



Gulf Oil Lubricants India Limited

(formerly known as "Hindustan Infrastructure Limited")

Corporate Office

IN Centre, 49/50, MIDC,
12th Road, Andheri (E),
Mumbai - 400 093. India.
T +91 - 22 - 6648 7777
F +91 - 22 - 2824 8232/33
E info@gulfoil.co.in
W www.gulfoilindia.com
CIN: L23203TG2008PLC060190

DECLARATION OF RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING) ANNOUNCED ON MAY 13, 2015

Pursuant to Section 110 read with Companies (Management and Administration) Rules, 2014 of the Companies Act 2013 consent of the Members was requested by means of voting by Postal Ballot, vide Postal Ballot Notice dated February 5, 2015 ("Notice").

The said Notice containing the Special/Ordinary resolutions together with the Explanatory Statement stating all material facts and reasons for the proposals was dispatched to all the Members of the Company. The Company had appointed Mr. A. Ravi Shankar, Partner M/s Ravi & Subramanyam, Company Secretaries as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The last date for casting of votes through E-voting and to receive the Postal Ballot Form, duly completed and signed by the Members was May 8, 2015 before 5.00 p.m. After completion of scrutiny of e-voting and the Ballot papers, the Scrutinizer has submitted his report dated 13th May, 2015 and based on the Scrutinizer's report dated 13th May, 2015, the following results were announced today.

Result of voting conducted through Postal Ballot on the Resolutions provided in the Notice are as briefed below:

ITEM NO.	PARTICULARS	TOTAL NO. OF VOTES RECEIVED	LESS: NO. OF INVALID VOTES	NET NO. OF VOTES CAST IN FAVOUR OF THE RESOLUTION	NET NO. OF VOTES CAST AGAINST THE RESOLUTION
1	Special Resolution for shifting of registered office of the Company from State of Telangana to State of Maharashtra	39953993	5706	39948039	248
2	Special Resolution for appointment of Mr. Ravi Chawla as Managing Director of the Company	39953994	5787	39947913	294
3	Ordinary Resolution for increase of Authorized Share Capital of the Company	39953991	5777	39046333	901881
4.	Special Resolution for alteration of Capital Clause of Memorandum of Association of the Company	39953993	5781	39040145	908067



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5.	Special Resolution for alteration of Capital Clause of Articles of Association of the Company	39953992	5781	39040231	907980
6.	Special Resolution for approval of Gulf Oil Lubricants India Ltd - Employee Stock Option Scheme - 2015	39953993	5902	38479433	1468658
7.	Special Resolution for extension of Gulf Oil Lubricants India Ltd - Employee Stock Option Scheme - 2015 to holding / subsidiaries / associates companies	39953994	5787	38479417	1468790

Accordingly, all the Seven (7) resolutions as mentioned in the Postal Ballot Notice dated 5th February, 2015 and mentioned aforesaid have been approved by the Members of the Company with requisite majority.

As required under Rule 22(13) of the Companies (Management and Administration) Rules, 2014, enclosed herewith a copy of Scrutinizer's Report.

Thanking you

For Gulf Oil Lubricants India Limited

Mrs. Kanchan Chitale
Director
DIN : 00007267



Place: Mumbai
Date: 13.05.2015

Dated: May 13, 2015

To,
Mrs. Kanchan Chitale, Director
Gulf Oil Lubricants Limited

Dear Sir,

RE: SCRUTINIZER'S REPORT

I, A. Ravi Shankar, Partner of M/s. Ravi & Subramanyam, Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Gulf Oil Lubricants Limited ("GOCL" or "the Company") for scrutinizing the postal ballot process (including e-voting) to seek approval of the Members on the resolution as mentioned in the Postal Ballot Notice dated February 5, 2015 ("Notice") and wish to submit my report as hereunder:

1. The Company has appointed M/s Karvy Computershare Private Limited ("Karvy") to provide e-voting facility to its Members.
2. During the period April 5 to April 8, 2015, the Notice (including postal ballot form and business reply postage prepaid envelope) was dispatched to all members whose names appeared on the Register of Members as on March 20, 2015 by registered post. A public notice to that effect was also released in Business Standard (English) and in Andhra Bhoomi newspapers (Regional Language) on April 10, 2015.
3. The voting period (e-voting as well as postal ballot) commenced on April 9, 2015 from 10.00 A.M. and concluded on May 8, 2015 at 5.00 P.M.
4. Voting rights of the Members have been reckoned in proportion to their shares of the paid up equity share capital of the Company as on March 20, 2015.
5. Particulars of all the postal ballot forms received from the Members at address provided in the self-addressed postage prepaid business reply envelope up to the cut off time i.e. May 8, 2015 by 5.00 P.M. have been entered in a register separately maintained for this purpose and were considered for the purpose of scrutiny.
6. The votes cast through e-voting upto May 8, 2015 till 5.00 P.M. were downloaded from Karvy's website and unblocked at 6.00 P.M. on May 8, 2015 in presence of two witnesses Mr. C. Nagaraju and Ms. Meena residing at Hyderabad who are not in employment of the Company.



7. The names of the Members, their shareholding and specimen signatures on the postal Ballot forms have been verified with the data and specimen signature records as maintained by Karvy Computershare Private Limited, Registrar and Transfer Agent (RTA) /as provided by the Depositories.
8. In respect of Members who have been exercised their voting rights through both postal ballot and e-voting, the votes cast through e-voting have been considered as valid.
9. NIL envelopes containing postal ballot forms were received after 5.00 P.M. on May 8, 2015 which were not considered for scrutiny and the same have been kept separately.
10. 2,870 envelopes containing postal ballot forms, returned undelivered by the postal authorities, were also not opened and the same have been kept separately.
11. I have not found any mutilated postal ballot forms.
12. In general and for your information, I carried out such scrutiny as I considered necessary for the purpose of Postal Ballot including e-voting.

Based on the above, I have compiled the results of the voting by postal ballot / e-voting in respect of following resolutions:

1. **Special Resolution for shifting of registered office of the Company from State of Telangana to State of Maharashtra:**

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	196	69	32311	39921682
Less: Invalid / votes	22	1	756	4950
Total Number of Valid votes	174	68	31555	39916732

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	154	31309	
Votes received through e-voting	67	39916730	



Total	221	39948039	99.9994
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Voted AGAINST the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	20	246	
Votes received through e-voting	1	2	
Total	21	248	0.0006

2. Special Resolution ratifying appointment of Mr. Ravi Chawla as Managing Director of the Company:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	196	69	32311	39921683
Less: Invalid / Abstain votes	26	2	817	4970
Total Number of Valid votes	170	67	31494	39916713

Voted in FAVOUR of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favor of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	160	31200	
Votes received through e-voting	67	39916713	
Total	227	39947913	99.9993

Voted AGAINST the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	10	294	
Votes received through e-voting	-	-	
Total	10	294	0.0007



3. Ordinary Resolution for increase of Authorized Share Capital of the Company:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	196	69	32311	39921680
Less: Invalid / Abstain votes	27	1	827	4950
Total Number of Valid votes	169	68	31484	39916730

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favor of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	165	31436	
Votes received through e-voting	59	39014897	
Total	224	39046333	97.7424

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	4	48	
Votes received through e-voting	9	901833	
Total	13	901881	2.2576

4. Special Resolution for alteration of Capital Clause of Memorandum of Association of the Company:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	196	69	32311	39921682
Less: Invalid / Abstain votes	27	1	831	4950
Total Number of Valid votes	169	68	31480	39916732



Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	161	31294	
Votes received through e-voting	58	39008851	
Total	219	39040145	97.7269

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	8	186	
Votes received through e-voting	10	907881	
Total	18	908067	2.2731

5. **Special Resolution for alteration of Capital Clause of Articles of Association of the Company:**

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	196	69	32311	39921681
Less: Invalid votes	27	1	831	4950
Total Number of Valid votes	169	68	31480	39916731

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	159	31381	
Votes received through e-voting	58	39008850	
Total	217	39040231	97.7271



Voted AGAINST the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	10	99	
Votes received through e-voting	10	907881	
Total	20	907980	2.2729

6. Special Resolution for approval of Gulf Oil Lubricants India Ltd - Employee Stock Option Scheme - 2015:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	196	69	32311	39921682
Less: Invalid / Abstain votes	26	2	932	4970
Total Number of Valid votes	170	67	31379	39916712

Voted in FAVOUR of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	159	31165	
Votes received through e-voting	55	38448268	
Total	214	38479433	96.3236

Voted AGAINST the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	11	214	
Votes received through e-voting	12	1468444	
Total	23	1468658	3.6764



7. Special Resolution for extension of Gulf Oil Lubricants India Ltd - Employee Stock Option Scheme - 2015 to holding / subsidiaries / associates companies:

Particulars	No. of Ballots		No. of equity shares	
	Postal Ballot	E-voting	Postal Ballot	E-voting
Total Numbers of Members voted	196	69	32311	39921683
Less: Invalid / Abstain votes	26	2	817	4970
Total Number of Valid votes	170	67	31494	39916713

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	157	31157	
Votes received through e-voting	54	38448260	
Total	211	38479417	96.3233

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Votes received through physical Postal Ballot forms	13	337	
Votes received through e-voting	13	1468453	
Total	26	1468790	3.6767

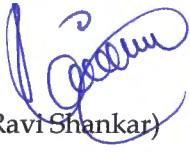
Based on the foregoing, all the resolutions No. 1 to 7 as outlined hereinabove may be considered as carried by the requisite majority of Members under the applicable provisions of the Companies Act, 2013.

The relevant records relating to postal ballot and all other papers including voting by electronic means shall be under my safe custody till the Chairman / Director



considers, approves and signs the minutes and thereafter the same shall be handed over to the authorized person.

For Ravi & Subramanyam
Company Secretaries



(A. Ravi Shankar)
Partner
FCS No. 5335
C.P No: 4318

Place: Mumbai
Date: May 13, 2015

