

Annexure I
Report on Corporate Governance

1. Name of Listed Entity: - Gulf Oil Lubricants India Limited
2. Quarter Ending: - March 31, 2018

I. Composition of Board of Directors								
Title	Name of the Director	PAN § & DIN	Category (Chairperson/Executive /Non-Executive/Independent/Nominee) &	Date of Appointment in the current term / Cessation	Tenure*	No of Directorship in listed entities including this listed entity (Ref. Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Ref. Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Ref. Regulation 26(1) of Listing Regulations)
Mr.	Sanjay G. Hinduja	PAN No.: ABZPH7832H DIN: - 00291692	Chairman	May 29, 2014	NA	1	2	-
Mr.	Shom A. Hinduja	PAN No.: -AAAPH8523R DIN: - 07128441	Non Executive	August 3, 2016	NA	1	-	-
Mr.	M. S. Ramachandran	PAN No.: AGJPM9097J DIN: - 00943629	Independent	May 29, 2014	3 Years 10 Months	6	2	1
Mr.	Ashok Kini	PAN No.: AIIPA3890N DIN: - 00812946	Independent	May 29, 2014	3 Years 10 Months	2	2	1
Mrs.	Kanchan Chitale	PAN No.: AABPC6604M DIN: - 00007267	Independent	May 29, 2014	3 Years 10 Months	3	1	2
Mr.	Ravi Chawla	PAN No.: - ACGPC3611F DIN: - 02808474	Managing Director	June 06, 2017 @ (Re-appointed as Managing Director with effect from June 06, 2017)	NA	1	1	-

§ PAN Number of any director would not be displayed on the website of Stock Exchange



& Category of Directors means executive/non-executive/independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen
 * To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

	Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁵
1.	Audit Committee	1. Mrs. Kanchan Chitale 2. Mr. Sanjay G. Hinduja 3. Mr. Ashok Kini	Chairperson (Independent – Non Executive) Member (Non Executive – Non Independent) Member (Independent – Non Executive)
2.	Nomination & Remuneration Committee	1. Mr. Ashok Kini 2. Mr. Sanjay G. Hinduja 3. Mr. M. S. Ramachandran	Chairman (Independent – Non Executive) Member (Non Executive – Non Independent) Member (Independent Non Executive)
3.	Risk Management Committee (if applicable)	Not applicable	Not applicable
4.	Stakeholder Relationship Committee	1. Mr. M. S. Ramachandran 2. Mr. Sanjay G. Hinduja 3. Mr. Ravi Chawla	Chairman (Independent – Non Executive) Member (Non Executive – Non Independent) Member (Executive)

§ Category of Directors means executive/non-executive/independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
November 06, 2017	February 06, 2018	91 Days



IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting held on February 05, 2018	Yes, All members of Audit Committee were present at the meeting.	Audit Committee Meeting held on November 06, 2017	90 Days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions



Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note</p> <ol style="list-style-type: none"> In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. If status is "No" details of non-compliance may be given here. 	
<p>VI. Affirmations</p>	
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee Risk management Committee The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. This report and/or the reports submitted in previous quarter has been place before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: - Nil 	
<p>For Gulf Oil Lubricants India Limited</p>   <p>Vinayak Joshi Company Secretary & Compliance Officer</p>	

Note: -

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Annexure II
Report on Corporate Governance

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent director	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism / Whistle Blower policy	Yes	
Criteria of making payment to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programs imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) refer note below
Independent directors(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes



Policy for related party transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	NA
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of independent directors	25(3)&(4)	Yes
Familiarization of independent directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2)&(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

~~The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.~~

The Company does not have subsidiary Company as of 31st March 2018.

For , Gulf Oil Lubricants India Limited

Vinayak Joshi
Company Secretary & Compliance Officer

