



SYNOPSIS OF SCHEME OF ARRANGEMENT - RECORD DATE – 5TH JUNE 2014

Scheme of Arrangement under Sections 391 to 394 read with Sections 78, 100 to 104 of the Companies Act, 1956 amongst Gulf Oil Corporation Limited ('GOCL / Demerged Company') and Gulf Oil Lubricants India Limited ('GOLIL / Resulting Company') and their respective shareholders and creditors ('Scheme of Arrangement').

The Scheme of Arrangement sanctioned by the Hon'ble High Court of Andhra Pradesh vide its Order dated 16th April 2014, provides for demerger and transfer of the Lubricants Division of GOCL to GOLIL.

As consideration for the demerger, GOLIL will be issuing / allotting to the shareholders of GOCL, 1 equity share of face value of Rs.2 each for every 2 equity shares of face value of Rs.2 each held in GOCL as on the Record Date. Shares of GOLIL so allotted will be listed on BSE and NSE.

Further, pursuant to the Scheme of Arrangement, there shall be a reorganization/reduction of the paid-up equity capital of GOCL, to the effect that the paid-up equity share capital of GOCL shall stand reduced from Rs. 19,82,89,960 divided into 9,91,44,980 equity shares of Rs. 2/- each to Rs 9,91,44,980 divided into 4,95,72,490 equity shares of Rs.2 each by reduction of face value from Rs.2 each to Re.1 each and consolidating every 2(Two) equity shares of Re 1/- each into 1(One) fully paid-up equity share of Rs. 2/- each.

In the event the allotment of equity shares/capital reorganization results in fractional entitlements of equity shares in GOLIL/GOCL, GOLIL and GOCL shall not issue fractional share certificates to such shareholder but shall consolidate such fractions and issue consolidated equity shares to a trustee(s) nominated by the respective Companies in that behalf, who shall sell / dispose such shares and distribute the net sale proceeds (after deduction of the expenses incurred/to be incurred) to the members respectively entitled to the same in proportion to their fractional entitlements. The following illustration explains the above:

Illustration of shareholder holding 100 shares in GOCL	If a shareholder holds 100 shares of face value of Rs. 2 each now, the shareholder will hold 50 shares of Rs. 2 each in GOCL and 50 shares of Rs. 2 each in GOLIL post the capital reduction / reorganization in terms of the Scheme of Arrangement.
Illustration of shareholder holding 25 shares in GOCL	If a shareholder holds 25 shares of face value of Rs. 2 each now, the shareholder will hold 12 shares of Rs. 2 each in GOCL, 12 shares of Rs. 2 each in GOLIL and receive net sale proceeds (after deduction of the expenses incurred/to be incurred) towards ½ share in GOCL and ½ share in GOLIL, after disposal of those fractional shares by the trustee(s).

