



# Gulf Oil Lubricants India Limited

## REPORT ON CORPORATE GOVERNANCE FOR QUARTER ENDED 31 MARCH 2022

### ANNEXURE I

1. Name of Listed Entity - **Gulf Oil Lubricants India Limited**
2. Quarter ending - **31-Mar-2022**

#### i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Sanjay G. Hinduja	00291692	C,NED		29-May-2014	16-Sep-2021			05-May-1964	NA		1	0	2	0	AC,SC, NRC	
Mr.	Shom A. Hinduja	07128441	NED		03-Aug-2016	18-Sep-2020			29-Oct-1990	NA		2	0	0	0	RMC	
Mr.	Arvind Uppal	00104992	ID		11-Feb-2020	11-Feb-2020		26	19-Jun-1962	NA		2	2	3	2	SC,RC, NRC	
Mr.	Munesh Khanna	00202521	ID		06-Nov-2020	06-Nov-2020		17	12-May-1962	NA		3	3	4	0	AC,NRC	



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Mrs.	Manju Agarwal	06921105	ID		19-Mar-2020	19-Mar-2020		25	30-Dec-1957	NA		3	3	10	4	AC	
Mr.	Ravi Chawla	02808474	ED	CEO -MD	25-May-2013	06-Jun-2020			16-Feb-1966	NA		1	0	1	0	SC,RC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

### ii. Composition of Committees

#### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Manju Agarwal	ID	Chairperson	19-Mar-2020	
2	Sanjay G. Hinduja	C,NED	Member	22-Sep-2015	
3	Munesh Khanna	ID	Member	06-Nov-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

#### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Arvind Uppal	ID	Chairperson	11-Feb-2020	
2	Sanjay G. Hinduja	C,NED	Member	06-Jun-2014	
3	Ravi Chawla	ED	Member	06-Jun-2014	



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Company Remarks	
Whether Permanent chairperson appointed	Yes

### c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Arvind Uppal	ID	Chairperson	11-Feb-2020	
2	Shom A. Hinduja	NED	Member	13-Feb-2019	
3	Ravi Chawla	ED	Member	13-Feb-2019	
4	Manish Kumar Gangwal	8	Member	13-Feb-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Arvind Uppal	ID	Chairperson	11-Feb-2020	
2	Sanjay G. Hinduja	C,NED	Member	06-Jun-2014	
3	Munesh Khanna	ID	Member	06-Nov-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes



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### 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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
02-Nov-2021		Yes	6	3
12-Nov-2021		Yes	5	3
13-Nov-2021	09-Feb-2022	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	87

### iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	02-Nov-2021	08-Feb-2022	Yes	3	2
Nomination & Remuneration Committee	28-Oct-2021		Yes	3	2
Nomination & Remuneration Committee	13-Nov-2021		Yes	3	2
Nomination & Remuneration Committee	09-Dec-2021		Yes	3	2
Risk Management Committee		01-Feb-2022	Yes	3	1



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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

### v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and



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disclosure requirements) Regulations, 2015. - **Yes**

5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name** : **Mrs. Shweta Gupta**  
**Designation** : **Company Secretary & Compliance Officer**



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## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="http://www.gulfoilindia.com/a">www.gulfoilindia.com/a</a>
Terms and conditions of appointment of	Yes		<a href="http://www.gulfoilindia.com/in">www.gulfoilindia.com/in</a>
Composition of various committees of	Yes		<a href="http://www.gulfoilindia.com/a">www.gulfoilindia.com/a</a>
Code of conduct of board of directors and	Yes		<a href="http://www.gulfoilindia.com/w">www.gulfoilindia.com/w</a>
Details of establishment of vigil mechanism/	Yes		<a href="http://www.gulfoilindia.com/in">www.gulfoilindia.com/in</a>
Criteria of making payments to non-	Yes		<a href="http://www.gulfoilindia.com/in">www.gulfoilindia.com/in</a>
Policy on dealing with related party	Yes		<a href="http://www.gulfoilindia.com/w">www.gulfoilindia.com/w</a>
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted	Yes		<a href="http://www.gulfoilindia.com/in">www.gulfoilindia.com/in</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="http://www.gulfoilindia.com/in">www.gulfoilindia.com/in</a>
Contact information of the designated	Yes		<a href="http://www.gulfoilindia.com/in">www.gulfoilindia.com/in</a>
Financial results	Yes		<a href="http://www.gulfoilindia.com/in">www.gulfoilindia.com/in</a>
Shareholding pattern	Yes		<a href="http://www.gulfoilindia.com/in">www.gulfoilindia.com/in</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		<a href="http://www.gulfoilindia.com/in">www.gulfoilindia.com/in</a>
New name and the old name of the listed	Not		<a href="http://www.gulfoilindia.com/in">www.gulfoilindia.com/in</a>
Advertisements as per regulation 47 (1)	Yes		<a href="http://www.gulfoilindia.com/in">www.gulfoilindia.com/in</a>
Credit rating or revision in credit rating	Yes		<a href="http://www.gulfoilindia.com/in">www.gulfoilindia.com/in</a>
Separate audited financial statements of	Not		
<b>As per other regulations of the LODR:</b>			



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Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.gulfoilindia.com/investors/">www.gulfoilindia.com/investors/</a>
Materiality Policy as per Regulation 30	Yes		<a href="http://www.gulfoilindia.com/investors/">www.gulfoilindia.com/investors/</a>
Dividend Distribution policy as per Regulation 30	Yes		<a href="http://www.gulfoilindia.com/w">www.gulfoilindia.com/w</a>
It is certified that these contents on the website are true and correct	Yes		<a href="http://www.gulfoilindia.com/">www.gulfoilindia.com/</a>
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	





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<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(10)	Yes	



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<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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### 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. - **Not Applicable**

<b>Other Information</b>	
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**Name** : **Mrs. Shweta Gupta**  
**Designation** : **Company Secretary & Compliance Officer**



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## ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	51800000	0	0	0	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	NA	0	0
<i>Promoter Group or any other entity controlled by</i>	NA	0	0



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<i>them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>	NA	0	0
<i>KMPs or any other entity controlled by them</i>	NA	0	0

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

<b>Entity</b>	<b>Type of Security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
<i>Promoter or any other entity controlled by them</i>	NA	0	0
<i>Promoter Group or any other entity controlled by them</i>	NA	0	0
<i>Directors (including relatives) or any other entity controlled by</i>	NA	0	0



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<i>them</i>			
<i>KMPs or any other entity controlled by them</i>	NA	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

**We request you to kindly note that the denomination mentioned in Annexure IV (Additional Half Yearly Disclosure) is in Rupees and not in denominations i.e., thousands, lakhs or crores and is as per the guidelines received from Stock Exchanges.**

### **Affirmations**

*All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company*

### **Company Remarks in case of non-compliant status**

**Name:** Manish Kumar Gangwal  
**Designation:** Chief Financial Officer  
**Place:** Mumbai  
**Date:** 19-Apr-2022