129.71	2,026.56	69,370.15
Financial Liabilities						
Borrowings	-	-	35,699.83	-	-	19,794.95
Trade Payables	-	-	27,074.02	-	-	28,980.95
Capital Creditors	-	-	68.09	-	-	86.41
Other financial liabilities						
Lease liabilities	-	-	3,258.55	-	-	1,343.05
Others	-	-	1,894.17	-	-	1,603.11
Total Financial Liabilities	-	-	67,994.66	-	-	51,808.47

Note 44 -Fair Value Hierarchy

Financial assets measured at fair value as at March 31, 2022 and March 31, 2021

	As at March 31, 2022			As at March 31, 2021		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
Investments	-	-	3,586.91	-	-	2,026.56
Derivative assets	-	213.15	-	-	129.71	-
Total Financial assets	-	213.15	3,586.91	-	129.71	2,026.56

Assets and liabilities which are measured at amortised cost for which fair value are disclosed as at March 31, 2022 and March 31, 2021

	As at March 31, 2022			As at March 31, 2021		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
Loans	-	-	126.06	-	-	280.96
Trade Receivables	-	-	29,593.23	-	-	18,895.50
Cash and cash equivalents	-	-	54,873.06	-	-	49,160.86
Other bank balances	-	-	2,565.45	-	-	398.88

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

	As at March 31, 2022			As at March 31, 2021		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Other financial assets						
Security deposits	-	-	701.67	-	-	779.91
Margin Money deposit	-	-	1.15	-	-	2.00
Total Financial assets	-	-	87,860.62	-	-	69,518.11
Financial Liabilities						
Borrowings	-	-	35,699.83	-	-	19,794.95
Trade Payables	-	-	27,074.02	-	-	28,980.95
Capital Creditors	-	-	68.09	-	-	86.41
Other financial liabilities						
Lease liabilities	-	-	3,258.55	-	-	1,343.05
Others	-	-	1,894.17	-	-	1,603.11
Total Financial Liabilities	-	-	67,994.66	-	-	51,808.47

Level 1

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair values of all equity instruments (including mutual funds) which are traded in the stock exchanges are valued using the closing price as at the reporting period.

Level 2

The fair values of financial instruments that are not traded in an active market (mainly derivative forward contracts) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3

If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset in level 3.

i) Valuation technique used to determine fair value

Specific valuation technique used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value if the remaining financial instruments is determined using discounted cash flow analysis.

ii) Fair value measurements using significant unobservable inputs (Level 3)

The Following table presents the changes in level 3 items as on March 31, 2022 and March 31, 2021

	₹ Lakhs
	Unlisted equity securities
As at April 01, 2020	458.84
Addition during the year	1,530.87
Gains/(Losses) recognized in the other comprehensive income	36.85
As at March 31, 2021	2,026.56
Addition during the year	1,450.27
Gains/(Losses) recognized in the other comprehensive income	110.07
As at March 31, 2022	3,586.91

The fair value of above financial assets and liabilities are not materially different from their carrying value



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 45-Capital Management

A Risk Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders.

The Company monitors capital using a gearing ratio and is measured by net debt divided by total capital. The Company's net debt includes short term borrowings less cash and cash equivalents. The Company did not have any long term borrowings at any time during the year.

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
Total borrowings	35,699.83	19,794.95
Less: Cash and bank balances	(57,438.51)	(49,559.74)
Net debt (A)	-	-
Total equity (B)	104,270.30	86,937.67
Gearing ratio (A/B)	0%	0%

B Dividends

Dividends recognised for the year

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
a) Final dividend	4,538.46	3,512.40
b) Interim dividend	-	7,029.08

Dividends not recognised at the end of the reporting period

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of INR 5/- per fully paid equity share (March 31, 2021- INR 7/-). This proposed dividend is subject to the approval of shareholder in the ensuing annual general meeting.	2,521.36	4,527.86

Note 46 -Related party disclosures

(A) Name of the related parties and nature of relationship:

(i) Where control exists:	
Ultimate Holding Company	Amas Holdings SPF (Holding Company of Gulf Oil International Limited)
Holding Company	Gulf Oil International (Mauritius) Inc. Gulf Oil Middle East Limited (Cayman) [Holding Company of Gulf Oil International (Mauritius) Inc.] Gulf Oil International Limited (Cayman) [Holding Company of Gulf Oil Middle East Limited (Cayman)]
(ii) Other related parties with whom transactions have taken place during the year:	
Fellow subsidiaries:	Ashok Leyland Limited D.A.Stuart India Private Limited

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

	GOCL Corporation Limited
	Gulf Ashley Motor Limited
	Gulf Oil Argentina SA
	Gulf Oil Bangladesh Limited
	Gulf Oil International UK Limited
	Gulf Oil Marine Limited
	Gulf Oil Philippines Inc.
	Gulf Oil Supply Company Limited
	Hinduja Tech Limited
	IDL Explosives Limited
	PT. Gulf Oil Lubricants Indonesia
Associate:	Techperspect Software Private Limited (wef March 10, 2022)
(iii) Non- Executive Director	Mr. Sanjay G Hinduja
	Mr. Shom A Hinduja
(iv) Non-Executive Independent Director	Mr. Arvind Uppal
	Mr. Manju Agarwal
	Mr. Munesh Khanna
(v) Key Managerial personnel	Mr. Ravi Chawla - Managing Director and CEO
(vi) Post employment benefit funds	Gulf Oil Lubricants India Limited Employees Group Gratuity Cum Life Assurance Scheme
	Gulf Oil Lubricants India Limited Employees Group Superannuation Scheme

(B) Disclosure in respect of transactions which are more than 10% of the transactions of the same type with related parties and outstanding balances

		₹ Lakhs	
Nature of transaction	Name of the Party	Year ended March 31, 2022	Year ended March 31, 2021
Sales of Goods & Other Income	Ashok Leyland Limited	6,525.12	4,354.10
	Gulf Oil Bangladesh Limited	3,480.18	2,381.62
	Gulf Oil Marine Limited	1,428.57	803.33
	Gulf Oil Philippines Inc.	228.40	670.04
	Gulf Ashley Motor Limited	459.02	339.36
	Gulf Oil International Limited (Cayman)	274.03	269.32
	Others	333.30	228.63
	Total Sales of Goods & Other Income		12,728.62
Purchase of Goods and Other Services	Hinduja Tech Limited	-	14.51
	Total Purchase of Goods and Other Services	-	14.51
Investment in Equity Shares	Techperspect Software Private Limited	1,450.27	-
	Purchase of Investment in Equity Shares (of Indra Renewable Technologies Ltd, UK)	-	1,523.25
	Total Investment in Equity Shares	1,450.27	1,523.25
Dividend on Equity Shares	Gulf Oil International (Mauritius) Inc.	3,259.73	7,606.04
	Total Dividend	3,259.73	7,606.04
Royalty	Gulf Oil International (Mauritius) Inc.	2,555.00	2,424.97
	Total Royalty	2,555.00	2,424.97
Recovery of Expenses	Gulf Oil International Limited (Cayman)	1,197.82	1,046.92
	Gulf Oil International UK Limited	446.42	298.29
	Gulf Oil Middle East Limited	54.25	-



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

		₹ Lakhs	
Nature of transaction	Name of the Party	Year ended March 31, 2022	Year ended March 31, 2021
	Others	2.54	3.20
	Total Recovery of Expenses	1,701.03	1,348.41
Reimbursement of Expenses	Gulf Oil International UK Limited	-	8.96
	Gulf Oil Middle East Limited	24.01	20.15
	Others	1.55	-
	Total Reimbursement of Expenses	25.56	29.11
Contribution to Gratuity Fund	Gulf Oil Lubricants India Limited Employees Group Gratuity Cum Life Assurance Scheme	75.00	196.73
Contribution to Superannuation Fund	Gulf Oil Lubricants India Limited Employees Group Superannuation Scheme	90.10	93.81

Key management personnel compensation

		₹ Lakhs	
Particulars		Year ended March 31, 2022	Year ended March 31, 2021
Short - term employee benefits		604.33	533.90
Post employment benefits *		22.28	21.35
Employee share-based payment		70.08	215.52
Total Compensation		696.69	770.77

* The above amount does not include gratuity and leave valuations as those are determined based on actuarial valuations.

Payments to Non- Executive directors

		₹ Lakhs	
Particulars		Year ended March 31, 2022	Year ended March 31, 2021
Sitting fees		45.50	49.00
Commission		210.00	200.00

		₹ Lakhs	
Outstanding Balances	Name of the Party	As at March 31, 2022	As at March 31, 2021
Trade Receivable	Ashok Leyland Limited	1,778.03	1,142.31
	Gulf Oil International Limited (Cayman)	349.47	457.63
	Gulf Oil Marine Limited	477.57	207.83
	Gulf Oil International UK Limited	446.42	312.14
	Gulf Oil Bangladesh Limited	613.56	354.20
	Others	260.44	375.70
	Trade Receivable	3,925.49	2,849.81
Trade Payable	Gulf Oil International (Mauritius) Inc.	628.01	603.28
	Gulf Oil Middle East Limited (Cayman)	7.92	-
	Trade Payable	635.93	603.28
Loan to Director	Ravi Chawla	102.50	108.50

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 47 - Current Tax and Deferred Tax

a. Movement of Deferred Tax Liabilities

					₹ Lakhs
Particulars	Property, Plant and Equipment	Fair Value of equity instrument	Right of use Assets	Other temporary differences	Total
As at April 01, 2020	1,717.57	16.19	485.62	34.52	2,253.90
Charged/(credited)					
to profit or loss	(83.74)	-	(208.01)	(21.42)	(313.17)
to other comprehensive income	-	4.22	-	-	4.22
As at March 31, 2021	1,633.83	20.41	277.61	13.10	1,944.95
Charged/(credited)					
to profit or loss	(99.83)	-	493.35	2.66	396.18
to other comprehensive income	-	45.68	-	-	45.68
As at March 31, 2022	1,534.00	66.09	770.96	15.76	2,386.81

b. Movement in Deferred Tax Assets

					₹ Lakhs
Particulars	Allowance for doubtful debts	Defined benefit obligations	Lease Liabilities	Total	
As at April 01, 2020	155.28	112.84	558.57	826.69	
Credited /(Charged)					
to profit or loss	12.85	14.32	(220.55)	(193.38)	
to other comprehensive income	-	(4.70)	-	(4.70)	
As at March 31, 2021	168.13	122.46	338.02	628.61	
Credited /(Charged)					
to profit or loss	39.38	3.74	482.09	525.21	
to other comprehensive income	-	(11.07)	-	(11.07)	
As at March 31, 2022	207.51	115.13	820.11	1,142.75	

c. The major components of income tax expense for the year ended March 31, 2022

			₹ Lakhs
Particulars	Year ended March 31, 2022	Year ended March 31, 2021	
Current tax			
Current tax	7,455.20	6,985.26	
Total Current Tax	7,455.20	6,985.26	
Deferred Tax			
(Increase)/Decrease in deferred tax assets	(525.21)	193.38	
Increase/(Decrease) in deferred tax liabilities	396.18	(313.17)	
Total deferred tax expense/(benefits)	(129.03)	(119.79)	
Total tax expense	7,326.17	6,865.47	



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

d. Reconciliation of tax expense

Particulars	₹ Lakhs	
	Year ended March 31, 2022	Year ended March 31, 2021
Profit before income tax expense	28,433.77	26,874.05
Tax at the Indian tax rate 25.168 % (March 31, 2021: 25.168%)	7,156.21	6,763.66
Tax effect of amounts which are not deductible (taxable) in calculating taxable income (Permanent differences)	169.96	101.81
Income Tax Expense	7,326.17	6,865.47

e. Amount recognized directly in equity - Nil

Note 48

A. Reconciliation of revenue recognised with contract price.

Particulars	₹ Lakhs	
	Year ended March 31, 2022	Year ended March 31, 2021
Contract price (Net of discounts and rebates)	218,478.45	164,692.87
Revenue from contract with customers	218,478.45	164,692.87

The company has not entered into any fixed price long term contract and thus the company does not have any unsatisfied performance obligation as at the year end.

B. Disaggregation of revenue from contracts with customers

For the year ended March 31, 2022

Particulars	₹ Lakhs		
	India	Outside India	Total
Revenue from contract with customers			
Sale of goods	205,490.07	12,771.10	218,261.17
Sale of services	-	217.28	217.28
Total revenue from contract with customers	205,490.07	12,988.38	218,478.45
Timing of revenue recognition			
At a point in time	205,490.07	12,988.38	218,478.45
Over time	-	-	-

For the period ended March 31, 2021

Particulars	₹ Lakhs		
	India	Outside India	Total
Revenue from contract with customers			
Sale of goods	155,359.22	9,172.06	164,531.28
Sale of services	-	161.59	161.59
Total revenue from contract with customers	155,359.22	9,333.65	164,692.87
Timing of revenue recognition			
At a point in time	155,359.22	9,333.65	164,692.87
Over time	-	-	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

C. Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

Particulars	₹ Lakhs	
	Year ended March 31, 2022	Year ended March 31, 2021
Revenue recognised that was included in the contract liability balance at the beginning of the period		
Advance from customer	975.07	513.65

Note 49

Disclosure as required under section 186(4) of the Companies Act, 2013:

The Company has granted loans to certain parties during the year amounting to ₹ 51,800 lakhs (March 31, 2021- ₹ 59,150 lakhs) and has received repayment of those loans given during the year amounting to ₹ 51,800 lakhs (March 31, 2021: ₹ 59,150 lakhs). The outstanding balance of such loans given as at March 31, 2022 is Nil (March 31, 2021: NIL)

The above loans were granted for working capital/ general business purposes. For Investments made by the Company, refer note 4 of the Standalone Financial Statements.

Note 50: Analytical Ratios

SI No.	Particulars	Numerator	Denominator	₹ Lakhs	As at March 31, 2022	₹ Lakhs	As at March 31, 2021
a)	Current Ratio	Current Assets	Current Liabilities	144,719.42	2.03	112,880.92	2.05
				71,118.98		55,152.22	
b)	Debt-Equity Ratio (Refer note 1)	Total Debts	Shareholder's Equity	35,699.83	0.34	19,794.95	0.23
				104,270.30		86,937.67	
c)	Debt Service Coverage Ratio	Profit after tax + depreciation & amortization expense & finance costs	Interest and principal of lease payments	25,641.38	20.79	24,859.14	22.06
				1,233.17		1,126.85	
d)	Return on Equity Ratio	Net Profit after tax	Average Shareholder's Equity	21,107.60	22.08%	20,008.58	24.54%
				95,603.98		81,534.23	
e)	Inventory turnover ratio	Cost of goods sold	Average Inventory	131,174.37	3.08	88,850.30	2.52
				42,640.64		35,238.96	
f)	Trade Receivables turnover ratio	Revenue from operations	Avg. Accounts Receivable	219,163.88	9.04	165,220.51	8.79
				24,244.37		18,797.64	
g)	Trade payables turnover ratio (Refer note 2)	Total Purchases	Average Trade Payables	141,152.97	5.04	93,675.05	3.42
				28,027.48		27,416.13	
h)	Net capital turnover ratio	Revenue from operations	Working Capital	219,163.88	2.98	165,220.51	2.86
				73,600.44		57,728.70	
i)	Net profit ratio	Net Profit after tax	Revenue from operations	21,107.60	9.63%	20,008.58	12.11%
				219,163.88		165,220.51	



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

SI No.	Particulars	Numerator	Denominator	₹ Lakhs	As at March 31, 2022	₹ Lakhs	As at March 31, 2021
j)	Return on Capital employed	Earning before interest and taxes	Capital Employed	29,395.63	20.86%	28,337.68	26.27%
				140,905.86		107,884.91	
k)	Return on investment	Earning before interest and taxes	Average total assets	29,395.63	18.16%	28,337.68	19.60%
				161,897.57		144,603.87	

Note 1: Debt Equity ratio has increased due to increase in short term borrowings during the year.

Note 2: Trade payable turnover ratio has increased due to higher purchases and reduction in trade payable due to regularization of credit period to the vendors during the year.

Note 51: Additional regulatory information required by Schedule III

(i) Details of benami property held

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowing secured against current assets

The company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the company with banks and financial institutions are in agreement with the books of accounts.

(iii) Wilful defaulter

None of the entities in the company have been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

The company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) Compliance with number of layers of companies

The company has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) Compliance with approved scheme(s) of arrangements

The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of borrowed funds and share premium

The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries
- (viii) Company has not granted loans/advances in the nature of loan to promoters, directors, key management personnel and related parties which are repayable on demand or without specifying any terms or period of repayment.
- (ix) Undisclosed income
- There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (x) Details of crypto currency or virtual currency
- The company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- (xi) Valuation of PP&E, intangible asset and investment property
- The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year

Note 52 Details of dues to micro enterprises and small enterprises as defined under The Micro, Small and Medium Enterprises Development (MSMED) Act 2006

Particulars	₹ Lakhs	
	As at March 31, 2022	As at March 31, 2021
a. The principal amount and the interest due thereon remaining unpaid to any supplier as		
Principal amount due to micro and small enterprises	813.93	583.84
Interest due on above	-	-
b. The amount of interest paid by the buyer in terms of section 16 of the Micro and Small Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro and Small Enterprise Development Act, 2006.	-	-
d. The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of Micro and Small Enterprises Development Act, 2006.	-	-

Note 53 Expenditure towards Corporate Social Responsibility

Gross amount required to be spent by the Company during the year ended March 31, 2022 under section 135 of the Companies Act, 2013 is ₹ 539.49 Lakhs (March 31, 2021: ₹ 521.65 Lakhs) against which Company has actually spent ₹ 539.49 Lakhs during the year (March 31, 2021: ₹ 471.65 Lakhs) for purposes other than the construction/acquisition of any asset.



Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Note 54

The Indian Parliament has approved the Code on Social Security, 2020 ('the Social Security Code') which, inter alia, deals with employee benefits during the employment and post employment. The code has been published in the Gazette of India. The effective date of the Code is yet to be notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period in which the Code becomes effective.

Note 55

The Board of Directors in its meeting held on February 09, 2022, has approved the proposal to buy-back upto 14,16,667 fully paid up equity shares of the face value of ₹ 2/- at a price of ₹ 600/- per fully paid up Equity Share payable in cash ("Buyback Price") for a maximum amount not exceeding ₹ 8,500 lakhs. This amount represents 9.8% of the paid-up equity share capital and free reserves as per audited financial statements of the Company for the financial year ended March 31, 2021. The buy-back process was completed subsequent to the year end on April 25, 2022 and 14,16,667 shares have been extinguished.

Note 56

The Company has acquired 3,699 equity shares representing 26% of Equity Share Capital of TechPerspect Software Private Limited (TSPL) for a consideration of ₹ 1,450.27 lakhs during the year. TSPL is a SaaS company (engaged in implementation of softwares and IoT based eMobility Solutions Electric Vehicle (EV) segment. The above investment is accounted by the Company as investment in associate.

Note 57

Prior year comparatives have been reclassified to conform with the current year's presentation, wherever applicable.

In terms of our report attached

For **Price Waterhouse LLP**

Chartered Accountants

Firm Registration Number: 301112E/E300264

Arunkumar Ramdas

Partner

Membership No. 112433

Place: Mumbai

Date: May 21, 2022

For and on behalf of Board of Directors

Manish K Gangwal

Chief Financial Officer

Ravi Chawla

Managing Director & CEO

DIN: 02808474

S.G. Hinduja

Chairman

DIN: 00291692

Shweta Gupta

Company Secretary

Independent Auditor's Report

To the Members of Gulf Oil Lubricants India Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying Consolidated Financial Statements of Gulf Oil Lubricants India Limited (hereinafter referred to as the "Company") and its associate (refer Note 52) to the attached Consolidated Financial Statements, which comprise the Consolidated Balance Sheet as at March 31, 2022, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of

the consolidated state of affairs of the Company and its associate as at March 31, 2022, of consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Company and its associate in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their report referred to in sub-paragraph 14 of the Other Matters section below is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. This matter was addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Key audit matter	How our audit addressed the key audit matter
Estimation of year-end secondary trade accruals towards rebates and discounts [Refer to note 2.3 (B) to the Consolidated Financial Statements] Revenue from sale of goods is measured net of rebates and discounts given to customers on the Company's sales. The provision for rebates and discounts relating to secondary sales (i.e. sales made by the Company's distributors/retailers to their customers) ("the secondary trade accruals towards rebates and discounts") has been considered as a key audit matter as its computation involves estimation and judgment in determination of the likelihood of the amount at which these are expected to be settled and the amount of secondary trade accruals as at March 31, 2022 is material to the Consolidated Financial Statements.	Our procedures included the following: <ul style="list-style-type: none">• Understood and evaluated the design and tested the operating effectiveness of the controls over calculation and completeness of recording of the secondary trade accruals.• Obtained management's calculations for the secondary trade accruals in respect of relevant schemes and validated the information and assessed the reasonableness of assumptions used by the management in determining the amount of accruals as at the year end.• Assessed the reasonableness of estimates made by the Company for secondary trade accruals by comparing the provisions recognised in earlier periods with the subsequent claims settled by the Company and checked that there were no significant adjustments to the estimates made in the past.

Independent Auditor's Report (Contd.)

Key audit matter	How our audit addressed the key audit matter
<p>The estimation of the year-end secondary trade accruals towards rebates and discount requires evaluation of various schemes for rebates and discounts, which are often revised considering the market and competitive factors.</p> <p>Management considers historical and secondary sales forecast for the respective schemes to determine the likely amount at which the secondary trade accruals are expected to be settled.</p>	<ul style="list-style-type: none"> • Verified the credit notes for rebates and discounts issued subsequent to the balance sheet date to assess the reasonableness of the amounts recognised and to identify any significant unaccounted secondary trade accruals. <p>Based on the above procedures performed, we considered the management's estimate for the year-end secondary trade accruals towards rebates and discounts to be reasonable.</p>

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the Consolidated Financial Statements and our and other auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

6. The Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Company including its associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of

the Company and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Company, as aforesaid.

7. In preparing the Consolidated Financial Statements, the Board of Directors of the Company and of its associate are responsible for assessing the ability of the Company and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
8. The Board of Directors of the Company and of its associate are responsible for overseeing the financial reporting process of the Company and of its associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a

guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and of its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its associate to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its associate to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entity included in the Consolidated Financial Statements of which we are the independent auditor. For the other entity included in the Consolidated Financial Statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.
11. We communicate with those charged with governance of the Company included in the Consolidated Financial Statements of which we are the independent auditor regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
 13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Independent Auditor's Report (Contd.)

Other Matters

14. The Consolidated Financial Statements include the Company's share of total comprehensive income (comprising of loss and other comprehensive income) of ₹ 1.96 Lakhs for the year ended March 31, 2022 as considered in the Consolidated Financial Statements, in respect of one associate- Techperspect Software Private Limited, whose financial statements have not been audited by us. These financial statements have been audited by other auditor whose report have been furnished to us by the Management, and our opinion on the Consolidated Financial Statements insofar as it relates to the amounts and disclosures included in respect of this associate and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid associate, is based solely on the report of the associate's auditor.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the associate's auditor.

Report on Other Legal and Regulatory Requirements

15. As required by paragraph 3(xxii) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that there are no qualifications or adverse remarks included by us in our CARO 2020 report issued in respect of the standalone financial statements of the Company which is included in these Consolidated Financial Statements. The CARO 2020 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act is not applicable to its associate.
16. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our

examination of those books and the reports of the other auditor.

- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the Consolidated Financial Statements.
- In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
- On the basis of the written representations received from the directors of the Company as on to March 31, 2022 taken on record by the Board of Directors of the Company and the reports of the statutory auditor of its associate company incorporated in India, none of the directors of the Company and its associate company incorporated in India is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- With respect to the adequacy of internal financial controls with reference to Consolidated Financial Statements of the Company and its associate Company and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Consolidated Financial Statements disclose the impact, of pending litigations on the consolidated financial position of the Company – Refer Note 38 to the Consolidated Financial Statements.
 - The Company has long-term contracts as at March 31, 2022 for which there were no material foreseeable losses. The Company does not have long-term derivative contracts as at March 31, 2022. The associate did not have any long-term

- contracts including derivative contracts as at March 31, 2022.
- iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the associate during the year.
 - iv. (a) The respective Managements of the Company and its associate which is a company incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such associate respectively that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or such associate to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the Company or such associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The respective Managements of the Company and its associate which is a company incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such associate respectively that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company or such associate from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or such associate shall, directly or indirectly, lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by the other auditor of the associate which is a company incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor notice that has caused us or the other auditor to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
 - v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act. The associate has not declared or paid any dividend during the year.
17. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act. The provisions of Section 197 read with Schedule V to the Act are applicable only to public companies. Accordingly, reporting under Section 197(16) of the Act is not applicable to its associate.

For **Price Waterhouse LLP**
 Firm Registration Number: 30112E/ E300264
 Chartered Accountants

Arunkumar Ramdas
 Partner
 Membership Number: 112443
 UDIN: 22112433AJVV7549

Place: Mumbai
 Date: May 21, 2022

Annexure A to Independent Auditors' Report

Referred to in paragraph 16(f) of the Independent Auditor's Report of even date to the members of Gulf Oil Lubricants India Limited on the consolidated financial statements for the year ended March 31, 2022

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to financial statements of Gulf Oil Lubricants India Limited (hereinafter referred to as "the Company") as of that date. Reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is not applicable to its associate incorporated in India namely Techperspect Software Private Limited, pursuant to MCA notification GSR 583(E) dated 13 June 2017.

Management's Responsibility for Internal Financial Controls

2. The Board of Directors of the Company to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls,

both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or

Annexure A to Independent Auditors' Report (Contd.)

disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has in all material respects, an adequate internal financial controls system with reference to financial statements and

such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Price Waterhouse LLP**
Firm Registration Number: 30112E/ E300264
Chartered Accountants

Arunkumar Ramdas
Partner
Membership Number: 112443
UDIN: 22112433AJIVVC7549

Place: Mumbai
Date: May 21, 2022



Consolidated Balance Sheet

as at March 31, 2022

₹ Lakhs

Particulars	Note No	As at March 31, 2022
ASSETS		
Non current assets		
Property, plant & equipment	3	23,937.23
Right-of-use assets	36	3,063.24
Capital work in progress	3	309.72
Intangible assets	3	308.33
Investment accounted for using the equity method	52	1,448.31
Financial Assets		
(i) Investments	4	2,136.64
(ii) Loans	5	105.19
(iii) Other financial assets	6	658.60
Other non current assets	7	2,553.50
Total non current assets		34,520.76
Current assets		
Inventories	8	47,629.93
Financial Assets		
(i) Trade receivables	9	29,593.23
(ii) Cash and cash equivalents	10	54,873.06
(iii) Bank balances other than (ii) above	11	2,565.45
(iv) Loans	12	20.87
(v) Other financial assets	13	257.37
Current tax asset (net)	25	743.84
Other current assets	14	9,035.67
Total current assets		144,719.42
Total assets		179,240.18
EQUITY AND LIABILITIES		
EQUITY		
Equity share capital	15	1,008.54
Other equity	16	103,259.80
Total equity		104,268.34
LIABILITIES		
Non current liabilities		
Financial liabilities		
(i) Lease liabilities	36	2,056.11
(ii) Other financial liabilities	17	33.00
Employee benefit obligations	18	425.43
Deferred tax liabilities (net)	19	1,244.06
Deferred government grant	20	94.26
Total non current liabilities		3,852.86
Current liabilities		
Financial liabilities		
(i) Borrowings	21	35,699.83
(ii) Lease Liabilities	36	1,202.44
(iii) Trade payable		
(a) Total outstanding dues of micro enterprises and small enterprises	22	813.93
(b) Total outstanding of creditors other than micro enterprises and small enterprises	22	26,260.09
(iv) Other Financial Liabilities	23	1,929.26
Employee benefit obligations	24	32.05
Current tax liabilities (net)	25	1,501.91
Deferred government grant	26	20.08
Other current liabilities	27	3,659.39
Total current liabilities		71,118.98
Total liabilities		74,971.84
Total equity and liabilities		179,240.18
Significant accounting policies	2	

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

In terms of our report attached

For **Price Waterhouse LLP**

Chartered Accountants

Firm Registration Number: 301112E/E300264

Arunkumar Ramdas

Partner

Membership No. 112433

Place: Mumbai

Date: May 21, 2022

For and on behalf of Board of Directors

Manish K Gangwal

Chief Financial Officer

Ravi Chawla

Managing Director & CEO

DIN: 02808474

S.G. Hinduja

Chairman

DIN: 00291692

Shweta Gupta

Company Secretary

Consolidated Statement of profit and loss

for the year ended March 31, 2022

₹ Lakhs

Particulars	Note No	Year ended March 31, 2022
Income		
Revenue from operations	28	219,163.88
Other income	29	4,418.34
Total Income		223,582.22
Expenses		
Cost of materials consumed	30	117,568.35
Purchase of stock in trade	30	18,085.36
Changes in inventories of finished goods, work-in-progress and stock-in-trade	30	(4,445.85)
Employee benefit expense	31	11,677.65
Finance costs	33	961.86
Depreciation and amortisation expense	32	3,571.93
Other expenses	34	47,729.15
Total Expense		195,148.45
Profit before share of net loss of investment in Associate accounted for using equity method and tax		28,433.77
Share of net loss of associate accounted for using the equity method (refer note 52)		(1.96)
Profit before tax		28,431.81
Income Tax Expense		
Current tax	47	7,455.20
Deferred tax	47	(129.03)
Profit for the year		21,105.64
Other Comprehensive Income		
<i>Items that will not be reclassified to profit or loss</i>		
Remeasurement of post employment benefits obligations		43.98
Income tax relating to above		(11.07)
Changes in fair value of equity instruments at FVOCI		110.07
Income tax relating to above		(45.68)
Other comprehensive income for the year, net of tax		97.30
Total comprehensive income for the year		21,202.94
Earnings per share- Basic (₹)	35	41.89
Earnings per share- Diluted (₹)	35	41.63
Significant accounting policies	2	

The above consolidated statement of profit and loss should be read in conjunction with the accompanying notes.

In terms of our report attached

For and on behalf of Board of Directors

For **Price Waterhouse LLP**

Chartered Accountants

Firm Registration Number: 301112E/E300264

Arunkumar Ramdas

Partner

Membership No. 112433

Place: Mumbai

Date: May 21, 2022

Manish K Gangwal

Chief Financial Officer

Shweta Gupta

Company Secretary

Ravi Chawla

Managing Director & CEO

DIN: 02808474

S.G. Hinduja

Chairman

DIN: 00291692



Consolidated Statement of changes in equity

for the year ended March 31, 2022

Particulars								₹ Lakhs
	Share capital	Other Equity					Other reserves	Total equity
		Securities premium reserve	Retained earnings	Share options outstanding account	Capital reserve	General reserves	FVOCI equity investment	
As at April 01, 2021	1,006.19	17,095.55	60,515.32	794.97	5.00	7,361.85	158.79	86,937.67
Profit for the year	-	-	21,105.64	-	-	-	-	21,105.64
Other comprehensive income for the year	-	-	32.91	-	-	-	64.39	97.30
Total comprehensive income for the year	-	-	21,138.55	-	-	-	64.39	21,202.94
Final dividend for FY 2020-21	-	-	(4,538.46)	-	-	-	-	(4,538.46)
Compensation for options granted during the year	-	-	-	383.15	-	-	-	383.15
Transfer to securities premium reserve from share options outstanding account	-	605.61	-	(605.61)	-	-	-	-
Expenses pertaining to buyback of equity shares (Refer Note 56)	-	(118.94)	-	-	-	-	-	(118.94)
Inter reserve transfers	-	-	(1,000.00)	-	-	1,000.00	-	-
Issue of shares under Employee Stock Option Scheme	2.35	399.63	-	-	-	-	-	401.98
As at March 31, 2022	1,008.54	17,981.85	76,115.41	572.51	5.00	8,361.85	223.18	104,268.34

The above consolidated statement of change in equity should be read in conjunction with the accompanying notes.

In terms of our report attached

For **Price Waterhouse LLP**

Chartered Accountants

Firm Registration Number: 301112E/E300264

Arunkumar Ramdas

Partner

Membership No. 112433

Place: Mumbai

Date: May 21, 2022

For and on behalf of Board of Directors

Manish K Gangwal

Chief Financial Officer

Ravi Chawla

Managing Director & CEO

DIN: 02808474

S.G. Hinduja

Chairman

DIN: 00291692

Shweta Gupta

Company Secretary

Consolidated Statement of Cash Flow

for the year ended March 31, 2022

₹ Lakhs

Sr No Particulars	Year ended March 31, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES	
Profit Before Tax	28,431.81
Adjustments for:	
Depreciation and Amortization Expenses	3,571.93
(Profit) on discarding of Fixed Assets(Net)	(0.97)
Net gain on sale of investment in mutual fund	(85.41)
Interest Income	(4,331.96)
Share of loss of associate	1.96
Unrealised foreign exchange loss-Net	4.55
Mark-to-market (gain) on derivative financial instruments	(86.63)
Finance costs	961.86
Provision for Doubtful debts	160.00
Employee Compensation expense towards ESOP	383.15
Operating Profit Before Working Capital Changes	29,010.29
Adjustments for changes in working capital:	
(Increase) in Trade Receivables	(10,855.35)
(Increase) in Inventories	(9,978.60)
(Increase) in Other Assets	(255.19)
Decrease in Other Financial Assets	89.24
(Decrease) in Trade Payables	(4,303.92)
Increase in Employee Benefit Obligations	14.91
Increase in Other Financials Liabilities	207.42
Increase in Other Current Liabilities	1,314.07
Cash Flow Generated from Operations	5,242.87
Income Tax paid (Net of Refund)	(7,615.43)
Net Cash Flow (used in) Operating Activities	(2,372.56)
B. CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of Fixed Assets, including Capital work in progress	(2,460.59)
Proceed from Sale of Fixed Assets	5.28
Purchase of Non Current Investments	(1,450.27)
Increase in other bank balances	(2,166.56)
Loan given during the year	(51,800.00)
Repayment of loan given during the year	51,800.00
Purchase of Mutual Funds	(28,500.00)
Proceeds from sale of Mutual Funds	28,585.41
Interest Received	4,256.10
Net Cash Flow (used in) Investing Activities	(1,730.63)
C. CASH FLOW FROM FINANCING ACTIVITIES	
Proceeds from issue of equity shares (including securities premium)	401.98
Proceeds from Short Term Borrowings (Net)	15,830.32
Expenses pertaining to buyback of equity shares	(118.94)
Dividend Paid	(4,496.85)
Finance Costs	(727.45)
Principal repayment of lease liability	(1,073.67)
Net Cash Flow from Financing Activities	9,815.39
Net Increase in Cash and Cash Equivalents (A + B + C)	5,712.20
Cash and Cash Equivalents at the beginning of the year	49,160.86
Cash and Cash Equivalents at the end of the year	54,873.06

The above consolidated statement of cash flow should be read in conjunction with the accompanying notes.



Consolidated Statement of Cash Flow

for the year ended March 31, 2022

Note:

- The consolidated Statement of cash flow has been prepared under the "Indirect Method" as set out in the Ind AS 7-"Statement of Cash Flows".
- Cash and Cash Equivalents comprise:

	₹ Lakhs
	As at March 31,2022
Cash on Hand	2.16
Balances with Banks:	
In Current Accounts	4,858.49
In Deposit Accounts	50,012.41
Cash and Cash Equivalents at the end of the year (Refer Note 10)	54,873.06

- For non cash Financing & Investing transactions during the year (Refer Note 36).

In terms of our report attached

For and on behalf of Board of Directors

For **Price Waterhouse LLP**

Chartered Accountants

Firm Registration Number: 301112E/E300264

Arunkumar Ramdas

Partner

Membership No. 112433

Place: Mumbai

Date: May 21, 2022

Manish K Gangwal

Chief Financial Officer

Ravi Chawla

Managing Director & CEO

DIN: 02808474

S.G. Hinduja

Chairman

DIN: 00291692

Shweta Gupta

Company Secretary

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Summary of significant accounting policies

1(A) Corporate information

Gulf Oil Lubricants India Limited (the 'Company') is a public limited Company incorporated in India with its registered office at IN Centre, 49/50, 12th Road, MIDC, Andheri (East), Mumbai- 400 093.

The equity shares of the Company are listed on two recognised stock exchanges in India. The Consolidated Financial Statements relates to the Company and its Associate.

1(B) Principles of consolidation and equity accounting

Associates

Associates are all entities over which the Company has significant influence but not control or joint control. This is generally the case where the Company holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting after initially being recognised at cost.

Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Company share of the post-acquisition profits or losses of the investee in the consolidated statement of profit and loss, and the Company share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associate are recognised as a reduction in the carrying amount of the investment.

Where the Company share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Company and its associate are eliminated to the extent of the Company interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Company.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 2.5(c) below."

Changes in ownership interests

When the Company ceases to equity account for an investment because of a loss of control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in Consolidated Statement of Profit and Loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate. In addition, any amounts previously recognised in other comprehensive income in respect of that associate are accounted for as if the Company had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2. Significant accounting policies

2.1 Basis of preparation

Statement of Compliance with Indian Accounting Standards (Ind AS): The consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as notified under Section 133 of the Companies Act, 2013 ("the Act"), accounting principles generally accepted in India and other relevant provisions of the Act. The consolidated financial statements have been prepared using the historical cost convention except for certain assets and liabilities that are measured at fair value, defined employee benefit plans - plan assets measured at fair value and share-based payments.

2.2 Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

2.3 Critical accounting estimates:

A. Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Evaluation of contingent liabilities requires management judgment and assumptions, regarding the probability, outflow of economic resources and the timing and amount, or range of amounts, that may ultimately be determined. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised.

B. Secondary trade accruals towards rebate and discounts

The provision for rebates and discounts relating to secondary sales (i.e. sales made by Company's distributors/retailers to their customers) ("the secondary trade accruals towards rebates and discounts") involves estimation and judgment in determination of the likelihood of the amount at which these are expected to be settled. The estimation of the year-end secondary trade accruals towards rebates and discounts requires evaluation of various schemes, historical trends and sales forecast for the respective schemes. The schemes for rebates and discounts are often revised considering the market and competitive factors.

C. Provision for doubtful debts

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

2.4 New standards/ amendments adopted by the company

The company has applied the following amendments to Ind AS for the first time for their annual reporting period commencing April 01, 2021.

Interest Rate Benchmark Reform – Amendments to Ind AS 107 and Ind AS 109

The Ministry of Corporate Affairs had earlier notified amendments to Ind AS 109, Financial Instruments and Ind AS 107, Financial Instruments: Disclosures which were effective from April 1, 2020 (the Phase 1 amendments). Those amendments provided temporary reliefs from applying specific hedge accounting requirements to relationships affected by IBOR reform.

The amendments to Ind AS 109, Financial Instruments and Ind AS 107, Financial Instruments: Disclosures which are effective from April 1, 2021 (the Phase 2 amendments) address the issues that arise during the reform of an interest rate benchmark rate, including the replacement of one benchmark rate with an alternative one.

The key reliefs provided by the Phase 2 amendments are as follows:

- **Changes to contractual cash flows**
When changing the basis for determining contractual cash flows for financial assets and liabilities (including lease liabilities), the reliefs have the effect that the changes, that are necessary as a direct consequence of IBOR reform and which are considered economically equivalent, will not result in an immediate gain or loss in profit and loss.
- **Hedge accounting**
The hedge accounting reliefs will allow most Ind AS 109 hedge relationships that are directly affected by IBOR reform to continue. However, additional ineffectiveness might need to be recorded

Covid-19-related Rent Concessions – Amendments to Ind AS 116

As a result of the COVID-19 pandemic, rent concessions have been granted to lessees. Such concessions might take a variety of forms, including payment holidays and deferral of lease payments. Previously, an amendment to Ind AS 116, Leases provided lessees with an option to treat qualifying rent concessions in the same way as they would if they were not lease modifications. In many cases, this will result in accounting for the concessions as

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

variable lease payments in the period in which they are granted. Entities applying the practical expedients must disclose this fact, whether the expedient has been applied to all qualifying rent concessions or, if not, information about the nature of the contracts to which it has been applied, as well as the amount recognised in profit or loss arising from the rent concessions. The relief was originally limited to reduction in lease payments that were due on or before 30 June 2021. However, it was subsequently extended to 30 June 2022.

The above amendments did not have any material impact on the Consolidated Financial Statements of the company.

2.5 Summary of significant accounting policies

a. Property, plant and equipment

Property, plant and equipment are stated at historical cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises the purchase price (Net of GST input credit wherever applicable) and any directly attributable cost of bringing the assets to its working condition for its intended use. Such cost also includes the cost of replacing part of the Property, plant and equipment and borrowing costs for construction/acquisition of qualifying assets if the recognition criteria are met. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets, based on technical evaluation done by management's expert in order to reflect the actual usage of the assets. The depreciation charge for each period is recognised in the Statement of Profit and Loss, unless it is included in the carrying amount of any

other asset. The useful life, residual value and the depreciation method are reviewed at least at each financial year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate. The estimates of useful lives of property, plant and equipment are as follows:

-Factory buildings	30 years
-Other than factory building	30-60 years
-Plant and Machinery (Other than Research and development equipment and electrical installation)	10-15 years
-Office Equipment	5 years
-Research and development equipment and electrical installation	10 years
-Furniture and fixtures	10 years
-Computers	3 years
-Vehicle	8 years

Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the asset beyond lease term.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

b. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets are amortised over the useful economic life of 5 years based on management assessment. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

on intangible assets is recognised in the statement of profit and loss.

c. Impairment of Non-Financial Assets

The carrying amount of assets are reviewed for impairment at the end of each reporting date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised in the statement of profit and loss wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's or cash generating unit's fair value less cost of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining fair value, recent market transactions are taken into account.

The business plans which are approved on an annual basis by senior management are the primary source of information for the determination of value in use. Impairment losses are recognised in the statement of profit and loss, except for previously revalued tangible assets, where the revaluation was taken to revaluation reserve. In this case, the impairment is also recognised in the revaluation reserve up to the amount of any previous revaluation. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment. Such reversal is recognised in the statement of profit and loss.

d. Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis.

Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the company under residual value guarantees
- the exercise price of a purchase option if the company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the company exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- makes adjustments specific to the lease.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

similar payment profile to the lease, then the company use that rate as a starting point to determine the incremental borrowing rate. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

e. Current versus non-current classification

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle

- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

f. Trade Receivable

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value.

The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

g. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition

Purchase and sales of financial assets are recognised on trade-date, the date on which the company commits to purchase or sale the financial asset.

(iii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments are at amortised cost considering company's business model for managing assets and cash flow characteristics of the asset.

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses). Impairment losses are presented as separate line item in the statement of profit or loss.

Equity Instruments

The Company initially recognises equity instruments at cost and subsequently measures all equity investments at fair value on each reporting date. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss statement as other income when the Company's right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit or loss statement are recognised in other income/expense in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairments of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach required by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Financial liabilities

(i) Measurement:

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through profit or loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss. Liabilities from finance lease agreements are measured at the lower of fair value of the leased asset or present value of minimum lease payments.

(ii) Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

h. Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into

and are subsequently re-measured to their fair value at the end of each reporting period.

i. Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

j. Inventories

Inventories consist of raw and packing materials, stock-in-trade, work in progress and finished goods. Inventories are valued at lower of cost and net realisable value. Cost of inventories is determined on weighted average basis. Cost of manufactured finished goods and work-in-progress includes material cost determined on weighted average basis and also includes an appropriate portion of allocable overheads and other costs incurred in bringing the inventories to their present location and condition. Cost of stock-in-trade includes cost of purchase and other cost incurred in bringing the inventories to the present location and condition. Due allowances are made in respect of slow moving, non-moving and obsolete inventories based on estimate made by management.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

k. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

I. Trade and other payable

These amounts represents obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. These payable are classified as current liabilities if payment is due within one year or less otherwise they are presented as non-current liabilities. Trade and payables are recognised initially at fair value and are subsequently measured at amortised cost using the effective interest method.

m. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

n. Government grants

Grant from Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

o. Retirement and other employee benefits

(i). Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of

employment, of an amount based on respective employee's salary and tenure of employment with the Company.

Liabilities with regard to Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using projected unit credit method. The Company contributes all ascertained liabilities to the Gulf Oil Lubricants India Limited employees group gratuity cum life assurance Scheme ('the Trust'). Trustees administer contributions made to the Trusts and contributions are invested in insurer managed fund.

The Company recognises the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability.

Gains and losses through premeasurements of the net defined benefit liability/(asset) are recognised in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognised in other comprehensive income.

The effect of any plan amendments or curtailments are recognised in net profit in Statement of Profit and Loss as past service costs.

(ii) Superannuation

Certain employees of the Company are participants in a defined contribution plan. The Company has no further obligations to the plan beyond its contributions which are periodically contributed to the Gulf Oil Lubricants India Limited employees group superannuation scheme, the corpus of which is invested in the insurer managed fund.

(iii) Provident fund

The Company pays provident fund contributions to publicly administered provident fund as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

contributions are recognised as employee benefit expense when they are due.

(iv) **Compensated absences**

The liabilities for earned leave that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised as liability at the present value of liability as at Balance sheet date. Company has determined its liability using projected unit credit method based on Actuarial valuation carried out at the Balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss.

(v) **Share-based payments**

Share-based compensation benefits are provided to employees under “GOLIL Employee Stock Option Plan”. The fair value of equity settled employee stock options is calculated at grant date using a valuation model and recognised in the Statement of Profit and Loss, together with a corresponding increase in shareholders’ equity, on a straight—line basis over the vesting period, based on an estimate of the number of options that will eventually vest. The impact of the revision to original estimates, if any, shall be recognised in profit or loss, with a corresponding adjustment to equity.

(vi) **Short term employee benefits**

Short term employee benefits that are expected to be settled wholly within 12 months from the end of the period in which employee render service are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered. The liabilities are presented as current employee benefit obligation in the Balance sheet.

p. Foreign currencies

(i) **Functional currency**

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees (rounded off to lakhs).

(ii) **Transactions and balances**

Foreign currency transactions are recorded in the functional currency by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. All foreign currency monetary assets and monetary liabilities as at the Balance Sheet date are translated into the functional currency at the applicable exchange rates prevailing on that date. All exchange differences arising on translation, are recognised in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

Gain or losses upon settlement of foreign currency transactions are recognised in the Statement of Profit and Loss for the period in which the transaction is settled.

q. Revenue recognition

The Company is engaged in the business of manufacturing, marketing and trading of automotive and non automotive lubricants. Sales are recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer’s acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Company has objective evidence that all criteria for acceptance have been satisfied.

Revenue from sale of goods is recognised based on the price agreed with customer as per the

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

contract and are stated net of estimated rebates and discounts and Goods and Service Tax. Accumulated experience is used to estimate and provide for the discounts and rebates using expected value method. Revenue is only recognised to the extent that it is highly probable that significant reversal will not occur.

The company does not expect to have any contract where the period between the transfer of the promised goods or services to the customer and payment by the customer exceed one year. As a consequence, the company does not adjust any of the transaction prices for the time value of money.”

r. Interest income

Interest income is recorded using the Effective Interest Rate (EIR) for debt instruments carried at amortised cost. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset.

s. Borrowing Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

t. Taxes

Income tax expense comprises current income tax and deferred income tax. Income tax expense is recognised in the Statement of Profit and Loss except to the extent it relates to items recognised directly in equity, in which case it is recognised in other comprehensive income or other equity as the case may be.

Current income tax: Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

Deferred tax: Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profits.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction (other than in a business combination) that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off tax assets against tax liabilities and the deferred taxes relate to the same taxation authority.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

u. Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted earnings per share

- Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

v. Dividend Payable

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is

no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

w. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

x. Investments in Associates

The Company carries its investments in associate at cost less impairment losses. The Company assesses at the end of each reporting period, if there are any indications that the said investment may be impaired.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 3 - Property, plant and equipment, capital work-in-progress and intangible assets

Particulars	₹ Lakhs										
	Land	Leasehold Improvements	Buildings	Plant and Machinery	Furnitures and Fixtures	Office Equipment	Vehicles	Computers and Peripherals	Total tangible assets	Intangible assets (Computer Software)	Capital work-in-progress
Gross carrying amount											
As at April 01, 2021	4,293.87	305.28	8,552.12	16,718.67	797.22	680.59	182.89	701.77	32,232.41	486.51	373.84
Additions	501.03	-	558.30	936.01	11.52	21.47	-	256.83	2,285.16	248.79	1,680.67
Disposals	-	-	-	(5.11)	(0.62)	(5.07)	-	(45.06)	(55.86)	-	-
Transfer from capital work-in-progress	-	-	-	-	-	-	-	-	-	-	(1,744.79)
As at March 31, 2022	4,794.90	305.28	9,110.42	17,649.57	808.12	696.99	182.89	913.54	34,461.71	735.30	309.72

Particulars	₹ Lakhs									
	Land	Leasehold Improvements	Buildings	Plant and Machinery	Furnitures and Fixtures	Office Equipment	Vehicles	Computers and Peripherals	Total tangible assets	Intangible assets (Computer Software)
Accumulated depreciation										
As at April 01, 2021	-	(154.04)	(1,147.17)	(5,613.68)	(261.50)	(455.12)	(83.22)	(423.11)	(8,137.84)	(322.46)
Depreciation charge for the year	-	(35.89)	(306.08)	(1,744.81)	(81.98)	(109.47)	(19.30)	(140.66)	(2,438.19)	(104.51)
Disposals	-	-	-	3.43	0.21	3.03	-	44.88	51.55	-
As at March 31, 2022	-	(189.93)	(1,453.25)	(7,355.06)	(343.27)	(561.56)	(102.52)	(518.89)	(10,524.48)	(426.97)

Net carrying amount

Particulars	₹ Lakhs										
	Land	Leasehold Improvements	Buildings	Plant and Machinery	Furnitures and Fixtures	Office Equipment	Vehicles	Computers and Peripherals	Total tangible assets	Intangible assets (Computer Software)	Capital work-in-progress
As at March 31, 2022	4,794.90	115.35	7,657.17	10,294.51	464.85	135.43	80.37	394.65	23,937.23	308.33	309.72

Note:

- For certain property, plant and equipment, (excluding PPE at Chennai plant) pledged as security (refer note-21).
- Refer to note 39 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 3 Capital work-in-progress (CWIP) ageing schedule for the year ended March 31, 2022.

CWIP	Amount in capital work-in-progress for				₹ Lakhs
					As at
	Less than 1 year	1-2 years	2-3 years	More than 3 years	March 31, 2022
Projects in progress	309.72	-	-	-	309.72
Projects temporarily suspended	-	-	-	-	-
Total	309.72	-	-	-	309.72

Note: There are no CWIP projects whose completion is overdue or has exceeded its cost compared to its original plan.

Note 4 - Investments (Non - Current)

Particulars	₹ Lakhs
	As at March 31, 2022
Investments in Equity Instruments (fully paid up):	
Unquoted Equity Shares at FVOCI	
(a) 198,000 Equity Shares fully paid up series A equity shares of GBP 0.001 each held in Indra Renewable Technologies Limited	1,613.32
(b) 203,571 Equity Shares fully paid up Equity Shares of ₹ 100 each held in Gulf Ashley Motor Limited	521.42
(c) 18,990 Equity Shares fully paid up equity shares of ₹ 10 each held in Mangalam Retail Services Limited	1.90
Total	2,136.64
Note:	
Aggregate amount of unquoted Equity Shares	2,136.64
Aggregate amount of unquoted Equity Shares at cost	1,847.36

Note 5 - Loans

Particulars	₹ Lakhs
	As at March 31, 2022
Unsecured and considered good	
Loan to director (Refer Note 46)	96.50
Loan to employees	8.69
Total	105.19

Note 6 - Other Financial Assets

Particulars	₹ Lakhs
	As at March 31, 2022
Unsecured and considered good	
Security Deposits	657.45
Margin Money Deposit	1.15
Total	658.60



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 7 - Other Non Current Assets

Particulars	₹ Lakhs
	As at March 31, 2022
Unsecured and considered good	
Capital Advances	92.29
Prepayments	2,320.86
Balance with Government Authorities	140.35
Total	2,553.50

Note 8 - Inventories

Particulars	₹ Lakhs
	As at March 31, 2022
Raw Material	24,408.44
(Includes goods in transit: March 31, 2022: ₹ 2,268.36 lakhs)	
Packing Materials	1,200.46
Work-in-Progress	701.21
Finished Goods	16,612.27
Stock-in Trade	4,487.71
Stores, Spares and Fuel	219.84
Total	47,629.93

Note 9 - Trade receivables

Particulars	₹ Lakhs
	As at March 31, 2022
Trade receivables	30,417.72
Less: Allowance for doubtful debts	(824.49)
Total receivables	29,593.23
Current portion	29,593.23
Non-current portion	-
Break up of security details	
Secured, considered good*	713.57
Unsecured, considered good	28,879.66
Unsecured, Considered doubtful	824.49
Total	30,417.72
Allowance for doubtful debts	(824.49)
Total	29,593.23

* Secured by letter of credits and bank guarantees from customers.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Ageing of trade receivable for the year ended March 31, 2022

Outstanding for following periods from due date of payments

₹ Lakhs

Particulars	As at March 31, 2022						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables							
– considered good	16,578.85	12,642.48	232.24	171.31	153.99	102.91	29,881.78
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables	-	-	-	-	-	-	-
–considered good	-	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	8.99	90.99	116.19	319.77	535.94
Total	16,578.85	12,642.48	241.23	262.30	270.18	422.68	30,417.72

Note 10 - Cash and cash equivalents

₹ Lakhs

Particulars	As at March 31, 2022
Cash on Hand	2.16
Balances with Banks:	
In Current Accounts	4,858.49
Deposit with maturity of less than three months	50,012.41
Total	54,873.06

Note 11- Other bank balances

₹ Lakhs

Particulars	As at March 31, 2022
In Deposit Accounts with maturity of more than three months but less than twelve months	43.34
In Earmarked Accounts	
Margin Money Deposits	24.38
Unpaid Dividend account	372.73
Buy-Back account (Refer note 56)	2,125.00
Total	2,565.45

Note 12 - Loans

₹ Lakhs

Particulars	As at March 31, 2022
Unsecured and considered good	
Loan to director (Refer Note 46)	6.00
Loan to employees	14.87
Total	20.87



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 13- Other financial assets

Particulars	₹ Lakhs
	As at March 31, 2022
Unsecured and considered good	
Security Deposits	44.22
Derivative assets	213.15
Total	257.37

Note 14 - Other current assets

Particulars	₹ Lakhs
	As at March 31, 2022
Unsecured and considered good	
Prepayments	1,682.07
Advance to employees	130.06
Advance to creditors	4,598.76
Balance with Government Authorities	2,624.78
Total	9,035.67

Note 15 Equity Share Capital

	₹ Lakhs
	As at March 31, 2022
Authorised:	
52,313,614 Equity Shares of ₹ 2 each	1,046.27
Issued, Subscribed and Fully Paid-up:	
50,427,273 Equity Shares of ₹ 2 each	1,008.54
	1,008.54

a. Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting period:

	As at March 31, 2022	
	Number of Shares	₹ Lakhs
At beginning of the year	50,309,527	1,006.19
Shares issued under equity stock options	117,746	2.35
At end of the year	50,427,273	1,008.54

b. Rights, preferences and restrictions attached to shares

The Company has only one class of equity share having a par value of ₹ 2 per share (previous year ₹ 2 per share). Each shareholder is eligible to one vote per share held. The dividend proposed by the Board of directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

c. Equity shares in the Company held by Holding Company are as below

	As at March 31, 2022	
	Number of Shares	₹ Lakhs
Equity Shares of ₹ 2 each		
Gulf Oil International (Mauritius) Inc.	36,219,224	724.38

d. Details of shareholders holding more than 5% of the aggregate Equity Shares in the Company:

	As at March 31, 2022	
	Number of Shares	% holding
Equity Shares of ₹ 2 each		
Gulf Oil International (Mauritius) Inc.	36,219,224	71.82%

e. Details of shareholders holding of promoters:

Name of the promoter	As at	Number of Shares	Percentage of total number of shares	Percentage of change in the number of share during the year
Gulf Oil International (Mauritius) Inc.	March 31, 2022	36,219,224	71.82%	0.00%
Gulf Oil International (Mauritius) Inc.	March 31, 2021	36,219,224	71.99%	0.00%

f. Shares reserved for issue under options

Information relating to GOLIL Stock Options Plan including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 41.

Note 16 - Other equity

Particulars	₹ Lakhs
	As at March 31, 2022
Securities premium reserve	17,981.85
Capital Reserve	5.00
General Reserve	8,361.85
Share options Outstanding Account	572.51
Retained earnings	76,115.41
FVOCI Equity instrument	223.18
Total	103,259.80

Notes:

1. General reserve reflects amount transferred from Statement of profit and loss in accordance with the regulations of the Companies Act, 2013.
2. Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.
3. Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.
4. Refer consolidated statement of changes in equity for movements in Other equity.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 17 - Other financial liabilities

Particulars	₹ Lakhs
	As at March 31, 2022
Dealers deposits	33.00
Total	33.00

Note 18 - Employee benefit obligations

Particulars	₹ Lakhs
	As at March 31, 2022
Provision for Compensated Absences (Refer Note 40)	425.43
Total	425.43

Note 19 - Deferred tax liabilities (Net)

Particulars	₹ Lakhs
	As at March 31, 2022
Deferred Tax Liabilities on account of temporary differences in	
Property, Plant and Equipment	1,534.00
Fair Value of equity instruments	66.09
Right of use Assets	770.96
Other temporary differences	15.76
Total deferred tax liabilities	2,386.81
Deferred Tax Assets on account of temporary differences in	
Allowance for doubtful debts	207.51
Employee benefit obligations	115.13
Lease Liabilities	820.11
Total deferred tax assets	1,142.75
Deferred tax liabilities (net) (Refer note no. 47)	1,244.06

Note 20 - Deferred government grants

Particulars	₹ Lakhs
	As at March 31, 2022
Deferred Export Promotion Capital Goods grant	94.26
Total	94.26

Note 21 - Short term borrowings

Particulars	₹ Lakhs
	As at March 31, 2022
From Banks:	
Working Capital loans from banks (secured) (Refer note 1)	35,699.83
Total	35,699.83

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 1:

Working capital facilities from banks under multiple banking arrangement are secured by hypothecation of all current assets of the Company including raw materials, finished goods, stock-in-process, stores and spares (not relating to plant & machinery) and present and future book debts of the Company and also secured by collateral security by way of First Pari-passu charge on Land & Building, Plant & Machinery at Masat Industrial Estate, Khanvel Road, Masat Village, Silvassa within Union Territory of Dadra and Nagar Haveli and on all other Plant, property and equipment owned by the Company (excluding Plant, property and equipment located at Chennai plant).

Working Capital loan from banks includes Buyers Credit and Suppliers credit from banks which are USD denominated loans carrying variable rate of interest of 3 to 6 months LIBOR/SOFR plus spread and is repayable within one year from the date of each disbursement.

Note 2: Movement in Short term Borrowings

Particulars	₹ Lakhs
	As at March 31, 2022
Opening balance of short term borrowings	19,794.95
Opening accrued interest	27.14
Foreign exchange adjustment	305.55
Cash Inflows/(Outflows)	15,830.32
Interest expense	518.14
Interest Paid	(727.45)
Closing accrued interest	(48.82)
Closing balance of short term borrowings	35,699.83

Refer Note 36 for movement of Lease Liabilities.

Note 22 - Trade payables

Particulars	₹ Lakhs
	As at March 31, 2022
Trade Payable	
(a) total outstanding dues of micro and small enterprises	813.93
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	26,260.09
Total	27,074.02

Trade payable ageing schedule for the year ended March 31, 2022

Outstanding for following periods from due date of payments

Particulars	₹ Lakhs						Total
	As at March 31, 2022						
	Not Due	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payable							
Micro enterprises and small enterprises	-	-	813.93	-	-	-	813.93
Others	3,907.29	5,717.57	16,635.23	-	-	-	26,260.09
Disputed trade payable							
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	3,907.29	5,717.57	17,449.16	-	-	-	27,074.02



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 23 - Other financial liabilities

Particulars	₹ Lakhs
	As at March 31, 2022
Interest Accrued but not due on Borrowings	48.82
Creditor for Purchase of Fixed Assets	68.09
Employee Related liability	1,439.62
Unpaid Dividend	372.73
Total	1,929.26

Note 24 - Employee benefit obligations

Particulars	₹ Lakhs
	As at March 31, 2022
Provision for Gratuity (Refer note 40)	5.77
Provision for Compensated Absences (Refer note 40)	26.28
Total	32.05

Note 25 - Current tax (assets)/liabilities

Particulars	₹ Lakhs
	As at March 31, 2022
Opening Balance	855.98
Add: Current tax payable for the year	7,455.20
Add: Other adjustments	62.32
Less: Taxes paid (Net of refund)	7,615.43
	758.07
Break up of Current tax (assets)/liabilities	
Current tax Asset	(743.84)
Current tax liability	1,501.91
Total	758.07

Note 26 - Deferred government grants

Particulars	₹ Lakhs
	As at March 31, 2022
Deferred Export Promotion Capital goods grant	20.08
Total	20.08

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 27 - Other current liabilities

Particulars	₹ Lakhs
	As at March 31, 2022
Contract liabilities	1,966.08
Statutory Dues	1,684.21
Others	9.10
Total	3,659.39

Note 28 - Revenue from operations

Particulars	₹ Lakhs
	Year ended March 31, 2022
Sale of goods	
Finished Goods	
-Lubricants Oil (Refer note below)	199,411.39
Traded goods	
-Battery	6,307.92
-Greases and others	12,759.14
(A)	218,478.45
Other operating revenue	
- Sale of scrap	103.91
- Insurance Claims	213.15
- Miscellaneous Income	368.37
(B)	685.43
(A+B)	219,163.88
Total	219,163.88

Note:

Includes amount of ₹ 217.28 lakhs towards freight on export sales.

Note 29 - Other Income

Particulars	₹ Lakhs
	Year ended March 31, 2022
Interest Income from financial assets at amortised cost	4,256.10
Other Interest Income	75.86
Profit on sale of investment in Mutual Fund	85.41
Profit on sale/discarding of fixed assets	0.97
Total	4,418.34



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 30- Cost of goods sold

Particulars	₹ Lakhs
	Year ended March 31, 2022
(A) COST OF MATERIALS CONSUMED	
Cost of Raw Materials Consumed	
Opening Stock	18,964.28
Add: Purchases during the year	106,543.24
	125,507.52
Less: Closing Stock	24,408.44
Cost of Raw Materials Consumed	101,099.08
Cost of Packing Materials Consumed	
Opening Stock	1,145.36
Add: Purchases during the year	16,524.37
	17,669.73
Less: Closing Stock	1,200.46
Cost of Packing Materials Consumed	16,469.27
Total	117,568.35
(B) PURCHASE OF STOCK-IN-TRADE	
Greases and Others	11,018.73
Battery	7,066.63
Total	18,085.36
(C) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE	
Opening balance	
Work-in-Progress	827.11
Finished Goods	14,715.01
Stock-in-trade	1,813.22
	17,355.34
Closing balance	
Work-in-Progress	701.21
Finished Goods	16,612.27
Stock-in-trade	4,487.71
	21,801.19
Net (Increase) in Inventories of finished goods, work in progress and stock-in-trade	(4,445.85)

Note 31 - Employee benefit expense

Particulars	₹ Lakhs
	Year ended March 31, 2022
Salaries, wages and bonus	10,557.32
Contribution to provident and other fund	410.38
Employee share based payment expense	383.15
Staff welfare expense	326.80
Total	11,677.65

Note: For share options given by the company to employees under employee stock option plan, refer note 41.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 32- Depreciation and Amortisation Expense

₹ Lakhs

Particulars	Year ended March 31, 2022
Depreciation of property, plant and equipment	2,438.19
Depreciation of right-of-use assets	1,029.23
Amortisation of Intangible assets	104.51
Total	3,571.93

Note 33- Finance Costs

₹ Lakhs

Particulars	Year ended March 31, 2022
Finance expenses	
Interest expense on:	
Bank borrowings	156.97
Net exchange loss on foreign currency borrowings	361.17
Bank charges	284.22
Interest expense on lease liabilities (Refer Note 36)	159.50
Total	961.86

Note 34- Other Expenses

₹ Lakhs

Particulars	Year ended March 31, 2022
Consumption, Stores and Spare Parts	395.32
Processing Charges	980.69
Power and Fuel	440.46
Rent	505.88
Rates and Taxes	99.58
Insurance	352.82
Repairs and Maintenance	
Plant and Machinery	634.87
Buildings and Others	199.41
Advertising and Sales Promotion	5,958.05
Selling and Marketing	21,455.03
Selling Commission	329.45
Travelling and Conveyance	659.29
Freight and Forwarding expense	10,508.90
Postage, Telephone and Telex	221.15
Legal and Professional Fee (Refer note below)	758.32
Bad Debts Written Off	3.58
Less: Provision for Doubtful Debts	(3.58)
Provision for Doubtful Debts	160.00
Directors' Sitting Fee	45.50
Expenditure towards Corporate Social Responsibility (Refer note 54)	539.49



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Particulars	₹ Lakhs
	Year ended March 31, 2022
Royalty	2,555.00
Miscellaneous Expenses	929.94
Total	47,729.15
Note:	
Legal and Professional fee include	
Payment to Statutory Auditors	
Audit Fee	47.50
Tax Audit Fee	5.00
Other Services (Certification Fee)	5.00
Reimbursement of Expense	0.20
	57.70

Note 35 - Earnings per Share (EPS)

Particulars	₹ Lakhs
	Year ended March 31, 2022
Profit After Tax (₹ Lakhs)	21,105.64
Weighted average number of equity shares used in the calculation of basic earnings per share	50,388,614
Adjustment: Number of shares relating to stock options	312,813
Weighted average number of equity shares used in the calculation of diluted earnings per share	50,701,427
Nominal Value per Share (₹)	2.00
Basic Earning per Share (₹)	41.89
Diluted Earning per Share (₹)	41.63

Note 36 - Leases

- (a) The Company obtains warehouses and office premises on lease. Rental contracts are typically made for fixed periods of 3 to 6 years.

(i) Amounts recognised in Consolidated balance sheet

The consolidated balance sheet shows the following amounts relating to leases:

Right-of-use assets	₹ Lakhs
	March 31, 2022
Warehouses and Office Premises	3,063.24
Total	3,063.24

Lease Liabilities	₹ Lakhs
	March 31, 2022
Current	1,202.44
Non-current	2,056.11
Total	3,258.55

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Movement in Lease Liabilities

Particulars	₹ Lakhs	
		March 31, 2022
Opening Balance		1,343.05
Add: Interest expense		159.50
Less: Repayment of lease liability		1,233.17
Add: Addition during the year		2,989.17
Closing Balance		3,258.55

(ii) Amounts recognised in the Consolidated statement of profit and loss

The consolidated statement of profit or loss shows the following amounts relating to leases:

Depreciation charge of right-of-use assets	Note	₹ Lakhs	
			March 31, 2022
Depreciation charge of right-of-use assets	32		1,029.23
Total			1,029.23

Particulars	Note	₹ Lakhs	
			March 31, 2022
Interest expense (included in finance costs)	33		159.50
Expense relating to variable lease payments not included in lease liabilities (included in other expenses)	34		505.88
Total			665.38

The total cash outflow for leases for the year ended 31 March 2022 was ₹ 1,233.17 Lakhs.

(iii) Variable lease payments

Some property leases contain variable payment terms that are linked to sales generated from a warehouse. For individual warehouses, lease payments are on the basis of variable payment terms with percentages on sales. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

(iv) Extension and termination options

Extension and termination options are included in a number of leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations.

(v) Critical judgements in determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases of warehouses and Office premises, the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Company is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Company is typically reasonably certain to extend (or not terminate).
- Otherwise, the Company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Most extension options in leases have not been included in the lease liability, because the Company could replace the assets without significant cost or business disruption. The lease term is reassessed if an option is actually exercised (or not exercised) or the company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the Company.

Note 37- Segment Information

(a) Description of segments and principal activities

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The Managing Director & CEO and Chief Financial Officer (CODM) is responsible for allocating resources and assessing performance of the operating segments of the Company.

The Company has integrated its organisation structure with respect to its automotive and non-automotive business considering that the synergies, risks and returns associated with business operations are not predominantly distinct. The Company has aligned its internal financial reporting system in line with its existing organisation structure. As a result the Company's reportable business segment consists of a single segment of "Lubricants" in terms of Ind AS 108.

(b) Segment Revenue:

Particulars	₹ Lakhs
	March 31, 2022
Revenue	
India	206,175.50
Outside India	12,988.38
Timing of recognition	
At point in time	219,163.88
Over time	-
Total*	219,163.88

* There are no transactions with a single customer which amounts to 10% or more of the Company's revenue for the year ended March 31, 2022.

(c) Non-Current Assets:

The total of Non-current assets other than financial instruments, investment accounted for using the equity method and investments broken down by location of assets shown below:

Particulars	₹ Lakhs
	March 31, 2022
India	30,172.02
Outside India	-
Total	30,172.02

Note 38 -Contingent Liabilities

Particulars	₹ Lakhs
	As at March 31, 2022
Income Tax Matters	158.46
Sales Tax Matters	4,943.75
Excise Matters	84.32
Goods and Service Tax Matters	95.54
Total	5,282.07

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

- (a) It is not practicable for the Company to estimate the timing of cash outflow, if any, in respect of the above pending resolution of the respective proceedings.
- (b) The Company does not expect any reimbursement in respect of the above contingent liabilities.

Note 39 -Capital commitments

	₹ Lakhs
	As at March 31, 2022
Capital Commitments	
Estimated amount of Contracts remaining to be executed on Capital Account (Net of Advance)	1,017.84
Total	1,017.84

Note 40 -Employee benefits

Company has classified the various benefits provided as under:-

1) Defined Contribution Plans

The Company has certain defined contribution plans. Contributions are made to Provident Fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Company has the following contribution plans:

- a) Provident Fund
- b) Employee's Pension Scheme, 1995
- c) Superannuation Fund

During the year, the Company has incurred and recognised the following amounts in the Consolidated Statement of Profit and Loss:

	₹ Lakhs
Particulars	Year ended March 31, 2022
Employers' Contribution to Provident Fund and Employee's Pension Scheme	320.28
Employers' Contribution to Superannuation fund	90.10
Total Expenses recognised in the Consolidated Statement of Profit and Loss (Refer Note 31)	410.38

2) Defined Benefit Plan:

A) General Description of defined benefit plans

i) Gratuity

The Company operates a gratuity plan wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service depending on the date of joining. The same is payable on termination of service, retirement or death, whichever is earlier. The benefit vests after five years of continuous service in accordance with Payment of Gratuity Act, 1972. The Company has a defined benefit gratuity plan in India (funded).



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

A. The net liability of Gratuity Plan is as follows:

Amounts recognised as a liability (Gratuity)

Particulars	₹ Lakhs
	As at March 31, 2022
Present value of funded obligations	869.95
Fair value of plan assets	(864.18)
Deficit of funded plans	5.77
Total deficit of defined benefit obligations	5.77
Impact of minimum funding requirement	-
Liability in the Consolidated balance sheet	5.77

The weighted average duration of the defined benefit obligation is 8 years.

B. Movement of Defined Benefit Obligation

	₹ Lakhs		
	Present value of obligations	Fair value of plan assets	Total
Balance as at April 01, 2021	871.19	(836.24)	34.95
Current service cost	87.42	-	87.42
Past service cost	-	-	-
Interest expense/(income)	59.41	(57.03)	2.38
Total amount recognised in profit/loss	146.83	(57.03)	89.80
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/ (income)	-	6.04	6.04
(Gain)/loss from change in demographic assumptions	(0.56)	-	(0.56)
(Gain)/loss from change in financial assumptions	4.84	-	4.84
Experience (gains)/losses	(54.30)	-	(54.30)
Total amount recognised in other comprehensive income Contributions	(50.02)	6.04	(43.98)
Employers	-	(75.00)	(75.00)
Plan participants	-	-	-
Benefit payments	(98.05)	98.05	-
Balance as at March 31, 2022	869.95	(864.18)	5.77

C. Amounts recognised in the statement of other comprehensive income

Particulars	₹ Lakhs
	As at March 31, 2022
Remeasurements for:	
Gratuity	(43.98)
Total	(43.98)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

D. Major Categories of Gratuity plan assets are as follows

	₹ Lakhs
	As at March 31, 2022
Composition of plan assets	
Insurer Managed	864.18
	864.18
Percentage of Plan assets	100%

The entire amount of defined benefits obligations and plan assets are held in India.

E. Significant Actuarial Assumptions

	As at March 31, 2022
Discount Rate (%)	7.25%
Salary Growth Rate (%)	4.50%
Attrition Rate (%)	3.00%
Mortality rate during employment	Indian assured lives Mortality (2012-14)

F. Sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is as follows::

	₹ Lakhs
	Impact on defined benefit obligation - Increase / (Decrease)
Assumptions	As at March 31, 2022
(i) Discount Rate	
a) Increase by 1%	(54.84)
b) Decrease by 1%	61.96
(ii) Salary Growth Rate	
a) Increase by 1%	63.06
b) Decrease by 1%	(56.71)
(iii) Employee Turnover/Attrition Rate	
a) Increase by 1%	10.31
b) Decrease by 1%	(11.53)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

G. Risk Exposure

Through its defined benefit plans, the company is exposed to number of risks, the most significant of which is asset volatility. The plan liabilities are calculated using a discount rate set with reference to bond yields: if plan assets



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

underperform this yield, this will create a deficit. The plan assets are invested by the company in Insurer managed funds. The Company intends to maintain these investments in the continuing years.

H. Defined benefit liability and employers contributions

	₹ Lakhs
	Year ended March 31, 2022
Expected contributions to post employment benefit plans for the next year	91.74

I. The expected maturity analysis of undiscounted gratuity benefits is as follows

	₹ Lakhs
	Expected maturity of undiscounted gratuity benefits
Particulars	As at March 31, 2022
Year-1	61.31
Year-2	58.69
Year-3	122.24
Year-4	82.87
Year-5	69.92
Years-6 to 10	477.86
Years 11 and above	717.69

3) Compensated absences

The Company has a policy on compensated absences which is applicable to its executives joined upto a specified period and all workers. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the Balance Sheet date. The leave obligations cover the Company's liability for earned leave which are classified as other long-term benefits.

	₹ Lakhs
	As at March 31, 2022
Leave obligations not expected to be settled within the next 12 months	425.43

Note 41 -Share based payments

The Company offers equity based award plan to its employees, officers through Company's stock option plan. In respect of those options granted under the Gulf Oil Lubricants India Limited - Employees Stock Option Scheme - 2015, in accordance with the guidelines issued by Securites and Exchange Board of India [(Share Based Employees Benefits) Regulations, 2014], the fair value of options is accounted as deferred employee compensation, which is amortized on a straight - line basis over the vesting period.

The fair values were calculated using Black Scholes Model as permitted by the SEBI Guidelines and also Ind AS 102 issued by the Institute of Chartered Accountants of India in respect of stock options granted. The inputs to the model include the share price on date of grant, exercise price, expected option life, expected volatility, expected dividends, expected terms and the risk free rate of interest.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

The assumptions used in the calculations of the charge in respect of ESOP granted are set out below:

Particulars	Tranche-1	Tranche-2	Tranche-3	Tranche-4	Tranche-5	Tranche-6
Range of risk-free interest rate	7.69% to 7.76%	7.44% to 7.75%	6.76% to 7.06%	6.90% to 7.00%	5.84% to 6.07%	5.15% to 6.08%
Range of expected term (years)	3.58 -6.58 Years	3.50 -6.50 Years	3.50 -6.50 Years	3.50 -4.50 Years	3.50 -4.50 Years	3.50 -6.50 Years
Volatility	40.62%	40.03%	35.73%	29.80 to 32.70%	29.26 to 29.57%	31.76 to 32.54%
Expected dividend yield	₹ 2 per share	₹ 6.50 per share	₹ 7.50 per share	₹ 11.00 per share	₹ 11.5 per share	₹ 16 per share
Estimated fair value per option granted - service	293.84	284.15	417.82	523.90	467.60	195.21

Particulars	Tranche-1	Tranche-2	Tranche-3	Tranche-4	Tranche-5	Tranche-6
ESOP scheme approved by the shareholders through postal ballot	May 13, 2015	May 13, 2015	May 13, 2015	May 13, 2015	May 13, 2015	May 13, 2015
Grant date	May 25, 2015	February 09, 2016	May 13, 2017	May 15, 2019	November 02, 2020	December 09, 2021
Number of options granted	606,990	112,225	101,913	214,629	6,960	866,811
Method of Settlement	Equity	Equity	Equity	Equity	Equity	Equity
Vesting Period	10% after 1 year, 15% after 2 years, 15% after 3 years and balance 60% at the end of 4 years from grant date			50% after 1 year and balance 50% at the end of 2 year from grant date	50% after 1 year and balance 50% at the end of 2 year from grant date	10% after 1 year, 15% after 2 years, 15% after 3 years and balance 60% at the end of 4 years from grant date
Exercise Period	Upto 5 Years from the date of vesting					

Fair value of options granted

The fair value at grant date of options granted during the year ended 31 March 2022 was ₹ 195.21 per option. The fair value at grant date is independently determined using the Black-Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share and the risk-free interest rate for the term of the option.

The model inputs for options granted during the year ended 31 March 2022 included:

- exercise price: ₹ 349.93
- grant date: 09 December 2021
- expiry date: 08 December 2030
- share price at grant date: ₹ 493
- expected price volatility of the company's shares: 32.19%



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for the year ended March 31, 2022

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Particulars	Tranche 1		Tranche 2		Tranche 3		Tranche 4		Tranche 5		Tranche 6	
	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)
Outstanding as of April 01, 2021	23,857	336	-	355	77,014	544	110,722	336	6,960	355	-	-
Granted during the year	-	-	-	-	-	-	-	-	-	-	866,811	350
Exercised during the year	792	336	-	-	2,752	544	110,722	336	3,480	355	-	-
Forfeited during the year	-	-	-	-	-	-	-	-	-	-	-	-
Expired during the year	-	-	-	-	-	-	-	-	-	-	-	-
Outstanding as of March 31, 2022	23,065	336	-	-	74,262	544	-	-	2,480	355	866,811	350

Particulars	Tranche 1		Tranche 2		Tranche 3		Tranche 4		Tranche 5		Tranche 6	
	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)	Shares	Weighted Average exercise price (in ₹)
Weighted average remaining contractual life of options outstanding at the end of period (in years)	-	2.16	-	-	-	-	3.94	-	4.86	-	7.95	
Weighted average share price at the date of exercise of options exercised during the year	-	613.49	-	-	652.74	647.78	639.60	-	-	-	-	

Expense arising from share - based payment transactions

Particulars	As at	
	March 31, 2022	
Employee option plan	383.15	₹ Lakhs
Total employee share - based payment expense (Refer Note 31)	383.15	₹ Lakhs

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 42 -Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts & option Contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purpose and not as trading or speculative instruments. This note explains the sources of risk which the company is exposed to and how the company manages the risk.

Risk	Exposure arising from	Management	Note reference no
Market Risk-Foreign Currency risk	Recognized financial assets and liabilities not denominated in Rupee	Forward & Option foreign exchange contracts.	A1
Market Risk-Interest rate risk	Short term borrowings at variable rates	Monitoring of interest rate	A2
Market Risk-Commodity Price risk	Fluctuation in base oil prices in line with commodity cycles	Operating procedures and sourcing policies	A3
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortized cost	Credit limits and letters of credit	B
Liquidity risk	Borrowings and other liabilities	Availability of committed credit lines and borrowing facilities.	C

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company. The primary market risk to the Company is foreign exchange risk.

A Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise of three types of risk: foreign currency risk, interest risk, and commodity price risk. The sensitivity analysis in the following sections relate to the position as at March 31, 2022

A1 Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (primarily material costs are denominated in a foreign currency). The Company manages its foreign currency risk by hedging certain material costs that are expected to occur within a range of 2 to 4 months period for hedged purchases of base oil and additives. At March 31, 2022 the Company hedges approximately ~ 70-75% of its expected foreign currency purchases for 2 to 4 months. This foreign currency risk is hedged by using a combination of foreign currency options and forward contracts. Details are as given below:

	₹ Lakhs
	As at March 31, 2022
Hedged foreign currency exposure	
No of buy contracts relating to firm commitments for Raw Material	24
Foreign Currency-USD (in lakhs)	347.10
Rupee (in lakhs)	26,306.83



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for the year ended March 31, 2022

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹ equivalent of USD is as follows:

Particulars	₹ Lakhs	
	USD	Total
As at March 31, 2022		
Financial assets		
Trade receivables	2,926.83	2,926.83
Total financial assets	2,926.83	2,926.83
Financial liabilities		
Trade & other payables	4,477.36	4,477.36
Borrowings	35,699.83	35,699.83
Other financial liabilities	48.82	48.82
Total non - derivative liabilities	40,226.01	40,226.01
Derivatives		
Foreign Exchange Forward and Option Contracts	26,306.83	26,306.83
Total derivative liabilities	26,306.83	26,306.83

Sensitivity analysis

The Company is mainly exposed to changes in USD . The sensitivity analysis demonstrate possible change in USD exchange rates with all other variables held constant. 5% appreciation/depreciation of USD with respect to functional currency of the company will have impact of the following (decrease)/increase in profit before tax.

Particulars	₹ Lakhs	
	Impact on profit before tax	
	As at March 31, 2022	
USD Sensitivity		
₹/USD- Appreciation by 5%		(549.62)
₹/USD- Depreciation by 5%		549.62

A2 Interest rate risk

The Company had borrowed funds at floating interest rates. The Company's interest rate risk arises from short term borrowings with variable rates The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	₹ Lakhs	
	As at March 31, 2022	
Variable rate borrowings		35,699.83
Total borrowings		35,699.83

Sensitivity analysis

Profit and loss is sensitive to higher/lower interest expenses from borrowings as a results of changes in interest rates.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Interest rate sensitivity

Particulars	₹ Lakhs
	Impact on profit before tax
	Year ended March 31, 2022
50 basis points increase in interest rates*	(178.50)
50 basis points decrease in interest rates*	178.50

* Holding all other variables constant

A3 Commodity Price Risk

The Company's exposure to market risk with respect to commodity prices primarily arises from the fact that the company is a purchaser of base oil. This is a commodity product whose prices can fluctuate sharply over short periods of time. The prices of base oil generally fluctuate in line with commodity cycles. Material purchase forms the largest portion of the company's operating expenses. The Company evaluates and manages commodity price risk exposure through operating procedures and sourcing policies. The Company has not entered into any commodity derivative contracts.

Sensitivity: 0.1% increase in commodity rates would have led to approximately an decrease in profit by ₹ 76.42 lakhs. 0.1% decrease in commodity rate would have led to an equal but opposite effect.

B Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations thus leading to a financial loss.

Trade Receivables

The Company's customer mainly consists of its distributors and Original Equipment Manufacturers (OEMs). The Company has a credit policy, approved by the Management that is designed to ensure that consistent processes are in place to measure and control credit risk. The Company has trade relationships only with reputed third parties. The receivable balances are constantly monitored, resulting in an insignificant exposure of the Company to the risk of non-collectible receivables. Credit risk is managed through credit approvals, establishing credit limits, obtaining collaterals from the customers in the form of deposits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The maximum credit exposure associated with financial assets is equal to the carrying amount.

Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large and diverse. All trade receivables are reviewed and assessed for default on a quarterly basis. Company's historical experience of collecting receivables, supported by the level of default, is that credit risk is low. Accordingly, the provision for expected credit loss on trade receivables is not material.

Reconciliation of provisions for doubtful debts has been provided as under

Particulars	Amount in ₹ Lakhs
Provision for Doubtful debts on April 01, 2021	668.07
Net Charge during the year 2021-22	156.42
Provision for Doubtful debts on March 31, 2022	824.49

Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks, investments in mutual funds. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Company's Treasury department. The Company's maximum exposure to credit risk as at March 31, 2022 is the carrying value of each class of financial assets as disclosed in the financial statements.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

C Liquidity Risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company has net positive cash surplus after adjusting its short term bank borrowings. Thus company believes that the working capital is sufficient to meet its current requirements and accordingly, there is no liquidity risk perceived.

Management monitors rolling forecasts of the liquidity position on the basis of expected cash flow. The company has access to the following undrawn borrowing facilities at the end of reporting period.

Particulars	₹ Lakhs
	As at March 31, 2022
Undrawn Fund Based Working Capital Limits **	9,200
Undrawn Non Fund Based Working Capital Limits **	6,423

** fund based limits are interchangeable with non fund based limits

The table below provides details regarding the contractual maturities of significant financial liabilities as on reporting date.

Particulars	₹ Lakhs		
	Less than 1 year	Above 1 year	Total
As at March 31, 2022			
Borrowings	35,699.83	-	35,699.83
Trade and other payables	27,074.02	-	27,074.02
Other financial liabilities	3,131.70	2,089.11	5,220.81
Total	65,905.55	2,089.11	67,994.66

Note 43 -Fair Value Measurement

The carrying value and fair value of financial instruments by categories as on March 31, 2022 are as follows

Financial Assets	₹ Lakhs		
	As at March 31, 2022		
	FVPL	FVOCI	Amortised Cost
Investments	-	2,136.64	1,448.31
Loans	-	-	126.06
Trade Receivables	-	-	29,593.23
Cash and cash equivalents	-	-	54,873.06
Other bank balances	-	-	2,565.45
Other financial assets			
Security deposits	-	-	701.67
Margin Money deposit	-	-	1.15
Derivative assets	213.15	-	-
Total Financial assets	213.15	2,136.64	89,308.93
Financial Liabilities			
Borrowings	-	-	35,699.83
Trade Payables	-	-	27,074.02
Capital Creditors	-	-	68.09
Other financial liabilities			
Lease liabilities	-	-	3,258.55
Others	-	-	1,894.17
Total Financial Liabilities	-	-	67,994.66

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 44 -Fair Value Hierarchy

Financial assets measured at fair value as at March 31, 2022

₹ Lakhs

	As at March 31, 2022		
	Level 1	Level 2	Level 3
	Financial Assets		
Investments	-	-	2,136.64
Derivative assets	-	213.15	-
Total Financial assets	-	213.15	2,136.64

Assets and liabilities which are measured at amortised cost for which fair value are disclosed as at March 31, 2022

	As at March 31, 2022		
	Level 1	Level 2	Level 3
	Financial Assets		
Loans	-	-	126.06
Trade Receivables	-	-	29,593.23
Cash and cash equivalents	-	-	54,873.06
Other bank balances	-	-	2,565.45
Other financial assets			
Security deposits	-	-	701.67
Margin Money deposit	-	-	1.15
Total Financial assets	-	-	87,860.62
Financial Liabilities			
Borrowings	-	-	35,699.83
Trade Payables	-	-	27,074.02
Capital Creditors	-	-	68.09
Other financial liabilities			
Lease liabilities	-	-	3,258.55
Others	-	-	1,894.17
Total Financial Liabilities	-	-	67,994.66

Level 1

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair values of all equity instruments (including mutual funds) which are traded in the stock exchanges are valued using the closing price as at the reporting period.

Level 2

The fair values of financial instruments that are not traded in an active market (mainly derivative forward contracts) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3

If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset in level 3.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

i) Valuation technique used to determine fair value

Specific valuation technique used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value if the remaining financial instruments is determined using discounted cash flow analysis.

ii) Fair value measurements using significant unobservable inputs (Level 3)

The Following table presents the changes in level 3 items as on March 31, 2022

	₹ Lakhs
	Unlisted equity securities
As at April 01, 2021	2,026.57
Addition during the year	-
Gains/(Losses) recognized in the other comprehensive income	110.07
As at March 31, 2022	2,136.64

The fair value of above financial assets and liabilities are not materially different from their carrying value

Note 45-Capital Management

A Risk Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders.

The Company monitors capital using a gearing ratio and is measured by net debt divided by total capital. The Company's net debt includes short term borrowings less cash and cash equivalents. The Company did not have any long term borrowings at any time during the year.

	₹ Lakhs
Particulars	As at March 31, 2022
Total borrowings	35,699.83
Less: Cash and bank balances	(57,438.51)
Net debt (A)	-
Total equity (B)	104,268.34
Gearing ratio (A/B)	0%

B Dividends

Dividends recognised for the year

	₹ Lakhs
Particulars	As at March 31, 2022
Final dividend	4,538.46

Dividends not recognised at the end of the reporting period

	₹ Lakhs
Particulars	As at March 31, 2022
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of ₹ 5 /- per fully paid equity share. This proposed dividend is subject to the approval of shareholder in the ensuing annual general meeting.	2,521.36

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 46 -Related party disclosures

(A) Name of the related parties and nature of relationship:

(i) Where control exists:	
Ultimate Holding Company	Amas Holdings SPF (Holding Company of Gulf Oil International Limited)
Holding Company	Gulf Oil International (Mauritius) Inc. Gulf Oil Middle East Limited (Cayman) [Holding Company of Gulf Oil International (Mauritius) Inc.] Gulf Oil International Limited (Cayman) [Holding Company of Gulf Oil Middle East Limited (Cayman)]
(ii) Other related parties with whom transactions have taken place during the year:	
Fellow subsidiaries:	Ashok Leyland Limited D.A.Stuart India Private Limited GOCL Corporation Limited Gulf Ashley Motor Limited Gulf Oil Argentina SA Gulf Oil Bangladesh Limited Gulf Oil International UK Limited Gulf Oil Marine Limited Gulf Oil Philippines Inc. Gulf Oil Supply Company Limited Hinduja Tech Limited IDL Explosives Limited PT. Gulf Oil Lubricants Indonesia
Associate:	Techperspect Software Private Limited (wef March 10, 2022)
(iii) Non- Executive Director	Mr. Sanjay G Hinduja Mr. Shom A Hinduja
(iv) Non-Executive Independent Director	Mr. Arvind Uppal Mr. Manju Agarwal Mr. Munesh Khanna
(v) Key Managerial personnel	Mr. Ravi Chawla - Managing Director and CEO
(vi) Post employment benefit funds	Gulf Oil Lubricants India Limited Employees Group Gratuity Cum Life Assurance Scheme Gulf Oil Lubricants India Limited Employees Group Superannuation Scheme



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(B) Disclosure in respect of transactions which are more than 10% of the transactions of the same type with related parties and outstanding balances

		₹ Lakhs
Nature of transaction	Name of the Party	Year ended March 31, 2022
Sales of Goods & Other Income	Ashok Leyland Limited	6,525.12
	Gulf Oil Bangladesh Limited	3,480.18
	Gulf Oil Marine Limited	1,428.57
	Gulf Oil Philippines Inc.	228.40
	Gulf Ashley Motor Limited	459.02
	Gulf Oil International Limited (Cayman)	274.03
	Others	333.30
	Total Sales of Goods & Other Income	12,728.62
Purchase of Investment in Equity Shares	Techperspect Software Private Limited	1,450.27
		Total Purchase of Investment in Equity Shares
Dividend on Equity Shares	Gulf Oil International (Mauritius) Inc.	3,259.73
	Total Dividend	3,259.73
Royalty	Gulf Oil International (Mauritius) Inc.	2,555.00
	Total Royalty	2,555.00
Recovery of Expenses	Gulf Oil International Limited (Cayman)	1,197.82
	Gulf Oil International UK Limited	446.42
	Gulf Oil Middle East Limited	54.25
	Others	2.54
	Total Recovery of Expenses	1,701.03
Reimbursement of Expenses	Gulf Oil Middle East Limited	24.01
	Others	1.55
		Total Reimbursement of Expenses
Contribution to Gratuity Fund	Gulf Oil Lubricants India Limited Employees Group Gratuity Cum Life Assurance Scheme	75.00
Contribution to Superannuation Fund	Gulf Oil Lubricants India Limited Employees Group Superannuation Scheme	90.10

Key management personnel compensation

		₹ Lakhs
Particulars		Year ended March 31, 2022
Short - term employee benefits		604.33
Post employment benefits *		22.28
Employee share-based payment		70.08
Total Compensation		696.69

* The above amount does not include gratuity and leave valuations as those are determined based on actuarial valuations.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Payments to Non- Executive directors

₹ Lakhs

Particulars	Year ended March 31, 2022
Sitting fees	45.50
Commission	210.00

₹ Lakhs

Outstanding Balances	Name of the Party	As at March 31, 2022
Trade Receivable	Ashok Leyland Limited	1,778.03
	Gulf Oil International Limited (Cayman)	349.47
	Gulf Oil Marine Limited	477.57
	Gulf Oil International UK Limited	446.42
	Gulf Oil Bangladesh Limited	613.56
	Others	260.44
	Trade Receivable	3,925.49
Trade Payable	Gulf Oil International (Mauritius) Inc.	628.01
	Gulf Oil Middle East Limited (Cayman)	7.92
	Trade Payable	635.93
Loan to Director	Ravi Chawla	102.50

Note 47 - Current Tax and Deferred Tax

a. Movement of Deferred Tax Liabilities

₹ Lakhs

Particulars	Property, Plant and Equipment	Fair Value of equity instrument	Right of use Assets	Other temporary differences	Total
As at April 01, 2021	1,633.83	20.41	277.61	13.10	1,944.95
Charged/(credited)					
to profit or loss	(99.83)	-	493.35	2.66	396.18
to other comprehensive income	-	45.68	-	-	45.68
As at March 31, 2022	1,534.00	66.09	770.96	15.76	2,386.81

b. Movement in Deferred Tax Assets

₹ Lakhs

Particulars	Allowance for doubtful debts	Defined benefit obligations	Lease Liabilities	Total
As at April 01, 2021	168.13	122.46	338.02	628.61
Credited /(Charged)				
to profit or loss	39.38	3.74	482.09	525.21
to other comprehensive income	-	(11.07)	-	(11.07)
As at March 31, 2022	207.51	115.13	820.11	1,142.75



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

c. The major components of income tax expense for the year ended March 31, 2022

Particulars	₹ Lakhs
	Year ended March 31, 2022
Current tax	
Current tax	7,455.20
Total Current Tax	7,455.20
Deferred Tax	
(Increase) in deferred tax assets	(525.21)
Increase in deferred tax liabilities	396.18
Total deferred tax expense/(benefits)	(129.03)
Total tax expense	7,326.17

d. Reconciliation of tax expense

Particulars	₹ Lakhs
	Year ended March 31, 2022
Profit before income tax expense	28,433.77
Tax at the Indian tax rate 25.168 %	7,156.21
Tax effect of amounts which are not deductible (taxable) in calculating taxable income (Permanent differences)	169.96
Income Tax Expense	7,326.17

e. Amount recognized directly in equity - Nil

Note 48

A. Reconciliation of revenue recognised with contract price.

Particulars	₹ Lakhs
	Year ended March 31, 2022
Contract price (Net of discounts and rebates)	218,478.45
Revenue from contract with customers	218,478.45

The company has not entered into any fixed price long term contract and thus the company does not have any unsatisfied performance obligation as at the year end.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

B. Disaggregation of revenue from contracts with customers

For the year ended March 31, 2022

Particulars	₹ Lakhs		
	India	Outside India	Total
Revenue from contract with customers			
Sale of goods	205,490.07	12,771.10	218,261.17
Sale of services	-	217.28	217.28
Total revenue from contract with customers	205,490.07	12,988.38	218,478.45
Timing of revenue recognition			
At a point in time	205,490.07	12,988.38	218,478.45
Over time	-	-	-

C. Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

Particulars	₹ Lakhs
	Year ended March 31, 2022
Revenue recognised that was included in the contract liability balance at the beginning of the period	
Advance from customer	975.07

Note 49

Disclosure as required under section 186(4) of the Companies Act, 2013:

The Company has granted loans to certain parties during the year amounting to ₹ 51,800 lakhs and has received repayment of those loans given during the year amounting to ₹ 51,800 lakhs. The outstanding balance of such loans given as at March 31, 2022 is Nil.

The above loans were granted for working capital/ general business purposes. For Investments made by the Company, refer note 4 and 52 of the Consolidated Financial Statements.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 50: Analytical Ratios

Sl No.	Particulars	Numerator	Denominator	₹ Lakhs	As at March 31, 2022
a)	Current Ratio	Current Assets	Current Liabilities	144,719.42 71,118.98	2.03
b)	Debt-Equity Ratio	Total Debts	Shareholder's Equity	35,699.83 1,04,268.34	0.34
c)	Debt Service Coverage Ratio	Profit after tax + depreciation & amortization expenses & finance costs	Interest and principal of lease payments	25,639.42 1,233.17	20.79
d)	Return on Equity Ratio	Net Profit after tax	Average Shareholder's Equity	21,105.64 95,603.00	22.08%
e)	Inventory turnover ratio	Cost of goods sold	Average Inventory	131,174.37 42,640.64	3.08
f)	Trade Receivables turnover ratio	Revenue from operations	Avg. Accounts Receivable	219,163.88 24,244.37	9.04
g)	Trade payables turnover ratio	Total Purchases	Average Trade Payables	141,152.97 28,027.48	5.04
h)	Net capital turnover ratio	Revenue from operations	Working Capital	219,163.88 73,600.44	2.98
i)	Net profit ratio	Net Profit after tax	Revenue from operations	21,105.64 219,163.88	9.63%
j)	Return on Capital employed	Earning before interest and taxes	Capital Employed Capital Employed = Tangible Net Worth + Total Debt & Deferred tax liability	29,395.63 140,903.90	20.86%
k)	Return on investment	Earning before interest and taxes	Average total assets	29,395.63 161,896.59	18.16%

Note 51: Additional regulatory information required by Schedule III

(i) Details of benami property held

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowing secured against current assets

The company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the company with banks and financial institutions are in agreement with the books of accounts.

(iii) Wilful defaulter

None of the entities in the company have been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

The company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) Compliance with number of layers of companies

The company has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) Compliance with approved scheme(s) of arrangements

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of borrowed funds and share premium

The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(viii) Company has not granted loans/advances in the nature of loan to promoters, directors, key management personnel and related parties which are repayable on demand or without specifying any terms or period of repayment.

(ix) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(x) Details of crypto currency or virtual currency

The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(xi) Valuation of PP&E, intangible asset and investment property

The company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year

Note 52: Investment accounted for using the equity method

Unquoted

Investment in equity instrument of Associate (fully paid up)

₹ Lakhs

Particulars	As at March 31, 2022
3,699 equity shares of ₹.10 each held in Techperspect Software Private Limited (includes goodwill of ₹ 1,068.77 lakhs)	1,448.31
Total investments accounted for using the equity method	1,448.31

The Company has acquired 3,699 equity shares representing 26% of Equity Share Capital of TechPerspect Software Private Limited (TSPL) for a consideration of ₹ 1,450.27 lakhs on March 10, 2022.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Interest in Associate

The following associate have been considered in the preparation of Consolidated Financial Statements of the company in accordance

with Indian Accounting Standard (Ind AS) 28 "Investments in Associates and Joint Ventures":

				₹ Lakhs
Name of Associate	Place of Business	% of ownership Interest	Accounting Method	Carrying Amount March 31, 2022
Techperspect Software Private Limited	India	26%	Equity Method	1,448.31
Total equity accounted investments				1,448.31

Techperspect Software Private Limited is engaged in implementation of softwares and IoT based eMobility Solutions Electric Vehicle (EV) segment.

Commitments and contingent liabilities in respect of associates

There are no Commitments and contingent liabilities in respect of associates as at March 31, 2022.

Summarised financial information for associate:

The tables below provide summarised financial information for the associate. The information disclosed reflects the amounts presented in the financial statements of the relevant associate.

Summarised Balance Sheet	₹ Lakhs
Current assets	1,533.21
Current liabilities	67.64
Non- Current assets	5.67
Non- Current liabilities	11.45
Net Assets	1,459.79

Reconciliation to carrying amount

Particulars	₹ Lakhs
Assets on the date of acquisition	17.06
Amount of investment made during the year	1,450.27
Loss during the period (Post Acquisition)	(7.54)
OCI share during the year	-
Dividend received during the year	-
Closing net assets as at March 31, 2022	1,459.79
Company share in %	26%
Company share in ₹	379.54
Goodwill	1,068.77
Carrying amount of Investment accounted for using the equity method	1,448.31

Summarised statement of profit and loss for the period from March 10, 2022 to March 31, 2022

Particulars	₹ Lakhs
Revenue	14.96
Loss for the period	(7.54)
Other comprehensive income (Loss)	-
Total comprehensive income	(7.54)



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Share of loss from associate

Particulars	₹ Lakhs
Share of loss from associate	(1.96)
Total Share of loss from associate	(1.96)

Additional information required by Schedule III in respect of Associate

Name of entity in the holding company	Net Assets		Share in Profit or Loss		Share in Other comprehensive income		Share in total comprehensive income	
	As a % of Consolidated Net Assets	Amount	As a % of Consolidated Profit or (Loss)	Amount	As a % of Consolidated other comprehensive income	Amount	As a % of Consolidated total comprehensive income	Amount
Parent								
Gulf Oil Lubricants India Limited	100%	104,270.30	100%	21,107.60	100%	97.30	100%	21,204.90
March 31, 2022								
Associates (Investment as per equity method)								
Techperspect Software Private Limited								
March 31, 2022	0.36%	379.54	-0.01%	(1.96)	-	-	(0.00)	(1.96)
Consolidated Adjustment		(381.50)						
Total		104,268.34		21,105.64		97.30		21,202.94

Note 53 Details of dues to micro enterprises and small enterprises as defined under The Micro, Small and Medium Enterprises Development (MSMED) Act 2006

Particulars	₹ Lakhs
	As at March 31, 2022
a. The principal amount and the interest due thereon remaining unpaid to any supplier as	
Principal amount due to micro and small enterprises	813.93
Interest due on above	-
b. The amount of interest paid by the buyer in terms of section 16 of the Micro and Small Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-
c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro and Small Enterprise Development Act, 2006.	-
d. The amount of interest accrued and remaining unpaid at the end of each accounting year.	-
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of Micro and Small Enterprises Development Act, 2006.	-

Note 54 Expenditure towards Corporate Social Responsibility

Gross amount required to be spent by the Company during the year ended March 31, 2022 under section 135 of the Companies Act, 2013 is ₹ 539.49 Lakhs against which Company has actually spent ₹ 539.49 Lakhs during the year for purposes other than the construction/acquisition of any asset.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Note 55

The Indian Parliament has approved the Code on Social Security, 2020 ('the Social Security Code') which, inter alia, deals with employee benefits during the employment and post employment. The code has been published in the Gazette of India. The effective date of the Code is yet to be notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period in which the Code becomes effective.

Note 56

The Board of Directors in its meeting held on February 09, 2022, has approved the proposal to buy-back upto 14,16,667 fully paid up equity shares of the face value of ₹ 2/- at a price of ₹ 600/- per fully paid up Equity Share payable in cash ("Buyback Price") for a maximum amount not exceeding ₹ 8,500 lakhs. This amount represents 9.8% of the paid-up equity share capital and free reserves as per audited financial statements of the Company for the financial year ended March 31, 2021. The buy-back process was completed subsequent to the year end on April 25, 2022 and 14,16,667 shares have been extinguished.

Note 57

The Company has acquired 3,699 equity shares representing 26% of Equity Share Capital of TechPerspect Software Private Limited (TSPL) for a consideration of ₹ 1,450.27 lakhs during the year. TSPL is a SaaS company (engaged in implementation of softwares and IoT based eMobility Solutions Electric Vehicle (EV) segment. The above investment is accounted by the Company as associate using the equity method in the consolidated financial statement for the year ended March 31, 2022. The company is required to prepare consolidated financial statement for the first time for the year ended March 31, 2022. Accordingly, the corresponding figures for the year ended March 31, 2021 is not required to be furnished in the consolidated financial statements.

In terms of our report attached

For **Price Waterhouse LLP**

Chartered Accountants

Firm Registration Number: 301112E/E300264

Arunkumar Ramdas

Partner

Membership No. 112433

Place: Mumbai

Date: May 21, 2022

For and on behalf of Board of Directors

Manish K Gangwal

Chief Financial Officer

Ravi Chawla

Managing Director & CEO

DIN: 02808474

S.G. Hinduja

Chairman

DIN: 00291692

Shweta Gupta

Company Secretary

GULF OIL LUBRICANTS INDIA LIMITED

Corporate Identification No. (CIN) - L23203MH2008PLC267060

Regd. Office: IN Centre 49/50, 12th Road, M.I.D.C., Andheri - East, Mumbai 400 093

Tel.: +91-22- 6648 7777

E-mail: secretarial@gulfoil.co.in **Website:** www.gulfoilindia.com

NOTICE OF THE 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of the members of Gulf Oil Lubricants India Limited ("the Company") (CIN: L23203MH2008PLC267060) will be held on Friday, September 16th, 2022 at 2.30 P.M. (IST) through Video Conferencing / Other Audio-Visual Means ("VC" / "OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31st, 2022, together with the Reports of the Board of Directors and the Auditors thereon;

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31st, 2022 and the reports of the Board of Directors and the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2022, together with the Report of the Auditors thereon.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2022 and the report of the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

2. To declare dividend on equity shares for the financial year ended March 31st, 2022.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT a dividend at the rate of ₹ 5/- (Rupees Five only) per equity share i.e. 250% of face value of ₹ 2/- (Rupees Two only) each, be and is hereby declared for the financial year ended March 31st, 2022, and the same be paid, out of the profits of the Company for the financial year ended March 31st, 2022."

3. To consider and re-appoint Mr. Shom Ashok Hinduja (DIN: 07128441) who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shom Ashok Hinduja (DIN: 07128441), who retires by rotation at the 14th Annual General Meeting, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. To ratify the remuneration payable to M/s Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No. 000030), the Cost Auditors of the Company for the financial year 2022-23:

To consider and if thought fit, to pass, 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 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Members of the Company do hereby ratify the remuneration of ₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand only), plus applicable taxes and reimbursement of out of pocket expenses, if any, to M/s Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No. 000030), as approved by the Board of Directors of the Company, for conducting audit of the cost records of the Company for the financial year ending March 31st, 2023.

RESOLVED FURTHER 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
For Gulf Oil Lubricants India Limited

Sd/-
Shweta Gupta
Company Secretary & Compliance Officer
Mumbai, August 03rd, 2022

Registered Office:
IN Centre, 49/50,
12th Road M.I.D.C., Andheri (East),
Mumbai 400 093, Maharashtra

NOTES FOR MEMBERS ATTENTION:

1. 14th Annual General Meeting (“AGM” or “14th AGM”) through Video Conferencing / Other Audio Visual Means (“VC/OAVM”).

Pursuant to General Circular No. 14/2020 dated April 08th, 2020, General Circular No. 17/2020 dated April 13th, 2020, General Circular No. 20/2020 dated May 05th, 2020, General Circular No. 02/2021 dated January 13th, 2021, General Circular No. 21/2021 dated December 14th, 2021 and General Circular No. 02/2022 dated May 05th, 2022 issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12th, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15th, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13th, 2022 issued by the Securities and Exchange Board of India (“SEBI Circulars”), the 14th AGM of the Company is being conducted through VC/OAVM without the physical presence of the Members at a venue.

In compliance with the provisions of the Companies Act, 2013 (“Act”) the said MCA Circulars, SEBI Circulars and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the 14th AGM of the Company will be held and convened through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at IN Centre 49/50, 12th Road, MIDC, Andheri East Mumbai – 400 093 which shall be the deemed Venue of the AGM.

2. Dispatch of Notice and Annual Report through electronic means:

In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s).

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2021-22 and Notice of the 14th AGM of the Company, he/she may send a request to the Company by writing at secretarial@gulfoil.co.in.

Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to update their e-mail address in prescribed form ISR-1 with M/s. KFin Technologies Limited, Registrar and Share Transfer

Agent of the Company, (“KFIN” or “RTA”) at: einward.ris@kfinotech.com. Members may download the prescribed forms from the Company’s website at <https://www.gulfoilindia.com>. Members holding shares in dematerialised mode are requested to register/ update their e-mail address with the relevant Depository Participants. In case of any queries/ difficulties in registering the e-mail address, Members may write to einward.ris@kfinotech.com.

3. Weblink to access Notice of 14th AGM and Annual Report:

Members may note that the Notice of the 14th AGM along with the Annual Report 2021 -22 is uploaded and available electronically at the following links:

Company’s website	https://www.gulfoilindia.com
Website of stock exchanges where equity shares of the Company are listed	www.bseindia.com and www.nseindia.com
Website of NSDL	www.evoting.nsdl.com

4. Statement under Section 102 of the Act:

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, which sets out details relating to special business to be transacted at the meeting forms part of this notice. Also, relevant details with respect of Directors seeking re-appointment at the 14th AGM, in terms of regulations 36 of the SEBI Listing Regulations and clause 1.2.5 of Secretarial Standards on General Meetings, are set out in Annexure- A, which also forms part of this notice.

The Board of Directors have considered and decided to include the Item No. 4 given above as Special Business in the forthcoming AGM, as it is unavoidable in nature.

5. Route Map:

Since the 14th AGM will be held through VC/OAVM, the Route Map is not relevant and not annexed to this Notice.

6. Quorum:

Members attending the 14th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Proxy:

The 14th AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members

will not be available. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

8. Corporate Representations:

Institutional Shareholders and Corporate Members are encouraged to attend the AGM through their Authorised Representatives and vote thereat.

Pursuant to the provisions of Section 113 of the Act, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a certified copy of the relevant Board Resolution/ Authority letter with details and proof of authorised representative(s) to the Scrutiniser authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Mr. Adusumilli Ravi Shankar, Practicing Company Secretary (M. No: FCS 5335, CP No. 4318) at ravi@rscs.in with a copy marked to NSDL at evoting@nsdl.co.in and the Company at secretarial@gulfoil.co.in, not less than 48 (forty-eight) hours before the commencement of the 14th AGM i.e. before 2:30 p.m. on September 14th, 2022.

9. Documents open for inspection:

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the certificate from the Secretarial Auditors of the Company certifying that the Employee Stock Option Scheme – 2015 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed by the members of the Company will be available for inspection by the members, during the AGM, upon login at NSDL e-voting system at <https://www.evoting.nsdl.com/>. After successful login members will be able to view the documents for inspection by clicking on the link available against the EVEN - 120813 of the Company.

The aforesaid documents along with relevant documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act, will also be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM. The members seeking inspection of the

aforementioned documents can send an email at secretarial@gulfoil.co.in.

10. Speaker Shareholders:

Members holding equity shares of the Company as on cut-off date i.e Friday, September 09th, 2022, who would like to express their views or ask questions/ queries during the AGM with regard to the Financial Statements or any other agenda item to be placed at the AGM, need to register themselves as a Speaker Shareholder by sending a written request from their registered e-mail address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to the Company's investor desk at secretarial@gulfoil.co.in at least 48 hours before the start of the AGM i.e. by September 14th, 2022, 2:30 p.m. (IST). Only those Members who have registered themselves as speakers will be allowed to speak/ express their views or ask questions/queries during the AGM.

11. Dividend on equity shares for the financial year ended March 31st, 2022:

The Dividend of ₹ 5/- (Gross) per equity share (250% of the face value of ₹ 2/- per equity share has been recommended by the Board of Directors for the financial year ended March 31st, 2022, subject to the approval of shareholders at the 14th AGM. Dividend, if approved at this AGM, shall be paid within 30 days from the date of AGM subject to necessary deduction of tax at source, wherever applicable.

Electronic credit of Dividend and request for updation of Bank Mandates:

SEBI has made it mandatory for all companies to use the bank account details furnished by Depositories and maintained by the RTA for payment of Dividend to the Shareholders electronically. The Company is pleased to extend the facility of electronic credit of dividend to respective bank accounts of the Shareholders through Electronic Clearing Services (ECS)/National Electronic Clearing Services (NECS)/ Real Time Gross Settlement (RTGS)/Direct Credit, etc. This will facilitate the remittance of the dividend amounts directly to the Bank Account of the Shareholders electronically, as directed by SEBI.

Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to the company's RTA:

- a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and following details relating to the bank account in which the dividend is to be received:
 - i) Name of Bank and Bank Branch;
 - ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; and
 - iii) 11-digit IFSC Code.
 - iv) 9 digit MICR Code.
- b) Original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) Self-attested copy of the PAN Card; and
- d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

12. Taxation of Dividend:

Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01st, 2020, shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the IT Act. The Shareholders are requested to update their PAN with the Company/ KFIN (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode).

For Resident Shareholders, who have provided valid PAN, tax shall be deducted at source under Section 194 of the IT Act at 10% on the amount of dividend.

Tax shall be deducted at source at 20% wherein—

- a) Shareholders do not have a valid PAN / have not registered their valid PAN details in their account/ with the Company/ KFIN,
- b) Shareholders classified as specified persons under section 206AB

No tax shall be deducted on the dividend payable to a resident individual if-

- (a) The aggregate amount of dividend [interim, final or by any other name called] during Financial Year 2022-23 does not exceed ₹ 5,000 for a resident individual Shareholder having valid PAN and is not a Specified Person under section 206AB; or
- (b) In cases where the individual Shareholder provides valid Form 15G / Form 15H duly filled in all aspects and signed and also meets all the required eligibility conditions, or
- (c) Exemption certificate is issued by the Income-tax Department, if any.

Non-Resident Shareholders have an option to claim and be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the Shareholder, if they are more beneficial to them. It is recommended that Shareholders independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non Resident Shareholder.

To enable the Company to determine the appropriate TDS / withholding tax rate applicability, shareholders are requested to upload the requisite documents with the Registrar and Transfer Agent viz. KFin Technologies Limited at <https://ris.kfintech.com/form15/> not later than September 09th, 2022. No communication on the tax determination / deduction shall be entertained thereafter.

Dates of book closure:

The share transfer books of the Company will be closed from Saturday, September 10th, 2022 to Friday, September 16th, 2022 (both days inclusive) for the

purpose of this AGM and for determining entitlement of members to the dividend for the financial year ended March 31st, 2022, if approved at the AGM.

Dividend on Equity shares as recommended by the Board of Directors of the Company for the year ended March 31st, 2022, if approved at the 14th AGM, will be paid subject to deduction of tax at source ('TDS') and will be payable to those members who hold shares as under:

- (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the end of day on Friday, September 09th, 2022.

- (ii) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, September 09th, 2022.

13. Unpaid and Unclaimed Dividend:

In terms of the applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), dividend(s) which are unpaid and unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government.

The details of dividends declared by the Company in the past years and lying unpaid and unclaimed as of March 31st, 2022, is given hereunder:

Financial year	Date of declaration of Dividend	Amount of Dividend declared per equity share	Amount of dividend lying unpaid and unclaimed with the Company	No. of shares on which dividend is lying unpaid and unclaimed with the Company	Due to Transfer to IEPF
2014-15	September 22 nd , 2015	3.5	17,02,732.50	4,86,495	October 28 th , 2022
2015-16	February 09 th , 2016	3	17,14,854.00	5,71,618	March 16 th , 2023
	September 13 th , 2016	4	20,25,924.00	5,06,481	October 19 th , 2023
2016-17	February 03 rd , 2017	3.5	24,32,094.00	6,94,884	March 11 th , 2024
	September 15 th , 2017	5	25,05,020.00	5,01,004	October 21 st , 2024
2017-18	February 06 th , 2018	4	26,67,608.00	6,66,902	March 14 th , 2025
	September 24 th , 2018	6.5	36,77,823.50	5,65,819	October 30 th , 2025
2018-19	February 13 th , 2019	4.5	23,86,602.00	5,30,356	March 21 st , 2026
	September 17 th , 2019	7	33,98,640.00	4,85,520	October 23 rd , 2026
2019-20	April 09 th , 2020	7	31,00,681.00	5,41,021	May 15 th , 2027
	September 18 th , 2020	7	30,85,727.00	5,38,591	October 24 th , 2027
2020-21	February 05 th , 2021	7	36,50,426.00	5,59,601	March 13 th , 2028
	September 16 th , 2021	9	46,24,271.00	5,36,793	October 22 nd , 2028

The Company has uploaded the Shareholder-wise details of said unpaid and unclaimed amounts lying with the Company as of March 31st, 2022, on the website of the Company at <https://www.gulfoilindia.com/investors/investor-information/unpaid-dividend/>.

Members who have not encashed their dividend(s) so far in respect of the aforesaid period(s), are requested to make their claim to KFin Technologies Limited, the Company's Registrar and Share Transfer Agent well in advance of the above due dates, quoting their Folio No./DP Id and Client Id.

Further, pursuant to the provisions of Section 124 of the Act read with the IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF Authority.

All Shareholders are requested to visit the website of the Company by accessing the above link and verify the payment status of their dividend. In case the dividend is unpaid, a claim may be lodged with KFin Technologies Limited, the RTA of your Company.

During the year under review the following shares on which dividend had remained unpaid/ unclaimed for 7 consecutive years were transferred to IEPF. Details of these shares are available on the Company's website <https://www.gulfoilindia.com/investors/investor-information/unpaid-dividend/>:

Shares held in demat with CDSL	Shares held in demat with NDSL	Physical no. of shares	Total no. of shares transferred to IEPF
1,376	3,328	2,83,636	2,88,340

14. Request to update PAN, Bank Account, KYC and nomination details:

SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3rd, 2021 and SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14th, 2021 read with SEBI/HO/ MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25th, 2022, has mandated all shareholders holding shares in physical form ("physical shareholders") to furnish their PAN, Nomination and KYC details (PAN, Contact Details, Bank Account Details & Specimen Signature) with companies. Further linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT). Physical shareholders are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by submitting the forms as given below:

Particulars	Form No.
PAN	
Postal Address with PIN	
Email Address	Form No. ISR -1
Mobile Number	
Bank Account Details (Name of the Bank, branch, account number and IFS Code)	
Signature	Form No. ISR-2
Registration of Nomination	Form No. SH-13
Cancellation or Variation of Nomination	Form No. SH-14
Declaration to opt out nomination	Form No. ISR-3

The aforesaid forms can be downloaded from the website of the Company and RTA at: <https://www.gulfoilindia.com/investors/contact-for-investors/investor-service-request/>. and <https://ris.kfintech.com/default.aspx>.

Members are also requested to link PAN to Aadhaar Number by March 31st, 2022 or any other date as may be specified by CBDT. Any service request shall be

entertained by RTA only upon registration of the PAN, Bank details and the Nomination. Members holding shares of the Company in physical form are requested to go through and submit the Form ISR-1 at the earliest no later than March 31st, 2023.

Non-updation of KYC, Bank account details, linking of PAN and Aadhaar and Nomination details on or before March 31st, 2023 will result in freezing of the folio of the physical shareholders by the RTA and the same shall be reverted to normal status only upon receipt of all the KYC and Nomination details/ dematerialization of such holdings.

The Physical Shareholders of the frozen folios shall be:

- (i) eligible to lodge any grievance or avail service request from the RTA of the Company only after furnishing the complete documents / details as aforesaid;
- (ii) eligible for any payment including dividend, interest or redemption payment only through electronic mode upon complying with the stated requirements;
- (iii) referred by the RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31st, 2025.

15. Transfer of securities only in demat mode:

Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25th 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition etc. and such requests can be made by submitting Form ISR-4 to KFIN at their address mentioned in this notice. Shareholder holding equity shares in physical form desirous of placing any of the above-mentioned requests can do so by submitting form ISR-4, only after the folio is KYC Compliant.

In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, shareholders are advised to get in touch with any DPs having registration with SEBI to open a Demat account and dematerialise their shares held in physical form at the earliest. Any shareholder who is desirous of dematerializing their securities may write to the Registrar and Share Transfer Agent at einward.ris@kfintech.com.

16. Voting through Electronic Means:

The voting rights of Shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 09th, 2022. Shareholders are

eligible to cast vote electronically only if they are holding shares as on the said date.

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2 as amended from time to time, the Company is pleased to provide its Shareholders facility to exercise their right to vote on all the resolutions proposed to be considered and transacted at the AGM by electronic means provided by NSDL.

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.

REMOTE e-VOTING: IMPORTANT DATES:

Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this notice]	Friday, September 09 th , 2022
Remote e-voting period [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	Tuesday, September 13 th , 2022 at 9.00 a.m. (IST) to Thursday, September 15 th , 2022 till 5.00 p.m. (IST)
URL for remote e-voting	NSDL: https://eservices.nsdl.com/ or https://www.evoting.nsdl.com/ CDSL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com

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 09th, 2022, may obtain the User ID and password by sending email to NSDL at evoting@nsdl.co.in or may call NSDL's toll-free number 1800 1020 990 and 1800 22 44 30.

SEBI Circular on single e-voting facility:

Shareholders are requested to note in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09th, 2020, with an objective to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to

all the demat account holders, by way of a single login credential. (Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.) Individual Shareholders holding shares in demat mode can access e-voting platforms of various agencies collectively on a single e-voting platform with single login credentials:

- Directly through their demat accounts; or
- By directly registering with the Depositories (NSDL/ CDSL); or
- Through the NDSL e-voting Platform.

Brief instruction of the same is given hereunder:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins Tuesday, September 13th, 2022 at 9.00 a.m. (IST) and ends on Thursday, September 15th, 2022 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 09th, 2022, may cast their vote electronically.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

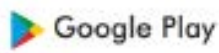
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09th, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for all Other Shareholders.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical "User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select EVEN No.120813 of Gulf Oil Lubricants India Limited during the remote e-Voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ravi@rscs.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms.Pallavi Mhatre, Senior Manager-NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email secretarial@gulfoil.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) secretarial@gulfoil.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09th, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and

have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN No.120813 of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@gulfoil.co.in. The same will be replied by the company suitably.

17. Scrutiniser for e-Voting:

Mr. A. Ravi Shankar (FCS: 5335; CP:4318) Proprietor of M/s A Ravi Shankar & CO. Practising Company

Secretaries, has been appointed as Scrutiniser to scrutinize the voting process through remote e-voting and e-voting during the 14th AGM in a fair and transparent manner.

The Scrutiniser shall, immediately after the conclusion of the voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and provide, within prescribed time of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

The result declared along with the Scrutiniser's Report shall be placed on the Company's website at <https://www.gulfoilindia.com/investors/investor-information/investor-disclosures/> and the website of NSDL at www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Subject to the receipt of requisite number of votes, the resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM i.e., Friday, September 16th, 2022.

18. Transcript of AGM:

The recorded transcript of the AGM shall be made available on the website of the Company at <https://www.gulfoilindia.com/investors/investor-information/investor-disclosures/> and the proceedings will be available on the website of the stock exchanges within the statutory time period.

19. General Guidelines For Members:

Shareholders are requested/advised to:

- i. quote their Registered Folio No. and/or DP Id and Client Id number in all their correspondences;
- ii. exercise due diligence to prevent fraudulent transactions and notify the Company of any change in KYC or demise of any Shareholder as soon as possible;
- iii. avoid leaving their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time;
- iv. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD - 2 ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

In conformity with the provisions of Section 102 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and Annexure-A thereto setting out all material facts relating to the Business mentioned under Item No. 4 in the accompanying Notice, should be taken as forming part of this Notice.

Item No.4:

Ratification of the remuneration to the Cost Auditors for the FY 2022-23.

The provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, mandate audit of the cost accounting records of the Company in respect of certain products of the Company. Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on May 21st, 2022, appointed M/s Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No. 000030), Mumbai, as the Cost Auditors of the Company for the financial year ending March 31st, 2023, at a remuneration of ₹ 3,50,000/- (Rupees Three Lakhs and Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred, if any, in connection with the Cost Audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the said resolution.

The Board recommends passing of the resolution at Item No. 4 of the Notice as an Ordinary Resolution by the Members.

By Order of the Board of Directors
For Gulf Oil Lubricants India Limited

Sd/-

Shweta Gupta
Company Secretary & Compliance Officer
Mumbai, August 03rd, 2022

Registered Office:
IN Centre, 49/50,
12th Road M.I.D.C., Andheri (East),
Mumbai 400 093, Maharashtra

Annexure-A

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2, the details of the Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting are given below:

1.	Name of the Director	Mr. Shom Ashok Hinduja
2.	Director Identification Number (DIN)	07128441
3.	Designation	Non-Executive Director
4.	Date of Birth	29-10-1990
5.	Age	31 years
6.	Date of appointment on the Board	03-08-2016
7.	Nationality	Resident Indian
8.	Qualifications	Mr.Shom Ashok Hinduja holds B.A. in Sustainable Development and an M.S. in Sustainability Management from Columbia University, NY.
9.	Nature of his expertise in specific functional areas	<p>A third generation member of the Hinduja Family, Mr. Shom Ashok Hinduja is the President - Alternative Energy and Sustainability Initiatives, at the Hinduja Group. He has led the group's foray into the alternative energy sector and serves as the Chairman of the group's Renewable Energy business. He also drives and participates in execution of Sustainability initiatives globally across various companies of the Group. Under him, the group is venturing into the next generation transformative spaces like Electric Mobility, Battery Technology, and Cyber Security amongst others.</p> <p>He is a prominent contributor in group's strategy development initiatives, risk framework development and investments in start-ups. He's actively involved in Hinduja foundation's philanthropic work in areas of clean water, solar lighting, healthcare, education.</p>
10.	Relationship with other Directors, Key Managerial Personnel	He is not related to any of the Directors except Mr. Sanjay G. Hinduja who is his first cousin and he is not related to any Key Managerial Personnel of the Company.
11.	Directorships held in other Companies as of March 31 st , 2022	<ol style="list-style-type: none"> 1. Ashok Leyland Limited (listed) 2. Hinduja Renewables Energy Private Limited 3. Cyqurex Systems Private Limited 4. Switch Mobility Limited, UK
12.	Listed Companies from which the Director has resigned in the past three years	Nil
13.	Number of Shares held in the Company	He does not hold any shares of the Company.
14.	Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil
15.	Number of Stock Options	Not Applicable
16.	Terms and Conditions of appointment / re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013

For other details in respect of the number of Board, Meetings attended during the year, Chairmanship(s)/ Membership(s) of Committees of other Companies as of March 31st, 2022, and remuneration, refer to the Report on Corporate Governance.

FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE 14TH AGM FOR REFERENCE

Sr. No	Particulars	Details
1	Date of the AGM. (Participate and vote during the AGM)	Friday, September 16 th , 2022
2.	Link and Instructions for e-voting and attending the AGM through VC/OAVM	For all Shareholders through NSDL https://www.evoting.nSDL.com Portal For Individual Shareholders holding shares in demat mode with NSDL https://eservices.nSDL.com For Individual Shareholders holding shares in demat mode with CDSL https://web.cdslindia.com/myeasi/home/login Detailed instructions for e-voting and attending the AGM is provided in Notes to the Notice. Members can log in for the AGM from 02:15 p.m. (IST) onwards.
3.	Registration as Speaker Shareholder at the AGM	E-mail to secretarial@gulfoil.co.in by September 14 th , 2022, 2:30 p.m. (IST) mentioning DP ID and Client ID / Folio No. and registered mobile number.
4.	EVEN for electronic voting	120813
5.	Helpline number for VC/OAVM participation and e-voting	Call on toll free No. 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager NSDL at evoting@nsdl.co.in (Quote name, DP ID-Client ID/Folio no. and the Company's EVEN in all communications)
6.	Cut-off date to determine the members who shall be entitled to vote and attend the AGM and receive dividend, if declared	Friday, September 09 th , 2022
7.	Time period for remote e-voting	Tuesday, September 13 th , 2022 at 9.00 a.m. (IST) to Thursday, September 15 th , 2022 till 5.00 p.m. (IST)
8.	Update/register e-mail address and contact details to receive AGM Notice, instructions for e-voting and participation in AGM	Members who have not registered their e-mail address are requested to register the same as below: Demat Shareholders: Connect with your respective Depository Participants Physical Shareholders: Submit Form ISR-1 [by e-mail (duly e-signed) at einward.ris@kfintech.com or by post (self-attested & dated) at below address]
9.	Registrar and Transfer Agent - contact details	KFin Technologies Limited Address: Selenium Tower B Plot 31-32 Gachibowli Financial District Nanakramguda - 500032 Hyderabad Telangana. Email: einward.ris@kfintech.com Toll free number: 1800 3094 001 Website: https://www.kfintech.com/ and or https://ris.kfintech.com/
10.	Gulf Oil Lubricants India Limited – contact details	Mrs. Shweta Gupta Company Secretary & Compliance Officer Email: secretarial@gulfoil.co.in

CORPORATE INFORMATION

COMMITTEES OF THE BOARD

Audit Committee

- Manju Agarwal
- Sanjay G. Hinduja
- Munesh Khanna

Nomination and Remuneration Committee

- Arvind Uppal
- Sanjay G. Hinduja
- Munesh Khanna

Stakeholders Relationship Committee

- Arvind Uppal
- Sanjay G. Hinduja
- Ravi Chawla

Corporate Social Responsibility Committee

- Manju Agarwal
- Sanjay G. Hinduja
- Ravi Chawla

Risk Management Committee

- Arvind Uppal
- Shom A. Hinduja
- Ravi Chawla
- Manish Kumar Gangwal

■ Chairman ■ Member

Key Managerial Personnel

Ravi Chawla

Managing Director & CEO

Manish Kumar Gangwal

Chief Financial Officer & President –
Strategic Sourcing, IT & Legal

Shweta Gupta

Company Secretary & Compliance
Officer

Leadership Team

Somesh Sabhani

Vice President - Industrial Sales

Nilesh Garg

Vice President - Channel Sales

Dipnarayan K. Tiwari

Sr. General Manager – Infrastructure,
Mining & Fleet

Anand Sathaye

Sr. General Manager – HR &
Administration

Swaminathan K

Sr. General Manager – Technical
Services

Shiva Raj Mehra

Head – Automotive OEM Business
Operations

Gagan Mathur

Head – Business Development
(Cluster Markets)

Amit Gheji

Head - Marketing

D. Dhanasekaran

Head Chennai Plant Operations

Praveen Rajurkar

Head - Synergy & Allied Business

Ralph Antony Drago

Head - Customer Marketing, E
Commerce & Sales Operations

Ankur Jain

Head Silvassa Plant Operations

Auditors

Price Waterhouse LLP
Chartered Accountants
(Firm Reg. No. 301112E)

M/s Dhananjay V. Joshi & Associates
Cost Accountants
(Cost Auditors)

M/s BS & Company, Company
Secretaries LLP
(Secretarial Auditor)

Registrar and Share Transfer Agent
KFin Technologies Limited

Address: Gachibowli, Selenium Tower B,
Plot 31-32, Financial District, Nanakramguda,
Hyderabad - 500 032.

Toll Free No.: 1800-3094-001

Email: einward.ris@kfintech.com

Bankers

ICICI Bank Limited,
Kotak Mahindra Bank Limited,
Yes Bank Limited,
Standard Chartered Bank,
IDBI Bank Limited,
CITI Bank N.A.,
Axis Bank Limited

Registered Office & Corporate Office

IN Centre, 49/50, 12th Road,
MIDC, Andheri (East), Mumbai - 400093

Website: www.gulfoilindia.com

CIN: L23203MH2008PLC267060



Gulf Oil Lubricants India Limited

Registered and Corporate Office:
IN Centre, 49/50, MIDC, 12th Road,
Andheri (East), Mumbai - 400 093, India.
CIN: L23203MH2008PLC267060

Email: secretarial@gulfoil.co.in
www.gulfoilindia.com