



**REPORT ON CORPORATE GOVERNANCE FOR QUARTER ENDED 30<sup>TH</sup> September 2023**

1. Name of Listed entity- Gulf Oil Lubricants India Limited
2. Quarter ending- 30<sup>th</sup> September 2023.

**ANNEXURE 1**

**I. COMPOSITION OF BOARD OF DIRECTORS**

Title	Name of the Director	DIN	Category (Chairperson/Executive /Non-Executive/ Independent/Nominee)	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure (months)	Date of Birth	Whether special resolution passed?	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
Mr.	Sanjay G. Hinduja	00291692	Non-Executive - Non Independent Director	29-05-2014	16-09-2021	-	-	05-05-1964	NA	1	0	2	0
Mr.	Shom A. Hinduja	07128441	Non-Executive - Non Independent Director	03-08-2016	16-09-2022	-	-	29-10-1990	NA	2	0	0	0
Mr.	Arvind Uppal	00104992	Non-Executive - Independent Director	11-02-2020	11-02-2020	-	44	19-06-1962	NA	4	3	6	4
Mrs.	Manju Agarwal	06921105	Non-Executive - Independent Director	19-03-2020	19-03-2020	-	43	30-12-1957	NA	4	4	8	4



Mr.	Munesh Khanna	00202521	Non-Executive - Independent Director	06-11-2020	06-11-2020	-	35	12-05-1962	NA	4	4	7	0
Mr.	Ravi Chawla	02808474	Executive Director	25-05-2013	06-06-2020	-	-	16-02-1966	NA	1	0	1	0

Company Remarks: -

Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

**II. COMPOSITION OF COMMITTEES**

a) Audit Committee: -

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment date	Cessation date
1	Manju Agarwal	Non-Executive - Independent Director	Chairperson	19-03-2020	-
2	Sanjay G. Hinduja	Non-Executive - Non-Independent Director	Member	22-09-2015	-
3	Munesh Khanna	Non-Executive - Independent Director	Member	06-11-2020	-

Company Remarks

Whether the Audit Committee has a Regular Chairperson- Yes.

b) Nomination and Remuneration Committee: -

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment date	Cessation date
1	Arvind Uppal	Non-Executive - Independent Director	Chairperson	11-02-2020	-



## Gulf Oil Lubricants India Limited

2	Sanjay G. Hinduja	Non-Executive – Non-Independent Director	Member	06-06-2014	-
3	Munesh Khanna	Non-Executive - Independent Director	Member	06-11-2020	-

### Company Remarks

Whether the Nomination and Remuneration Committee has a Regular Chairperson- Yes.

### c) Stakeholders Relationship Committee: -

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment date	Cessation date
1	Arvind Uppal	Non-Executive - Independent Director	Chairperson	11-02-2020	-
2	Sanjay G. Hinduja	Non-Executive – Non-Independent Director	Member	06-06-2014	-
3	Ravi Chawla	Executive Director	Member	06-06-2014	-

### Company Remarks

Whether the Stakeholders Relationship Committee has a Regular Chairperson- Yes.

### d) Risk Management Committee: -

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment date	Cessation date
1	Arvind Uppal	Non-Executive - Independent Director	Chairperson	11-02-2020	-
2	Shom A. Hinduja	Non-Executive – Non-Independent Director	Member	13-02-2019	-
3	Ravi Chawla	Executive Director	Member	13-02-2019	-
4	Manish Kumar Gangwal	Chief Financial Officer	Member	13-02-2019	-

### Company Remarks

Whether the Risk Management Committee has a Regular Chairperson- Yes.



**e) Corporate Social Responsibility Committee: -**

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment date	Cessation date
1	Manju Agarwal	Non-Executive - Independent Director	Chairperson	19-03-2020	-
2	Sanjay G. Hinduja	Non-Executive - Non-Independent Director	Member	06-06-2014	-
3	Ravi Chawla	Executive Director	Member	22-09-2015	-

**Company Remarks**

Whether the Corporate Social Responsibility Committee has a regular Chairperson- Yes.

**III. MEETING OF BOARD OF DIRECTORS**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
18-05-2023	-	Yes	6	6	3
29-06-2023	41	Yes	6	6	3
03-08-2023	34	Yes	6	6	3
27-08-2023	23	Yes	6	6	3



IV. MEETING OF COMMITTEES

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Audit Committee	17-05-2023	-	Yes	3	3	2	0
Audit Committee	03-08-2023	103	Yes	3	3	2	0

V. RELATED PARTY TRANSACTIONS

Sr.	Subject	Compliance Status
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. DETAILS OF CYBER SECURITY INCIDENT

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event	NA	Brief details of the event	NA



**VII. AFFIRMATIONS**

Sr.	Subject	Compliance Status
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes
6	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
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**VIII. HALF YEARLY AFFIRMATIONS**

Sr.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes



## Gulf Oil Lubricants India Limited

5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**Any Other Information to be provided:** As on March 31, 2023 Company has no Subsidiary hence requirement to disclose Secretarial Audit Report of material subsidiary in the Annual Report was not applicable.

Signatory Details		
1	Name of signatory	Mrs. Shweta Gupta
2	Designation	Company Secretary and Compliance Officer