GULF OIL LUBRICANTS INDIA LIMITED

CIN: L23203MH2008PLC267060
Registered Office: IN CENTRE, 49/50, MIDC, 12th Road,
Andheri (E), Mumbai- 400093 Phone: +91-22- 6648 7777
Website: https://india.gulfoilltd.com/ Email: secretarial@gulfoil.co.in

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given to the members of Gulf Oil Lubricants India Limited **("the Company")** that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 **("the Act")** read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("the Rules")** (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) **("SEBI Listing Regulations")**, Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings **("SS-2")** and the relaxations and clarifications issued by Ministry of Corporate Affairs vide its Circular dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 **("MCA Circulars")** and other applicable laws and regulations, if any, to transact special business as set out hereunder which is proposed to be passed by the members as a special resolution by Postal Ballot through voting by electronic means **("e-voting/remote e-voting")**.

Details of e-voting are as under:

e-voting starts on	e-voting ends on
Tuesday, February 25, 2025 from 9:00 a.m. (IST)	**Wednesday, March 26, 2025 till 5:00 p.m. (IST)**

SPECIAL BUSINESS:

Item No.: 1 - Appointment of Mr. Nirvik Singh (DIN: 01570572), as the Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1C) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable law(s), regulation(s), the applicable provisions of Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee of the Company, Mr. Nirvik Singh (DIN: 01570572) who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director, with effect from February 6, 2025, pursuant to the provisions of Section 161 of the Act, being so eligible, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years up to February 5, 2030 (both days inclusive) and shall be eligible for re-appointment for a second term of 5 (five) consecutive years thereafter.

RESOLVED FURTHER THAT Mr. Nirvik Singh (DIN: 01570572), Independent Director, shall be liable to be paid remuneration in the form of sitting fees for attending each meeting of the Board of Directors and Committee(s) thereof, reimbursement of travelling and out-of-pocket expenses incurred in relation to attending the meetings, and such other amount in the form of commission as may be recommended by the Nomination & Remuneration Committee/Board of Directors from time to time, within the maximum limits as approved by the shareholders of the Company.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing of all the e-forms and other documents with the statutory authorities,

and to execute all such deeds, documents, drafts, amendments, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate letter(s) of authority to appear before the Office of the Registrar of Companies (ROC)/Ministry of Corporate Affairs (MCA) and other regulatory authorities and to file required documents and information to the Stock Exchanges where the Company is listed, as may be applicable, to settle and finalize all issues that may arise in this regard in order to give effect to the above mentioned resolution(s) and to delegate all or any of the powers conferred herein as he may deem fit."

By order of the Board of Directors,
For Gulf Oil Lubricants India Limited

Sd/-
Ashish Pandey
Company Secretary
M. No. FCS6078

Place : Mumbai
Date : February 6, 2025

NOTES:

1. An explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Act read with the rules made thereunder, setting out all material facts concerning the aforesaid special business is annexed hereto as **Annexure -1.**

2. In compliance with the MCA Circulars, the Postal Ballot Notice, along with the instructions regarding e-voting and Explanatory Statement, is being sent through electronic mode by email only to all those members whose email IDs are registered with the Company or the Registrar and Share Transfer Agent (RTA) or with the Depository(ies)/ Depository Participants and whose names appear in the register of members/list of beneficial owners as on the **cut-off date i.e. Friday, February 21, 2025**. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the cut-off date. Physical copies of this Postal Ballot Notice along with postal ballot forms are not being sent to members. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purposes only.

3. In accordance with the MCA Circulars, provisions of Sections 110 and 108 of the Act read with the Rules, SS-2 and Regulation 44 of the SEBI Listing Regulations, as amended, read with SEBI Circular dated December 9, 2020 and SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, the Company is providing facility to the members to exercise their votes through e-voting for which the Company has engaged the services of National Securities Depository Limited **("NSDL")** to enable them to cast their votes electronically. Further, communication of assent or dissent by the members on the item of business set out in this Notice shall be done through remote e-voting only i.e. casting of votes electronically.

4. The period of e-voting shall commence on **Tuesday, February 25, 2025 at 9.00 a.m. (IST) and end on Wednesday, March 26, 2025 at 5.00 p.m. (IST).** The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by NSDL for voting thereafter.

5. During the e-voting period, the members can login to NSDL's e-voting platform any number of times till they have voted on the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

6. A member need not use all his / her / its votes, nor does he / she / it need to cast all his / her / its votes in the same way.

7. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Wednesday, March 26, 2025.

8. The Postal Ballot Notice along with Explanatory Statement will be available on the website of the Company at https://india.gulfoilltd.com/investors/postal-ballot-notice, website of the e-voting service provider agency i.e. NSDL at https://www.evoting.nsdl.com/ and on the website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and the same can be downloaded from there.

9. All the members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this Notice. The manner of voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, are provided under **"THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING"** in this Notice. Members are requested to read the same carefully.

10. In accordance with the MCA Circulars, the relevant documents referred to in this Notice will be made accessible for inspection electronically without any fee by the members. The members seeking to inspect the said documents can send an e-mail to secretarial@gulfoil.co.in mentioning his / her / its folio number / DP ID and Client ID.

11. Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form, who have not registered / updated their e-mail address with the Company, are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 to KFin Technologies Limited **("KFintech")** at Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Rangareddy, Telangana, India - 500 032 or at their email ID einward.ris@kfintech.com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at https://india.gulfoilltd.com/investors/investor-information/forms-investors-service-request and on the website of KFintech at https://ris.kfintech.com/clientservices/isc/isrforms.aspx.

    In case of queries, members are requested to write at einward.ris@kfintech.com or call at the toll-free number 1-800-309-4001.

12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificates; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR– 4, the format of which is available on the Company's website at https://india.gulfoilltd.com/investors/investor-information/forms-investors-service-request and on the website of the Company's Registrar and Share Transfer Agent, at https://ris.kfintech.com/clientservices/isc/isrforms.aspx. It may be noted that any service request can be processed only after the folio is KYC Compliant.

13. As per the provisions of Section 72 of the Act and SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://india.gulfoilltd.com/investors/investor-information/forms-investors-service-request. Members are requested to submit the said details to their Depository Particiant(s), in case, the shares are held by them in dematerialized form and to KFintech, in case, the shares are held in physical form.

14. The Board of Directors of the Company, at its meeting held on Thursday, February 6, 2025, has appointed Mr. A. Ravi Shankar (M. No.: FCS 5335, C. P. No.; 4318), Partner of M/s Ravi Subramanyam, Company Secretaries address: H. No.: 5-9-22/63/4/A, Ground Floor, Hill Fort Road, Near Birla Mandir, Adarsh Nagar, Hyderabad - 500063. Tel.: 040-23242325 Email: ravi@rscs.in, mail@rscs.in as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

15. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman or any Director of the Company or any person authorized by him. The results of the e-voting will be announced on or before **Friday, March 28, 2025** and will be displayed on the Company's website at https://india.gulfoilltd.com/investors/investor-information/stock-exchange-releases and the website of NSDL at https://www.evoting.nsdl.com. The results will also be simultaneously communicated to the stock exchanges, where the shares of the Company are listed, within two working days from the last date of voting i.e., on or before **Friday, March 28, 2025.**

16. The details of the process and manner for remote e-voting are explained hereinbelow:

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING (EVEN: 133118) ARE AS UNDER:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN-133118" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ravi@rscs.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@gulfoil.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@gulfoil.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other instructions:

i. For permanent registration of e-mail address, the members are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFIN Technologies Limited, Selenium Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, by following the due procedure.

ii. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFIN Technologies Limited to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.

iii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

iv. The Scrutinizer shall unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses who are not employed by the Company and prepare the scrutinizer's report of the votes cast in favor or against, if any, forthwith to the Chairman or any Director of the Company.

v. The results along with the Scrutinizer's Report(s) will be placed on the website of the Company at https://india.gulfoilltd.com/investors/investor-information/stock-exchange-releases.

ANNEXURE -1

EXPLANATORY STATEMENT TO THE RESOLUTION

STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE MATERIAL FACTS CONCERNING SPECIAL BUSINESS PROPOSED TO BE TRANSACTED PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS

Item No.: 1 - Appointment of Mr. Nirvik Singh (DIN: 01570572), as the Independent Director of the Company.

Under the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Articles of Association of the Company, the Board of Directors recommends the appointment of Mr. Nirvik Singh as the Independent Director on the Board of the Company. The Board believes that Mr. Nirvik Singh is an ideal candidate for the role, bringing over 30 years of experience in marketing, along with a solid understanding of corporate governance, risk management, and compliance. His extensive experience in the industry makes him well-equipped to contribute to the Company's strategic goals.

The Board is confident that Mr. Nirvik Singh's expertise will be instrumental in steering the Company through its next phase of growth. His ability to offer valuable strategic insights will be crucial as the Company continues to evolve.

Moreover, Mr. Nirvik Singh's appointment will add significant value to the Board's diversity, offering new perspectives and an independent viewpoint. This diversity is key to making well-rounded decisions and ensuring the Company remains flexible and proactive in a rapidly changing market. His **brief profile** is as under:

"After schooling at St Lawrence, Sanawar, Mr. Nirvik completed his initial degree from Calcutta University in 1985. He has attended Leadership and Executive programmes at both Harvard University and at Singularity University in Silicon Valley.

For over 35+ years, Mr. Nirvik has been a proven leader and trusted advisor in the marketing and advertising industry, developing some of the world's most iconic brands, transforming marketing models for success in a digital - first world and helping organisations become customer centric that helps drive growth.

Till 2024, he has been Global Chief Operating Officer and President, International Markets of Grey Group, which is part of the WPP Group. In this role, he had overseen all operation of Grey Group in Europe, Latin America, Middle East, Africa and Asia Pacific (35 offices / 3500 people). He has worked across five continents and various industry sectors and categories.

He has led several acquisitions done by the Grey Group in China, India, South Korea, Thailand, UAE, UK and South Africa. These acquisitions range from E- Commerce to Data, Shopper Marketing and Martech companies.

He began his career with Lipton India, a Unilever company. After 3 years – he moved to advertising and marketing communications. He was appointed CEO of Grey Group India at the age of 33 and led its transformation. Mr. Nirvik became Chief Operating Officer of Grey South Asia in 1997, expanding the network's reach to Sri Lanka, Pakistan, and Bangladesh and then appointed Chairman and CEO of Asia Pacific in 2010 and relocated to Singapore. In 2019, he was named Global COO and President International Markets.

Apart from his operating roles, Mr. Nirvik has served on various boards

- In 2024, he joined Hype Luxury (the World's largest aggregator in Luxury Mobility) as Chairman
- In 2013, he joined the board of Shoppers Stop Limited, the leading $800 mn market cap retail company, where he chaired the NRC. He is currently a Non- Executive Director.
- In 2020, Campaign Magazine named him as the Best Advertising CEO, Asia Pacific. The Internationalist – NYC - nominated him onto their 2014 Agency Innovators' list, and the Advertising Club Calcutta inducted him to their "Hall of Fame" in honour of his contribution to the Communications Industry in India.
- He has been awarded India's Bharat Nirman Rattan Award for outstanding individual achievements and distinguished services by the National Integration and Economic Council. In 2018, was awarded India's 'Hind Rattan Award' for influence / service to India by an NRI."

The proposed Director has consented to act as the Independent Director and has provided a declaration regarding his eligibility under the provisions of the Companies Act, 2013 and SEBI Listing Regulations. In the opinion of Board of Directors, Mr. Nirvik Singh fulfils the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations. The Board of Directors of the Company, at their meeting held on February 6, 2025, has approved the appointment of Mr. Nirvik Singh (DIN: 01570572) as an Additional Director in the capacity of Independent Director of the Company, subject to approval of shareholders of the Company.

Pursuant to Regulation 17 (1C) of the SEBI Listing Regulations, the appointment of any Director shall be subject to the approval of shareholders which shall be taken at the ensuing general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment of Mr. Nirvik Singh as an Independent Director requires the approval of members of the Company by passing a special resolution.

Accordingly, the approval of the members is sought for the appointment of Mr. Nirvik Singh as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from February 6, 2025 upto February 5, 2030 (both days inclusive) who shall be eligible for re-appointment for a second term of 5 (five) consecutive years thereafter.

Copy of the letter of appointment issued to Mr. Nirvik Singh setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to secretarial@gulfoil.co.in.

Except Mr. Nirvik Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relative(s) is/ are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

Details of Director seeking appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on General Meetings

Name	Mr. Nirvik Singh
Date of Birth/Age	August 23, 1963 / 61 Years
Date of Appointment	February 6, 2025
Director Identification Number	01570572
Nature of appointment	Independent Director
Qualification	He completed his initial degree from Calcutta University in 1985. Mr. Nirvik has attended Leadership and Executive programmes at both Harvard University and at Singularity University in Silicon Valley.
Experience and expertise in specific functional Area	Please refer brief profile as mentioned above.
Terms and conditions of appointment	From February 6, 2025 up to February 5, 2030 (both days inclusive) and shall be eligible for re-appointment for a second term of 5 (five) consecutive years thereafter.
Remuneration proposed to be paid	Mr. Nirvik Singh, Independent Director will be liable to be paid remuneration in the form of sitting fees for attending each meeting of the Board of Directors and Committee(s) thereof, reimbursement of travelling and out-of-pocket expenses incurred in relation to attending the meetings, and such other amount in the form of commission as may be recommended by the Nomination & Remuneration Committee/Board of Directors from time to time, within the maximum limits as approved by the shareholders of the Company.
Remuneration last drawn	Not Applicable
Date of appointment on the Board	February 6, 2025
Relationship with Directors and Key Managerial Personnel	Not related to any other Director/ Key Managerial Personnel
Attendance at the Board Meetings during the financial year 2024-25	One Board Meeting held on February 6, 2025.
Listed entities from which he has resigned in the past 3 (three) years	NIL
List of other Public Limited Companies (in India) in which Directorships are held as on date	Shoppers Stop Limited.
Chairmanship/ Membership of the Committees of other public limited companies as on date (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL
Shareholding in Gulf Oil Lubricants India Limited	NIL
Shareholding as a beneficial owner	NIL

By order of the Board of Directors,
For Gulf Oil Lubricants India Limited

Sd/-
Ashish Pandey
Company Secretary
M. No. FCS6078

Place : Mumbai
Date : February 6, 2025