

BOARD'S REPORT

Your Directors are pleased to present the 12th Annual Report and Audited Accounts for the financial year ended March 31, 2020.

1. Financial Results:

Particulars	₹ in Lakhs	
	For the Year ended March 31, 2020	For the Year ended March 31, 2019
Revenue from Operations	164,350.07	1,70,579.63
Profit before finance cost, depreciation & tax	32,207.64	31,259.25
Less: Finance Costs	2,483.17	1,515.55
Profit before depreciation & tax	29,724.47	29,743.70
Less: Depreciation/Amortisation	3,270.44	2,236.48
Profit Before Taxation	26,454.03	27,507.22
Taxation:		
Current Tax	6,625.26	8,836.74
Deferred Tax	(423.39)	892.25
Profit After Taxation	20,252.16	17,778.23
Balance brought forward from previous year	37,152.78	26,977.45
Impact of change in accounting policy on adoption of Ind-AS-116-Lease (net of tax)	(157.84)	-
Appropriations:		
Interim Dividend paid on Equity Shares	-	(2,240.88)
Dividend distribution Tax on Interim Dividend	-	(460.62)
Final Dividend paid on Equity Shares	(3,505.91)	(3,236.37)
Dividend distribution Tax on Final Dividend	(720.64)	(665.24)
Other Comprehensive Income (OCI)	(55.69)	0.21
Transfer to General Reserve	(1,000.00)	(1,000.00)
Balance Carried to Balance Sheet	51,964.86	37,152.78

Performance Highlights:

The Company has continued its growth trajectory by outperforming the industry and has delivered a Net Revenue growth of -3.65 %, EBITDA growth of 1.23 %, PBT growth of -3.83 % and PAT growth of 13.92% for the year over the last financial year.

Net revenues for the year 2019-20 was ₹ 1,64,350.07 lakhs ₹ 1,70,579.63 lakhs in the previous year), Profit before tax for the year 2019-20 was ₹ 26,454.03 lakhs ₹ 27,507.22 lakhs in the previous year). Profit after tax for the year was ₹ 20,252.16 lakhs (Previous year ₹ 17,778.23 lakhs) resulting in an Earnings Per Share (Basic) of ₹ 40.51 (Previous year ₹ 35.73).

Performance highlights are discussed in detail in the Management Discussion and Analysis and forming an integral part of this Report.

2. Dividend:

The Board of Directors of the Company had approved the Dividend Distribution Policy in line with Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy is separately provided as Annexure E forming an integral part of this Report and is also uploaded on the website of the Company at <http://www.gulfoilindia.com>.

The Board has recommended a final dividend of ₹ 7/- (Gross) per equity share (350% on the Face Value of ₹ 2/- per share) for the financial year 2019-20.

The final dividend of ₹ 3,507.40 lakhs, if approved by the Shareholders at the 12th Annual General Meeting (AGM), will be paid to all the Shareholders of the Company whose names appear on the Register of Members as on the date of the Book Closure.

The Board at their meeting held via video conferencing on April 09, 2020, had declared an Interim Dividend of ₹ 7/- (Gross) per equity share i.e. 350% of the Face Value of ₹ 2/- per equity share for the financial year 2019-20. The said Interim Dividend was paid to all eligible shareholders on April 30, 2020.

With this, the total dividend for the full year 2019-20 shall stand at ₹ 14/- per share (700% on Face Value of ₹ 2/- per share).

3. Transfer to Reserve:

During the year, Board has appropriated transfer of ₹ 1,000 lakhs to General Reserves. (Previous year ₹ 1,000 lakhs).

4. Share Capital:

During the year there has been an increase in the paid-up equity share capital due to allotment of shares to eligible employees under Gulf Oil Lubricants India Limited – Employee Stock Option Scheme–2015. The paid-up equity share capital of the Company as on March 31, 2020 was ₹ 1002.11 lakhs (previous year ₹ 995.95 lakhs). The authorised capital of the Company as on March 31, 2020 was ₹ 10,46,27,228 divided into 5,23,13,614 equity shares of ₹ 2/- each. There was no change in the authorised capital of the Company during the year.

5. Management Discussion and Analysis:

Management discussion and Analysis Report is provided separately, forming an integral part of the Annual Report.

6. Vigil Mechanism/Whistle-Blower Policy:

The Company has adopted Whistle-Blower and Vigil Mechanism policy for Directors and Employees of the Company. The Company has established a secured system to enable Directors and Employees to report their genuine concerns, generally impacting/ affecting business of our Company, including but not limited to improper or unethical behaviour/ misconduct/ actual or suspected frauds/ violation of Company's code of conduct. All protected disclosures concerning financial or accounting matters should be addressed, in writing, to the Chairperson of the Audit Committee of the Company for investigation.

In respect of all other protected disclosures, those concerning the Ombudsman and employees at the levels of senior Vice President and above should be addressed to the Chairperson of the Audit Committee of the Company and those concerning other employees should be addressed to the Ombudsman of the Company. The Ombudsman may refer the matter to the Chairperson of the Audit Committee depending upon the importance of the matter. Your Company hereby affirms that no Director or employee has been denied access to the Chairperson of the Audit Committee. During the year, no complaints were received under vigil mechanism.

7. Public Deposits:

The Company has not accepted any deposits during the year from the Public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

8. Research & Development:

Automobile sector today is going through very difficult period with migration to BS VI and global challenges including the pandemic of COVID-19. Our R&D Centre is designing market driven solution, futuristic lubricants and assisting in gaining new OEM business. It is staffed with well qualified, enthusiastic and experienced scientists and technologists for development of product formulations.

The Company is ready with lubricants required for BS VI emission norms after carrying out the field evaluation in various operating conditions and stringent duty cycles. The consumer benefit being our ultimate goal, our BS VI range of lubricants are designed to offer superior engine protection and extended oil drain intervals apart from after treatment compatibility for all the sectors. These lubricants are also tested for performance in existing fleet to ensure durability and superior performance of these backward compatible range of lubricants. Electric mobility in India is expected to make some inroads in the medium term and at R & D we are working on various opportunities that may come along with this entirely new segment. We wish to cater to this new consumer segment requiring specific transmission fluids, coolants & greases.

The Company continues to set trend by introducing advanced specification lubricant for commercial vehicles, passenger cars, motorcycles and scooters year after year. It adopts the new global products by optimising the formulations suiting to local engines and operating conditions based on local raw materials to ensure improved fuel economy while protecting the durability of engines/equipment to reduce the carbon footprint.

Working closely with various B2B customers and OEMs, we have established various customised products for varied applications. This includes Engine oil, Transmission oil, Greases, Hydraulic oils, Industrial lubricants, Metal working fluids etc.

9. Subsidiaries/ Joint Venture/ Associates:

The Company does not have any subsidiary/Joint Venture/ Associates as on March 31, 2020.

10. Human Resources/ Industrial Relations, ESOP Scheme:

Attracting, Enabling, Retaining & Developing the Talent has been the key cornerstone of the Human Resource Function at Gulf Oil. The Company drives its all Human

Capital interventions based on the Group Guiding principles & Brand values. Human Resources plays an important role in achieving the required Growth for the business through strong and well-structured HR processes such as Talent Acquisition, Training & Deployment, Compensation & Benefits (including the ESOP scheme) and Talent Development

We have a large diversified workforce spread across the locations. The company has put "Safety First" programme to promote safety practises across plant & non plant locations as the employee wellbeing & safety are extremely critical .

The investments into Training & Development (including the online, on-demand learning platform "GOLD" Academy (Gulf Oil Learning & development Academy) has helped the organisation to maintain its cutting edge. The strong brand equity has helped the company to attract & retain high quality talent for the organisation. Various engagement initiatives and continuous, open & transparent communication with employees has helped to maintain the employee morale. This is evident through higher retention rate & improved engagement levels.

The company has further strengthened its online performance management system - ASPIRE (Align, Strive, Perform, Inspire, Reward, Enable) to enable the employees to achieve superior performance."

Employees Stock Option Scheme:

During the year under review, your Company has allotted 3,08,438 equity shares under "Gulf Oil Lubricants India Limited- Employees Stock Option Scheme-2015" to eligible employees of the Company. During the year, the company granted 2,21,589 options. The total Stock Options outstanding as of March 31, 2020 are 4,45,984. The information as required under Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are disclosed on the website of the Company at weblink <http://www.gulfoilindia.com/investors/investor-information/investor-disclosures/>.

11. Prevention of Sexual Harassment Policy:

Your Company has adopted Prevention of Sexual Harassment (POSH) Policy. A separate Internal Complaints Committee has been constituted under the policy. No complaints were received under POSH during the year ended March 31, 2020. During the year, the Company continuously reached out to employees through awareness sessions with respect to the Company's Policy on prohibition of sexual harassment at workplace.

12. Policy on Director's appointment and remuneration and other details:

The Board has adopted a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy also lays down the criteria

for selection and appointment of Board members. The details of the policy are provided in the "Report on Corporate Governance" Annexure F to this Report. The web address of the policy is <http://www.gulfoilindia.com>.

13. Corporate Social Responsibility (CSR) Initiatives and Programs:

The Company has continued its Programmes under CSR initiatives in the area of water conservation, vocational training, education and promoting healthcare in and around its area of operations and local area at Silvassa, DNH and Ennore, Chennai. These projects are in accordance with schedule VII of the Companies Act, 2013 and Company's CSR policy. An Annual Report on CSR activities as required under Companies (Corporate Social Responsibilities Policy) Rules, 2014 is set out in Annexure A, forming part of this Report.

The Company instilled and guided by the values of our Group Founder, Shri. Parmanand Deepchand Hinduja's belief, "My dharma (duty) is to work, so that I can give". The Company is actively engaged in various Programmes under CSR during the year. The brief summary of the same is given below:

Safe Drinking Water ATM: The Company has established Safe Drinking Water ATM at Ennore, Chennai with the technical support from Sarvajal Piramal and Hinduja Foundation. Safe Drinking water shall be sold at 20 paise per liter to the villagers. The water ATM is equipped with Water shed building, purification equipment and borewell. Water ATM will have a recharge bore to recharge ground water using back splash water and roof top harvesting. The Company aims to be net Water Positive.

Mobile Medical Unit: Being a multi-year programme, the Company continued its support for mobile medical unit during the current year in the remote villages near Silvassa, DNH. This CSR project provides much needed free medical support to the tribal population residing in the villages near Silvassa. The programme is administered through "Rogi Kalyan Samiti" constituted under the direct supervision of Medical Officer Silvassa & Vinoba Bhawe Hospital, Silvassa. The state of the art medical facilities available to the villagers free of cost, in the mobile van which includes diagnostic facility, laboratory test, medicine dispensing.

Kushal Mechanic Program: The Company's initiative on vocational training known as "Kushal Mechanic Program" for two wheeler mechanics who are lacking in formal education and training has gained momentum. During the year, the Company continued training with the help of M/s. TVS Training Institute for imparting training for the benefit of mechanics based in southern part of India. Our association with MITCON Centre for CSR and Skill Development continued during the year. During the financial year more than 240 mechanics were benefited with this programme. This being a multi-year

programme, which will be further implemented in other regions in future.

Other Programs: Few other Programmes were undertaken during the year in the area of Community development.

14. Directors & Key Managerial Personnel:

The following are the changes in the Directorship during the period under review:

- (a) In accordance with the provisions of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, Mr. Shom A. Hinduja (DIN: 07128441) retires by rotation at the 12th Annual General Meeting of the Company and being eligible, offers his candidature for re-appointment as a Director.
- (b) Pursuant to the provisions of Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on February 11, 2020 had appointed Mr. Arvind Uppal (DIN: 00104992) as an Additional Independent Director for a term of five (5) years with effect from February 11, 2020, subject to the approval of shareholders at the 12th Annual General Meeting of the Company. The Independent Directors are not liable to retire by rotation.
- (c) Further, Mr. M. S. Ramachandran (DIN: 00943629) ceased to be a Director of the Company effective from February 26, 2020 on completion of his second term as an Independent Director.
- (d) Pursuant to the provisions of Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on March 19, 2020 had appointed Mrs. Manju Agarwal (DIN: 06921105) as an Additional Independent Director for a term of five (5) years with effect from March 19, 2020, subject to the approval of shareholders at the 12th Annual General Meeting of the Company. The Independent Directors are not liable to retire by rotation.
- (e) Moreover, Mrs. Kanchan Chitale (DIN: 00007267) resigned as a Director on the Board of the Company effective from March 19, 2020 due to personal reasons.

- (f) On recommendation and approval of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on June 4, 2020, re-appointed Mr. Ravi Chawla as Managing Director and Chief Executive Officer of the Company for a further period of 3 (three) years effective from June 6, 2020 and approved the terms of his re-appointment including the remuneration, subject to approval of the Members of the Company at the 12th AGM.

The Board places on record its deep appreciation and sincere thanks to our outgoing Directors, namely Mr. M S Ramachandran and Mrs. Kanchan Chitale, for their invaluable contributions to guide the company & management teams, to shape and achieve the vision for the company. During their tenure the company has benefitted from their steer, right through company's progressive journey over all these years, especially in the areas of business strategies, governance and social responsibilities.

The Company has received declaration from all its Directors as per Section 164 of the Companies Act, 2013 that they are not disqualified from being appointed as Directors of the Company.

The Independent Directors of the Company have submitted a declaration under Section 149(7) of the Act and as per Regulation 25(8) read with Regulation 16 of SEBI LODR Regulations that each of them meets the criteria of Independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Director during the year and further that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Independent Directors have also submitted a declaration that they have applied online for inclusion of their names in the data bank maintained by the institute. The terms and conditions of appointment of the Independent Directors are placed on the website of the Company at <http://www.gulfoilindia.com>.

The Board is of the opinion that the Independent Directors appointed during the financial year, possess the requisite qualifications, experience, expertise and hold the highest standards of integrity.

The resolutions seeking approval of the members of the Company for the re-appointment of Mr. Shom A. Hinduja (DIN: 07128441), Non-Executive Director, appointment of Mr. Arvind Uppal (DIN: 00104992), as an Independent Director, Mrs. Manju Agarwal (DIN: 06921105) as an Independent Director and re-appointment of Mr. Ravi Chawla (DIN: 02808474), Managing Director and Chief Executive Officer of the Company, have been

incorporated in the Notice of 12th Annual General Meeting of the Company along with their brief profiles.

The Company has also disclosed the Director's familiarisation programme on its website at <https://www.gulfoilindia.com/>.

During the year, the Non-Executive Directors (including Independent Directors) of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for attending meetings of the Company.

Key Managerial Personnel:

The following persons have been continued as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with rules framed thereunder: 1) Mr. Ravi Chawla, Managing Director 2) Mr. Manish Kumar Gangwal, Chief Financial Officer and 3) Mr. Vinayak Joshi, Company Secretary and Compliance Officer.

None of the Key Managerial Personnel have resigned during the year under review.

Composition of Committees:

The composition of all the committees have been detailed in Corporate Governance Report, Annexure F to this Report and is also disclosed on the website of the Company at <http://www.gulfoilindia.com>.

15. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, a Board evaluation process was completed through a process of structured questionnaire and taking into consideration various aspects of the Board's functioning, composition, culture, obligation and governance. The criteria for performance evaluation have been detailed in Corporate Governance Report, Annexure F to this Report and is also uploaded on the website of the Company at <http://www.gulfoilindia.com>. The Board of Directors expressed their satisfaction with the evaluation process.

16. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as required pursuant to Section 134(3) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 is given in Annexure B and forming an integral part of this Report.

17. Business Responsibility Report:

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Business Responsibility Report is provided separately in the Annexure C and forms an integral part of this Report.

18. Information on Stock Exchanges:

The Company's equity shares are listed on BSE Limited (Designated Exchange) and The National Stock Exchange of India Limited.

19. Extract of Annual Return:

The details of extracts of Annual Return in Form MGT- 9, as required under Section 92 of the Companies Act, 2013 are enclosed as Annexure D and forming an integral part of this Report. The same is also available on Company's website <http://www.gulfoilindia.com>.

20. Corporate Governance:

As per SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, a Report on Corporate Governance is given separately in Annexure F forming an integral part of this Report, together with compliance certificate issued by Practicing Company Secretary.

21. Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013:

The details of Loan, Guarantees and Investments outstanding as on March 31, 2020 under Section 186(4) of the Companies Act, 2013 are provided in Notes 4, 5, 12 and 39 to the Financial Statements.

22. Material Changes and Commitments affecting the financial position of the Company which have occurred between March 31, 2020 and the date of this Report:

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (March 31, 2020) and the date of this Report. Further, there was no change in the business of the Company during the Financial Year 2019-20.

23. Impact of COVID-19 Pandemic:

The Novel Coronavirus (COVID-19), a Global Pandemic, has significantly affected the social and economic activities worldwide including India and as a result, affected the operations and results of the Company towards the end of the year. Management has since then, taken all the necessary measures from time to time to comply with the directions issued by the local and state government authorities to prevent and contain the spread of coronavirus including temporary shut-down of its plants, offices and depots during the lockdown period. The Company has resumed operations across its both plants and all warehouses in a phased manner as per the directives and approvals received from the respective local/government authorities.

The Company has made detailed assessment of its liquidity position for a period of at least one year from the balance sheet date, of the recoverability and carrying values of its assets comprising property, plant and equipment, Intangible assets, Trade Receivables, Inventory, other current and non-current assets and ability to pay its liabilities as they become due and effectiveness of internal financial controls at the balance sheet date, and has concluded that there are no material impact or adjustments required in the financial statements for the year ended March 31, 2020.

However, the impact assessment of COVID-19 is a continuing process and accordingly the impact may be different from that estimated as at the date of approval of these financial statements. The Company will continue to monitor any material changes to future economic conditions.

24. Risk Management Policy:

In compliance with Regulation 21 of the SEBI Listing Regulations, the Risk Management Committee comprises of Mr. Arvind Uppal, Non-Executive Independent Director (appointed as member w.e.f. February 11, 2020 and re-designated as Chairman of the committee w.e.f. February 26, 2020), Mr. Shom A. Hinduja, Director (Member), Mr. Ravi Chawla, Managing Director (Member) and Mr. Manish Kumar Gangwal, Chief Financial Officer (Member). Mr. M. S. Ramachandran ceased to be the Chairman of the Committee w.e.f. February 26, 2020. The Risk Management Committee has reviewed the Risk Management Policy and has implemented an integrated risk management approach through which it reviews and assesses significant risks on regular basis to ensure that a robust system of risk controls and mitigation is in place. Senior management periodically reviews this risk management framework to keep updated and addresses emerging challenges. Risk Management framework followed by the Company is elaborately detailed in the Management Discussion and Analysis section, forming an integral part of this Report.

25. Internal Control Systems and their adequacy:

The Company has well defined and adequate internal control system, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations. During the year, Internal Financial Controls (IFC) testing process was done in order to review adequacy and strength of IFC followed by the Company. As per the assessment, no major concerns and no reportable material weaknesses in the design or operation were observed. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such

systems were adequate and operating effectively. The details of internal control system and adequacy are mentioned in the Management Discussion and Analysis section, forming an integral part of this Report.

26. Meetings:

Six meetings of the Board of Directors were held during the year. The details of number of meetings of the Board held during the financial year 2019-20 are provided in Corporate Governance Report Annexure F which forms an integral part of this Report.

27. Transactions with Related Parties:

The policy on Related party transactions as approved by the Audit Committee and Board of Directors has been uploaded on the website of the Company, <http://www.gulfoilindia.com>. The transactions entered into pursuant to omnibus approval were placed before the Audit Committee and Board on quarterly basis.

Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 there were no new material transactions, contracts or arrangements entered with Related Party as on March 31, 2020. None of the Independent Directors have any pecuniary relationship or transactions vis-à-vis the Company except sitting fees, commission as per Companies Act, 2013. A statement showing Related Party Transactions entered during the year is given under Note 46 to the Financial Statements.

28. Significant and Material Orders passed by the Regulators or Courts or Tribunals:

There were no significant and material orders passed by the Regulators/ Courts/ Tribunals that would impact the going concern status of the Company and its future operations.

29. Directors Responsibility Statement:

Pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm that:

- (a) in the preparation of the annual financial statements for the year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Board have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the financial year ended March 31, 2020;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in

accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) the annual financial statement for the year ended March 31, 2020 have been prepared on a going concern basis; and
- (e) the Board have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Board have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

30. Auditors & Audit Report:

(a) Statutory Auditor:

M/s. Price Waterhouse LLP, Chartered Accountants (FRN: 301112E/E300264) were re-appointed as statutory auditors of the Company to hold office till the conclusion of the 16th Annual General Meeting of the Company. As required under Section 139 and 141 of Companies Act, 2013, the Company has obtained a written consent from the statutory auditors to their continuous appointment and a certificate from them to the extent that their existing appointment is in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder.

The Auditor's Report to the shareholders on standalone financials for the year ended March 31, 2020 does not contain any qualification, observation or adverse comments. During the year under review, the Auditors of the Company have not reported any fraud under Section 143(12) of the Companies Act, 2013.

(b) Cost Auditor:

As per the requirements of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records relating to Lubricants business and accordingly such accounts and records are made and maintained by the Company.

The Board, on recommendation of Audit Committee, has appointed M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No. 000030), as Cost Auditors of the Company to audit the cost records of the Company for the financial year 2020-21 for a remuneration of ₹ 3,25,000/- (Rupees Three lakhs Twenty-five thousands only) plus taxes as applicable and reimbursement of out of pocket

expenses. As required, under the Companies Act, 2013, a resolution seeking members approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the 12th Annual General Meeting of the Company. There are no audit qualifications or reservations or adverse comments for the year under review.

(c) Secretarial Auditor:

Pursuant to Section 204 of the Companies Act, 2013 and Rules made thereunder, the Company has appointed M/s. BS & Company, Company Secretaries LLP (Firm Registration No. AAE-0638.) to carry out secretarial Audit of the Company. The secretarial audit Report is enclosed as Annexure H and forming an integral part of this Report. There are no audit qualifications or reservations or adverse comments for the year under review.

Pursuant to regulation 24(A) of SEBI Listing regulations, the Company has obtained Annual Secretarial Compliance Report from M/s. JMJA & Associates LLP, Company Secretary in practice, Mumbai and the same has been filed with the Stock Exchanges (BSE and NSE) in prescribed time limit. The Annual Secretarial Compliance Report does not contain any remarks or observations. Further, during the year, your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

31. Particulars of Employees and related disclosures:

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the separate Annexure G forming part of the Board's Report.

Having regard to the provisions of Section 136(1), the Annual Report excluding the statement of top ten employees in terms of remuneration drawn and particulars of employees (under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is being sent to the members of the Company. A copy of the said statement is available for inspection through electronic mode and any member interested in obtaining such copy, may write to the Company Secretary and the same will be furnished without any fee and free of cost.

32. Transfers to the Investor Education and Protection Fund (IEPF):

Pursuant to Section 124 and 125 of the Companies Act, 2013 read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and including any amendments thereto, any money transferred to the Unpaid Dividend

Account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to IEPF, established by the Government of India. Further, all the shares in respect of which dividend remains unpaid or unclaimed for a period of seven consecutive years or more from the date of transfer to Unpaid Dividend Account shall also be transferred to IEPF. The Company has not completed 7 years towards any of its unpaid dividend accounts yet. Further, unclaimed dividends have been hosted on the website of the Company at <https://www.gulfoilindia.com/investors/investor-information/unpaid-dividend/> and the shareholders are requested to claim their unpaid dividends/unclaimed shares to avoid transfer of the same to IEPF Authority. For the further details kindly refer the "Report on Corporate Governance" as Annexure F to this Report.

33. Acknowledgement:

Your Directors would like to acknowledge and place on record their sincere appreciation to all stakeholders of the Company viz. various Government and other statutory bodies, customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year and also the valuable assistance and advice received from all the stakeholders including Hinduja Group. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board

Sanjay G. Hinduja
Chairman
(DIN: 00291692)

Place: London
Date: August 12, 2020