



GULF OIL LUBRICANTS INDIA LIMITED

(Formerly known as "Hinduja Infrastructure Limited")

Registered Office: IDL ROAD, KUKATPALLY, SANATHNAGAR (IE)PO, HYDERABAD – 500018

Corporate Office: IN Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai 400093

Email Id: secretarial@gulfoil.co.in **Website:** www.gulfoilindia.com **CIN:** L23203TG2008PLC060190

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s)

NOTICE is hereby given that the following proposed resolutions are being circulated for the approval of the Members of Gulf Oil Lubricants India Limited (the Company) to be accorded by Postal Ballot, in accordance with the provisions of Section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014. The Consent of the Members is being sought for the Resolution(s) proposed as follows:

SPECIAL BUSINESS:

(1) Shifting of Registered Office of the Company from Hyderabad, State of Telangana to Mumbai, State of Maharashtra.

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions if any, of the Companies Act, 2013 (the Act) and Rules made thereunder including any amendment, modification, variation or re-enactment thereof and subject to the approval of the Central Government or any other authority prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the State of Telangana to the State of Maharashtra and that the Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

"II. The Registered Office of the Company will be situated in the State of Maharashtra"

FURTHER RESOLVED THAT upon aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from "IDL Road, Kukatpally, Sanathnagar (IE) PO, Hyderabad – 500018, State of Telangana" to IN Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai -400093 or such other place in the State of Maharashtra as may be determined by the Board of Directors of the Company from time to time;

FURTHER RESOLVED THAT the Board of Directors of the Company or any Committee of the Board or any Director or Key Managerial Person or person authorized by the Board, be and is hereby authorized severally to represent the Company, appoint counsels and advisors, file applications/petitions, issue notice and advertisements, execute all such documents, deeds, undertakings, obtain orders from concern statutory authorities and to take such steps and to do such acts and deeds as may deem necessary and proper to give effect to this Resolution."

(2) Appointment of Mr. Ravi Chawla (DIN: 02808474) as Managing Director.

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time, approval of the Members be and is hereby accorded to the appointment of Mr. Ravi Chawla (DIN:02808474) as the Managing Director of the Company, for a period of 3 (three) years with effect from 6th June, 2014, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice of Postal Ballot dated 5th February, 2015, with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ravi Chawla, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

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

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

(3) Increase in Authorised Capital of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof from time being in force), the authorised share capital of the Company be and is hereby increased to Rs.10,46,27,228 (Rupees Ten crore forty six lac twenty seven thousand two hundred twenty eight only) divided into 5,23,13,614 (Five crore twenty three lac thirteen thousand six hundred fourteen only) equity shares of Rs. 2/- (Rupees two only) each, from existing Rs. 9,96,44,980 (Rupees nine crore ninety six lac forty four thousand nine hundred eighty only) divided into 4,98,22,490 (Four crore ninety eight lac twenty two thousand four hundred ninety only) equity shares of Rs.2 (Rupees two only) each, by way of creation of additional 24,91,124 (Twenty four lac ninety one thousand one hundred twenty four only) equity shares of Rs.2 (Rupees two only) each, aggregating to Rs.49,82,248 (Rupees forty nine lac eighty two thousand two hundred forty eight only).”

(4) Alteration of Capital Clause of the Memorandum of Association:

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by following clause:

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

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Chief Financial Officer, Company Secretary or any other officer(s).”

(5) Alteration of the Capital Clause of the Articles of Association:

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Article 3 of the Articles of Association of the Company be and is hereby amended and substituted by following Article:

3. The authorized share capital of the Company shall be in accordance with Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be from time to time conferred by the Regulations of the Company, and the Company may in its general meeting from time to time increase or reduce its capital and divide the shares in the capital for the time being into several classes, consolidate or sub-divide the shares and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company or the Companies Act, 2013 and the rules issued thereunder and vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company and the legislative provisions for the time being in force in that behalf.

FURTHER RESOLVED THAT, for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Chief Financial Officer, Company Secretary or any other officer(s).”

(6) Approval of Gulf Oil Lubricants India Limited-Employees Stock Option Scheme 2015 and Issue of Securities thereto:

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory modification(s) or re-enactment of the Act, for the time being in force and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto (“the Regulations”) and in accordance with the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board to introduce, Offer and implement the “Gulf Oil Lubricants India Limited Employees’ Stock Option Scheme - 2015” (hereinafter referred to as “the Scheme”), the salient features of which are detailed in the Explanatory Statement to this Notice and to create, offer for subscription, issue and allot, in one or more tranches at any time to or for the benefit of employees who are in the permanent employment of the Company whether working in India or out of India, including Managing Director and Directors of the Company whether Whole-time Directors or not, but excluding Promoter, Promoter Group, and Independent Directors (all such persons

are hereinafter collectively referred to as "Employees") under the Scheme, such number of equity shares of the Company but not exceeding 5% of outstanding issued and paid-up equity shares of the Company outstanding as on 5th February, 2015 i.e. not exceeding in aggregate 24,78,624 equity shares of Rs.2/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time), in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Scheme, the provisions of the law or regulations issued by the relevant authority, as may be prevailing at that time;

FURTHER RESOLVED THAT the equity shares may be issued and allotted by the Board either directly to such Employee(s) or in accordance with the Scheme through any appropriate mechanism as may be decided by the Board;

FURTHER RESOLVED THAT the new equity shares to be issued and allotted in the manner aforesaid shall rank *pari passu* in all respects with the then existing equity shares of the Company;

FURTHER RESOLVED THAT the Board is also authorized to take necessary steps for listing of the shares allotted under the Scheme, on the Stock Exchanges where the Company's equity shares are listed as per the terms and conditions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations;

FURTHER RESOLVED THAT for the purpose of creating, offering, issuing, allotting and listing of the equity shares and/or for the purpose of complying with any Guidelines or Regulations that may be issued from time to time by any appropriate authority, the Board be authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees;

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be authorised to determine terms and conditions of issue of the equity shares and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company;

FURTHER RESOLVED THAT the Board be and is hereby authorised to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committees, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

(7) Approval for extending benefits of Gulf Oil Lubricants India Limited - Employees Stock Option Scheme – 2015 to the employees of holding / subsidiary/associate company(ies)

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment of the Act (the "Act"), for the time being in force and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, including any modifications thereof or supplements thereto ("the Regulations") and in accordance with the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "the Board" which term shall be deemed to include the Nomination and Remuneration Committee), consent of the Members of the Company be and is hereby accorded to the Board to extend the benefits of Gulf Oil Lubricants India Limited-Employees Stock Option Scheme - 2015 ("the Scheme") proposed in Resolution No.6 in this Notice, to the Employees, whether working in India or out of India and Managing Director, Directors whether Whole-time Directors or not, of the holding/subsidiary/associate company(ies) of the Company unless they are prohibited from participating in the Scheme under any law or regulations for the time being in force, on such terms and conditions as may be decided by the Board;

FURTHER RESOLVED THAT for the purpose of creating, offering, issuing, allotting and listing of the equity shares, the Board be authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees;

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be authorised to determine terms and conditions of issue of the equity shares and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company."

By Order of the Board
For Gulf Oil Lubricants India Limited

Sd/

Vinayak Joshi

Company Secretary

Mumbai

February 5, 2015

NOTES:

1. The Explanatory Statement and reasons for the proposed resolution pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Company has appointed Mr. A. Ravi Shankar Partner, Messrs Ravi & Subramanyam, Company Secretaries, Hyderabad to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on March 20, 2015.
4. In compliance with clause 35B of the listing agreement and the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with Karvy Computershare Pvt. Ltd. ("Karvy") for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional. E-voting form can be access at <https://evoting.karvy.com>
5. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
6. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may contact Karvy Computershare Private Limited ("Karvy"), the Company's Registrar and Share Transfer Agent at Plot No.17-24, Vithal Rao Nagar, Madhapur, Hyderabad – 500 081 (Telangana State) INDIA, Toll Free No. 1800-3454-001, Contact person: Mr. R. Chandra Sekhar, Email: evoting@karvy.com, www.karvycomputershare.com. The Karvy shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
7. All the documents referred to in the Notice of Postal Ballot are open for inspection by the Members at the Registered office of the Company between 11 am to 2 pm on all working days except Saturdays, Sundays and national holidays from the date hereof upto the date of announcement of results of the voting by Postal Ballot.

8. VOTING THROUGH ELECTRONIC MODE (E-VOTING)

The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically. E-Voting is optional. The procedure for e-voting is as follows:

In case of Members receiving Postal Ballot intimation by e-mail from Karvy:

- I. Open e-mail and open PDF file viz; "Gulf Oil Lubricants e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- II. Open internet browser by typing the following URL: <https://www.evoting.karvy.com>
- III. Click on Shareholder - Login.
- IV. Type user ID and password as initial password noted in step (i) above. Click Login.
- V. On Login, Change Password menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for future reference. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VI. On changing the password, the home page of e-Voting will open. Click on e-Voting: Active Voting Cycles.
- VII. Select "EVENT" of Gulf Oil Lubricants India Limited
- VIII. Now you are ready for e-Voting as Cast Vote page opens.
- IX. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- X. Upon confirmation, the message "Vote cast successfully" will be displayed.
- XI. Once you have voted on the resolution, you will not be allowed to modify your vote.
- XII. 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 who are authorised to vote, to the Scrutinizer through e-mail at mail@rsfcs.com with a copy marked to evoting@karvy.com. The file name should be "GOLIL Event No.____"

In case of Members receiving Postal Ballot Form by Post:

1. Initial password is provided at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution.
EVEN (E Voting Event Number) USER ID PASSWORD/ PIN
2. Please follow all steps from Sl. No. I to Sl. No. XII above, to cast your vote by e-voting.

9. The e-voting period will commence on April 9, 2015 (10:00 a.m.) and end on May 8, 2015 (5:00 p.m.) (both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
10. The Scrutinizer will submit his report to the Chairman or Managing Director of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on or before May 15, 2015 at the Registered office of the Company. The said results will also be intimated to the stock exchanges, published in the said newspapers and uploaded on the Company's website viz., www.gulfoilindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), sets out all material facts relating to the business mentioned under resolutions Item No. 1 to 7 of the accompanying Notice of Postal Ballot dated February 5, 2015 ("**Notice**").

ITEM NO. 1

Shifting of Registered Office of the Company from Hyderabad, State of Telangana to Mumbai, State of Maharashtra.

The Company was incorporated under the provisions of Companies Act, 1956 in the erstwhile State of Andhra Pradesh (Now considered as the Jurisdiction of state of Telangana). As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in Hyderabad in the State of Telangana. Pursuant to the Scheme of Arrangement (Demerger) between Gulf Oil Corporation Limited (GOCL) and Gulf Oil Lubricants India Limited (GOLIL) the Lubricants undertaking of GOCL was demerged and transferred to GOLIL with effect from April 1, 2014. The Company's Lubricant Plant is located in Silvassa, near Maharashtra and the Corporate Office and Management of the Company is located in Mumbai.

The shifting of Registered Office from Hyderabad to Mumbai, in the state of Maharashtra will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the Company, and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution by Postal Ballot and further requires approval by Central Government.

The Board recommends the Resolution No. 1 as set out in the Notice for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution No. 1 except to the extent of their shareholding.

ITEM NO. 2

Appointment of Mr. Ravi Chawla (DIN:02808474) as Managing Director.

On recommendation and approval of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 6th June, 2014, appointed Mr. Ravi Chawla as Managing Director of the Company for a period of 3(three) years effective from 6th June, 2014 and the terms of his appointment including the remuneration, subject to approval of the Members of the Company.

The approval of the Members of the Company is now sought for the appointment and terms of his appointment including remuneration, details of which are set out hereunder;

A. REMUNERATION

- I. The Managing Director's fixed annual remuneration, on a Cost to Company (CTC) basis will be Rs. 1,33,00,000/- (Rupees One Crore Thirty Three Lacs only) Per Annum including Basic Salary, Allowances, Perquisites etc.
- II. In addition, benefits as per the Company policy applicable, which includes medical reimbursement etc.
- III. His commission, based on Company performance and individual contribution, will be decided by the Nomination and Remuneration Committee at an indicative level of Rs. 57,00,000/- (Rupees Fifty Seven Lacs only) per annum at 100% achievement of agreed targets. Under-achievement or over-achievement of targets may result in lower or higher commission respectively, as may be decided by the Nominations and Remunerations Committee.
- IV. Annual Increments and final commission will be decided by the Nomination and Remuneration Committee, based on Company performance and individual contribution.

B. PERQUISITES AND ALLOWANCES FROM JUNE 6, 2014

- I. The fixed remuneration mentioned in A (I) will be inclusive of Basic, Perquisites and Allowances and Retirals except as mentioned in A (II).
- II. The ceiling for Perquisites and allowances will be the sum remaining in fixed salary after deducting Basic salary and retirals. Perquisites and allowances will include special allowance, use of Company car for official local travel, leave travel concessions

for self and family, club fees, medical and term insurance, etc., as per Company Policy applicable to the senior management personnel of the Company or as may be agreed to by the Board of Directors and Mr Ravi Chawla.

- III. For Taxation purposes, perquisites and allowances shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company in providing such perquisites and allowances. Adequate communication facilities at residence shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- IV. Retirals, within overall CTC limits as mentioned in A(I) will be computed as follows:
 - a. Company's contribution to Provident Fund calculated @12% of basic salary.
 - b. Company's contribution to Superannuation Fund @ 15% of basic salary.
- V. Gratuity will be payable as per rules of the Company, and will not form a part of CTC as mentioned earlier.
- VI. Leave Encashment: Encashment of leave at the end of the tenure, or in the interim will follow Company policy, subject to an accumulation limit agreed by the Board / Nomination and Remuneration Committee. These, however, shall not be included in the computation of limits on perquisites as aforesaid.

The total remuneration to Mr Ravi Chawla as per "A" and "B" above, inclusive of the value of perquisites will however be limited to rules / regulation/ceiling prescribed under the Companies Act, 2013 (hereinafter referred as "Act").

Minimum Remuneration:

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

Mr. Ravi Chawla satisfies all the conditions as set out in Part-I of Schedule V of the Act and also conditions given in Section 196(3) of the Act, and being eligible for appointment. He is not disqualified from being appointed as Director in compliance with Section 164 of the Act.

Brief profile of Mr. Ravi Chawla:

Mr. Ravi Chawla, age 48 years, holds a Bachelors Degree in Commerce from Sydenham College, Mumbai University. He also holds a Master degree in Management Studies (specialising in Marketing) from Mumbai University. He has over twenty six (26) years of professional experience in sales, marketing & management across diverse sectors in Indian companies and MNCs with organizations like Wipro Consumer Products Ltd., CEAT Ltd, Polaroid, Pennzoil- Quaker State India Ltd. (was part of Royal Dutch Shell Group of Companies) & Mahindra and Mahindra (Farm Equipment Division) before joining Gulf Oil Corporation Ltd in 2007. He has held positions responsible for all areas of marketing, business development, sales via channel & B2B & general management for the last 26 years with country level responsibility. He has extensive experience of over 15 years in the lubricants space with Pennzoil & in Gulf Oil (since 2007). With Gulf Oil, he joined as President for the Lubricants business in 2007 and was later designated as President & CEO - Lubricants business.. He has led the organisation for delivering the company level business plans/ P&L in the last 7 years.. He holds directorship in Gulf Ashley Motor Limited, Gulf Oil Bangladesh Limited and Mangalam Retail Services Limited. The Remuneration as proposed of Mr. Ravi Chawla is comparable to that drawn by the peers in the similar capacity in the similar industry and is commensurate with the size of the Company and its group. Besides the remuneration proposed, Mr. Ravi Chawla does not have any pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. Ravi Chawla and his relatives, are in any way concerned or interested in the proposed resolution except to the extent of their shareholding. Mr. Ravi Chawla, Managing Director does not hold any shares in the Company.

The Board recommends the Resolution No.2 as set out in the Notice for approval of the Members as a Special Resolution.

ITEM NO. 3, 4 and 5

Increase in Authorised Capital of the Company and substitution of Capital Clause in the Memorandum and Articles of Association of the Company.

The Board is evaluating the proposal of implementation of Stock Option Scheme for the employees of the Company/ Holding Company/ Subsidiary Companies/ Associate Companies in future at an appropriate time in accordance with SEBI regulations and other applicable laws.

The proposed resolutions No. 3, 4 and 5 are enabling resolutions for increasing the Authorised Capital of the Company and substitution of Capital Clause in the Memorandum and Articles of Association of the Company under applicable provisions of the Companies Act, 2013 and rules made thereunder to enable the Company to implement the Stock Option Scheme in future at appropriate time.

Increase in Authorised Capital of the Company and alteration of the relevant clauses of the Memorandum and Articles of Association of the Company are subject to the approval of the Members in accordance with Section 13, 14 and 61 and other applicable provisions of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. Accordingly, Resolutions No. 3, 4 and 5 as set out in the

Notice seek the approval of the Members for increase in Authorised Capital of the Company and consequential amendments to the relevant clauses of the Memorandum and Articles of Association of the Company.

The Board recommends the Resolutions No.3, 4 and 5 as set out in the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding.

ITEM No.6 & 7

Employees Stock Options represent a reward system based on achieved and exceptional performance. They help companies attract retain and motivate the best available talent. This also provides an opportunity to employees to participate in the growth of the Company. In line with this, the Company has formulated an employee's stock option scheme called as "Gulf Oil Lubricants India Limited-Employees Stock Option Scheme-2015".

Clause 6(1) of SEBI Regulations requires the approval of the Company's shareholders by means of a Special Resolution for offer of shares to employees of the Company under any Employee Stock Option Scheme by whatever name called and accordingly, Item No.6 to this notice is proposed as Special Resolution.

The Gulf Oil Lubricants India Limited- Employees Stock Option Scheme-2015 (hereinafter referred to as the "ESOS" or "Scheme" or "Plan") has the following features:

The salient features of the Gulf Oil Lubricants India Limited - Employees Stock Option Scheme- 2015 and the disclosures required under Rule 12(2) of The Companies (Share Capital and Debentures) Rules, 2014 are as under:

(a) The total number of options to be granted:

The total number of options to be granted, in one or more tranches shall not exceed in aggregate, 5% of the outstanding issued and paid-up share capital of the Company as on date of 5th February, 2015 i.e. not exceeding in aggregate 24,78,624 equity shares of Rs.2/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time),

(b) Identification of employees / classes of employees entitled to participate in the Scheme:

The Nomination and Remuneration Committee of the Company shall decide the employees / classes of employees entitled to participate in the Scheme.

(c) Appraisal Process for determining the eligibility of Employees to the Scheme:

The appraisal process for determining the eligibility for employees shall be in accordance with the guidelines framed by the Nomination and Remuneration Committee of the Company, consisting of a majority of the Independent Directors, based on their evaluation of various parameters such as expert knowledge, contribution to long term value creation, performance, future potential, technical knowledge and leadership quality, etc. or such other parameters as may be deemed appropriate by the Nomination and Remuneration Committee.

(d) Requirements of vesting and period vesting:

The vesting schedule for the options granted to the eligible employees (based on achievement of targets) shall be as under:

- 10% of the options granted shall vest at the end of one year from the Grant date;
- 15% of the options granted shall vest at the end of two years from the Grant date;
- 15% of the options granted shall vest at the end of three years from the Grant date;
- And balance 60% of the options granted shall vest at the end of four years from Grant date.

(e) Maximum period within which the options shall be vested:

There shall be minimum period of one year between Grant of options and vesting of options. The maximum vesting period may extend up to five years from Grant date, unless otherwise decided by the Nomination and Remuneration Committee.

(f) Exercise price or pricing formula:

Exercise Price means the price at which the Employees are entitled to acquire the equity shares pursuant to the Options granted and vested in him /her under the Scheme. To recognize and reward, the value created in the business, the Board/ Nomination and Remuneration Committee have decided that Exercise Price shall be 30% discount to the Market Price / Fair Market Value as calculated under SEBI ESOP Regulations/guidelines as applicable from time to time.

(g) Exercise period and process of exercise:

The exercise period may commence from the date of vesting and will expire not later than 5 years from the date of vesting or such other period as may be decided by the Nomination and Remuneration Committee from time to time.

The options will be exercisable by the Employees by a written application to the Company to exercise the options, in such manner, and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee from time to time.

The option will lapse if not exercised within the specified exercise period or as may be specified by the Nomination and Remuneration Committee. The options may also lapse under certain circumstances like termination of employee under misconduct, resignation, etc., even before the expiry of the specified exercise period as may be decided by the Nomination and Remuneration Committee.

(h) Lock in period under the Scheme:

- Lock in period between Grant and Vesting: 1 year
- Lock in period after exercise: Nil

(i) Maximum number of options to be granted per Employee and in aggregate:

The maximum number of options to be granted per Employee will not exceed 2,50,000 equity shares of Rs.2/-each of the Company. The aggregate of all such grants shall not exceed 24,78,624 equity shares of Rs.2/-each of the Company.

(j) Disclosure and accounting policies:

The Company shall conform to the accounting policies and disclosures as specified in SEBI ESOP Regulations, amended from time to time.

(k) The method which the Company shall use to value its options:

The Company shall use the intrinsic value method for calculating value of its options.

(l) Conditions under which option vested in employees may lapse i.e. in case of termination of employment for misconduct:

Nomination and Remuneration Committee shall decide the time and conditions under which options vested in employees may lapse i.e. in case of termination of employment for misconduct.

(m) Time period within which the employee shall exercise the vested option in the event of termination of employment or resignation of employee:

The Nomination and Remuneration Committee shall determine the time period within which the vested unexercised option in the event of termination of employment or resignation of employee shall be exercised.

(n) A statement to the effect that the Company shall comply with the applicable accounting standards:

The Company shall comply to the applicable accounting standards and guidelines as may be specified by SEBI ESOP regulations from time to time.

(o) Other terms

The Board, based on the recommendations of the Nomination and Remuneration Committee, shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the Regulations and Guidelines as prescribed by the Securities and Exchange Board of India or Regulations that may be issued by any appropriate authority, from time to time, unless such variations, modifications or alterations is detrimental to the interest of the Employees.

The equity shares may be allotted directly to the Employees or in accordance with the Scheme through any appropriate mechanism as may be decided by the Board in compliance with statutory regulations.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the Members is sought pursuant to the provisions of Section 62 and all other applicable provisions if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment and as per the requirement of Clause 6 of the SEBI Regulations.

As per the SEBI Regulations, a separate Resolution is required to be passed if the benefits of the Scheme are to be extended to Employees of the holding company, the subsidiary company(ies) and the associate company(ies). The Resolution under Item No. 7 is being proposed accordingly to offer the benefits of the Scheme as per Resolution No.6 to the Employees and Directors, whether Managing Director or Whole-time Directors or not, of the holding company, the subsidiary company(ies) and the associate company(ies).

Your Directors recommend the resolutions as set out under Item Nos. 6 and 7 to this Notice for your approval by way of special resolutions.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolutions, except to the extent of Equity Shares that may be offered to them under the Scheme.

By Order of the Board
For Gulf Oil Lubricants India Limited

Sd/

Vinayak Joshi
Company Secretary

Mumbai
February 5, 2015



GULF OIL LUBRICANTS INDIA LIMITED

(Formerly known as "Hinduja Infrastructure Limited")

Registered office: IDL Road, Kukatpally, Sanathnagar (IE) P O, Hyderabad – 500018

Corporate Office: IN Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai 400093

Email Id: secretarial@gulfoil.co.in **Website:** www.gulfoilindia.com **CIN:** L23203TG2008PLC060190

POSTAL BALLOT FORM

SL. No.

1. Name and registered address of the :
sole/first named Member
(IN BLOCK LETTERS)

2. Name(s) of the joint Member(s), if :
any (IN BLOCK LETTERS)

3. Registered Folio Number / :
DP ID No / Client ID No *

4. Number of equity shares held :

(*Applicable to investors holding shares in dematerialized form)

I/We, hereby exercise my/our vote in respect of the following "Resolution(s)" to be passed through Postal Ballot for the Special Business stated in the Notice dated February 5, 2015 of Gulf Oil Lubricants India Limited (the "Company") by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark (✓) at the appropriate column below:

Item (Resolution) No	Description	No of equity share(s) held	I/We assent to the Resolution(s)	I/We dissent to the Resolution(s)
1.	Special Resolution for shifting of Registered Office of the Company from Hyderabad, State of Telangana to Mumbai, State of Maharashtra.			
2.	Special Resolution for appointment of Mr. Ravi Chawla as Managing Director.			
3.	Ordinary Resolution for Increase in Authorised Share Capital of the Company.			
4.	Special Resolution for Alteration of the Capital Clause of the Memorandum of Association of the Company.			
5.	Special Resolution for Alteration of the Capital Clause of the Articles of Association of the Company.			
6.	Special Resolution for approval of Gulf Oil Lubricants India Ltd-Employees Stock Option Scheme-2015 and issue of securities thereto.			
7.	Special Resolution for extending benefits of Resolution No.6 to the employees / Directors of holding/subsidiary/associate company(ies)			

Place :

Date :

Signature of the member(s)

E-mail : _____ Tel. No. / Mobile No. : _____

E- VOTING

Users who wish to opt for e-voting may use the following login credentials

Electronic Voting Sequence Number (EVSAN)	USER ID	Password

(Please read the instructions printed overleaf carefully before exercising you vote)

INSTRUCTIONS

1. A Member desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed "Self-addressed Prepaid Postage Business Reply Envelope". Postage will be borne and paid by the Company. However, in case a Member sends any envelope containing Postal Ballot, by courier or registered post or delivers it in person at his /her expense, such Postal Ballot(s) will also be accepted.
2. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent in any other physical form shall not be considered valid.
3. This Postal Ballot Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of joint-holding, this Form must be completed and signed by the First named Member and in his absence, by the next named Member.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot Form/e-voting will be final.
6. The Postal Ballot/e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on May 8, 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.
8. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authorization together with the specimen signature(s) of the duly authorized signatories.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Member as on March 20, 2015.
10. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed Self-addressed postage prepaid Business Reply Envelope and any extraneous paper found in the said envelope will be cancelled and destroyed by the Scrutinizer.
11. There will be one Postal Ballot Form for every folio/Client ID, irrespective of the number of joint-holders.
12. In case of non receipt of the Postal Ballot Form or any query related thereto, the Member may contact Karvy Computershare Private Limited ("Karvy"), the Company's Registrar and Share Transfer Agent at Plot No.17-24, Vithal Rao Nagar, Madhapur, Hyderabad – 500 081 (Telangana State) INDIA, Toll Free No. 1800-3454-001, Contact person: Mr. R. Chandra Sekhar, Email: evoting@karvy.com, www.karvycomputershare.com
13. The Shareholders can opt for any one mode of voting. In case, Member(s) case vote by sending physical form as well as through e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

VOTING THROUGH ELECTRONIC MODE (E-VOTING)

The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically. E-Voting is optional. The procedure for e-voting is as follows:

In case of Members receiving Postal Ballot intimation by e-mail from Karvy:

- I. Open e-mail and open PDF file viz; "Gulf Oil Lubricants e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- II. Open internet browser by typing the following URL: <https://www.evoting.karvy.com>
- III. Click on Shareholder - Login.
- IV. Type user ID and password as initial password noted in step (i) above. Click Login.
- V. On Login, Change Password menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for future reference. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VI. On changing the password, the home page of e-Voting will open. Click on e-Voting: Active Voting Cycles.
- VII. Select "EVENT" of Gulf Oil Lubricants India Limited
- VIII. Now you are ready for e-Voting as Cast Vote page opens.
- IX. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- X. Upon confirmation, the message "Vote cast successfully" will be displayed.
- XI. Once you have voted on the resolution, you will not be allowed to modify your vote.
- XII. 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 who are authorised to vote, to the Scrutinizer through e-mail at mail@rsfcs.com with a copy marked to evoting@karvy.com. The file name should be "GOLIL Event No."

In case of Members receiving Postal Ballot Form by Post:

1. Initial password is provided at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution.
EVEN (E Voting Event Number) USER ID PASSWORD/ PIN
2. Please follow all steps from Sl. No. I to Sl. No. XII above, to cast your vote by e-voting.
14. The e- voting period will commence on April 9, 2015 (10:00 a.m.) and end on May 8, 2015 5:00 p.m.) (both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
15. The Scrutinizer will submit his report to the Chairman or Managing Director or KMP of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on or before May 15, 2015 at the Registered office of the Company. The said results will also be intimated to the stock exchanges, published in the said newspapers and uploaded on the Company's website viz., www.gulfoilindia.com.