Gulf Oil Corporation Limited

Corporate office

Kukatpally, Post Bag No. 1, Sanathnagar (IE) P O
Hyderabad 500018., Telangana, India.
CIN: L24292AP1961PLC000876

T : +91 (40) 23810671-9
F : +91 (40) 23813860, 23700747
E : info@gulfoilcorp.com
W: http://www.gulfoilcorp.com
NEW CIN: L24292TG1961PLC000876

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange pursuant to Clause 31(a) of the Listing Agreement

1.	Name of the Company	Gulf Oil Corporation Limited
2.	Annual financial statements for the year ended	31st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not applicable
5.	To be signed by –	
	For Deloitte Haskins & Sells Chartered Accountants ICAI Registration No.008072S Ganesh Balakrishnan Partner Membership No. 201193 Auditor of the Company Secunderabad, 27th August, 2015	Ravi Jain Chief Financial Officer Subhas Pramanik Managing Director Ms.Kanchan Chitale Audit Committee Chairperson

REALTY

MINING & INFRASTRUCTURE

ENERGETICS

54th ANNUAL REPORT 2015

Gulf Oil Corporation Limited

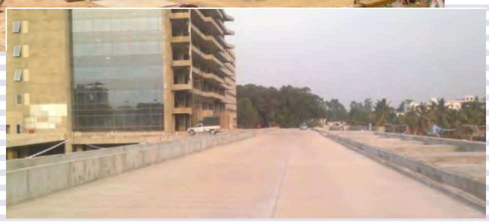
HINDUJA GROUP

EVENTS OF THE YEAR

Annual Safety Day celebrations at Hyderabad Works

Work in progress at Tata Steel's iron ore mine at Noamundi, Jharkhand

Infrastructure work for a Power project at Visakhapatnam

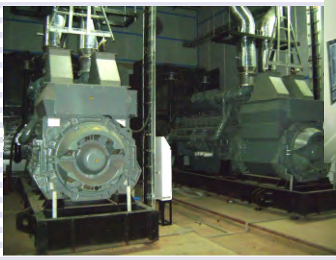


Elevated road work completed in the 40 acres Ecopolis (SEZ) at Yelahanka, Bengaluru

Ecopolis at Yelahanka, Bengaluru

General layout showing Blocks 3A & 3B and Multi - Level car Park

Expressway view of Block 3



Common infrastructure and Backup power facilities installed

Landscaping work near completion

9 storey Multi level car parking

Cooling and ventilation systems

Gulf Oil Corporation Limited

FIFTY FOURTH ANNUAL REPORT 2014 - 2015

Board of Directors
(as on August 7, 2015)

Ajay P Hinduja
Chairman

Sanjay G Hinduja
Chairman *(upto 25th September, 2014)*

Ramkrishan P Hinduja
Vice-Chairman

K N Venkatasubramanian
Independent Director

M. S. Ramachandran
Independent Director

Ashok Kini
Independent Director

Ms. Kanchan Chitale
Independent Director

Subhas Pramanik
Managing Director

Prakash Shah *(upto 7th August, 2015)*
Independent Director

Ms. Vinoo S Hinduja *(upto 29th October, 2014)*

V.Ramesh Rao *(upto 11th August, 2014)*

K.C.Samdani *(upto29th October, 2014)*
(Alternate to Vinoo S Hinduja)

Chairman Emeritus
Sanjay G Hinduja

Registered Office
Kukatpally, Hyderabad - 500 072, Telangana

Company Identification Number (CIN)
L24292TG1961PLC000876

Key Managerial Personnel
Ravi Jain
Chief Financial Officer
A.Satyanarayana
Company Secretary

Executive Team

Corporate
V. Satish Kumar *Vice President (Internal Audit)*
P. Divakaran *General Manager (Finance)*
R. S. Deshmukh *General Manager (Legal)*

Energetics Division
A.M. Kazmi *Chief Operating Officer*
Ch.V. Murali Krishna *Sr. General Manager (Hyderabad Works)*
S. L. J. Jachuck *General Manager (SCM)*

Mining & Infrastructure
T.T. Das *Associate Vice President*

Board Committees

Audit Committee
Ms. Kanchan Chitale	Chairman
K N Venkatasubramanian	Member
Ashok Kini	Member

Stakeholders' Relationship Committee
Ashok Kini	Chairman
V.Ramesh Rao *(upto 11th August, 2014)*	Chairman
Subhas Pramanik	Member

Nomination and Remuneration Committee
Prakash Shah	Chairman
Ajay P Hinduja *(from 25th September, 2014)*	Member
Sanjay G Hinduja *(upto 25th September, 2014)*	Member
M.S.Ramachandran	Member
Ms. Kanchan Chitale	Member

Corporate Social Responsibility Committee
Prakash Shah	Chairman
Ajay P Hinduja *(from 25th September, 2014)*	Member
Sanjay G Hinduja *(upto 25th September, 2014)*	Member
K.N.Venkatasubramanian	Member

Investment Appraisal & Project Review Committee
M.S.Ramachandran	Chairman
Ashok Kini	Member
Ms. Vinoo S Hinduja *(upto 29th October, 2014)*	Member

Safety Review Committee
M.S.Ramachandran	Chairman
V.Ramesh Rao *(upto 11th August, 2014)*	Chairman
K.N.Venkatasubramanian	Member
Ashok Kini	Member

Auditors
Deloitte Haskins & Sells,
Chartered Accountants, Secunderabad

Dhananjay V. Joshi & Associates,
Cost Accountants, Pune (Cost Auditors)

BS & Co.,
Company Secretaries, Hyderabad(Secretarial Auditors)

Bankers to the Company
State Bank of India
State Bank of Hyderabad
IDBI Bank Limited

Registrar & Share Transfer Agents (RTA)
Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot No 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad - 500 032

Annual General Meeting (AGM) details
Wednesday, September 23, 2015 at 2.30 p.m.
Venue: Hyder Mahal, Hotel ITC Kakatiya,
Begumpet, Hyderabad-500016

Book Closure Period (for Dividend (100%) and AGM)
From September 17, 2015 to September 23, 2015
(both days inclusive)

CONTENTS

A TEN YEAR REVIEW

(₹ in Lakhs)

Year	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
INCOME & DIVIDENDS										
Turnover	**11610.24**	110022.39	108195.16	100930.40	100102.35	106565.94	99588.84	83321.52	66865.64	50724.65
Profit Before Tax	**4187.16**	7882.62	7321.72	7031.23	6702.03	5430.23	3875.41	2970.60	3183.37	2543.43
Profit After Tax	**3068.16**	5833.62	5298.62	6211.23	5419.03	4507.23	2904.38	2513.17	2300.59	2278.60
Profit After Tax as a percentage of Sales	**26.43%**	5.30%	4.90%	6.15%	5.41%	4.23%	2.92%	3.02%	3.44%	4.49%
Earnings Per Share (₹)	**6.19 #**	5.88 #	5.34 #	6.26 #	6.11 #	6.06 #	3.91 #	3.42 #	16.58	16.43
Dividend per fully paid Equity Share (₹)	**2.00 #**	2.50 #	2.20 #	2.20 #	2.00 #	1.80 #	1.70 #	1.50 #	7.50	7.00
Dividend	**991.45**	2478.62	2181.19	2181.19	1982.90	1338.46	1264.10	1115.38	1115.38	971.02

Year	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
CAPITAL EMPLOYED										
Net Fixed Assets	**96033.45**	100219.56	101213.49	101877.61	43011.36	58103.87	60676.59	200424.32	15647.14	11367.26
Net Working Capital	**2683.25**	27711.92	32023.67	26850.55	10230.27	11388.15	17835.12	22592.43	14451.81	9597.43
Other Assets	**3058.78**	3379.71	5549.18	5530.73	8768.26	3204.01	3595.94	6992.93	7980.24	5278.71
Total Capital Employed	**101775.48**	131311.19	138786.34	134258.90	62009.89	72696.03	82107.65	230009.68	38079.19	26243.40

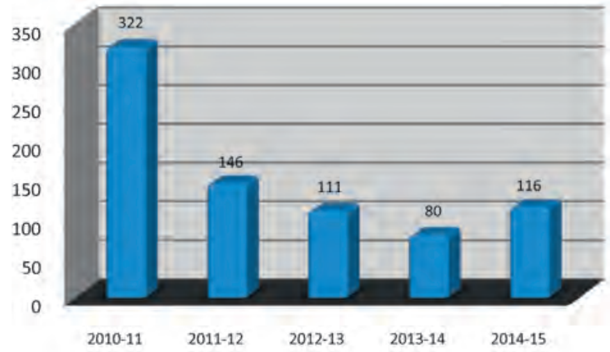
Year	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
NETWORTH & LOANS										
Shareholders' Funds:										
Capital	**991.45**	1982.90	1982.90	1982.90	1982.90	1487.17	1487.17	1487.17	1387.17	1387.17
Reserves	**99756.66**	111396.38	108462.62	105715.88	42297.79	40789.77	39794.17	203901.39	14388.71	13393.06
Tangible Networth	**100748.11**	113379.28	110445.52	107698.78	44280.69	42276.94	41281.34	204717.18	15237.06	14284.78
Secured Loans	**935.51**	5035.57	9815.49	8457.85	10204.43	17074.51	17122.63	13457.72	15547.27	8147.69
Unsecured Loans	**91.86**	12896.37	18523.33	18102.28	7524.77	13344.58	23703.68	11163.40	6251.04	2810.48
Debt Equity	**0.01**	0.16	0.26	0.25	0.40	0.72	0.99	0.12	1.43	0.77
No. of Shareholders at year end	**54607**	60839	64291	65289	66661	61276	59476	56218	43790	43840

Note : Sales figure includes Excise Duty

Equity Shares of face value of ₹ 2 each

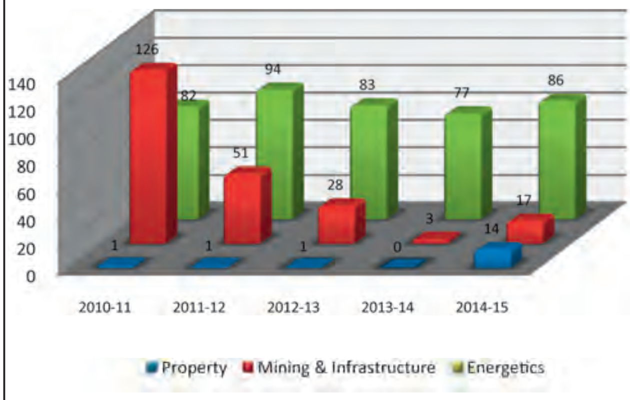
Turnover

(₹ Crores)



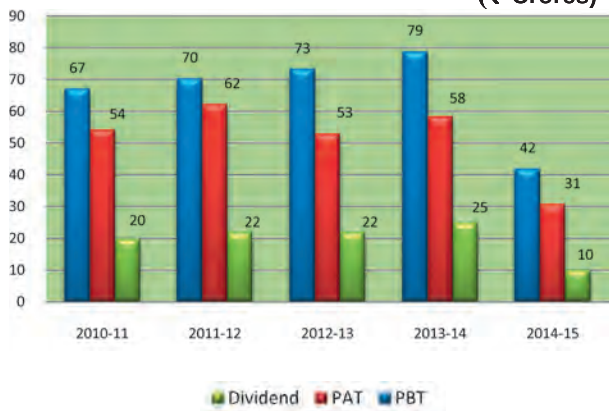
Segment-wise Turnover

(₹ Crores)



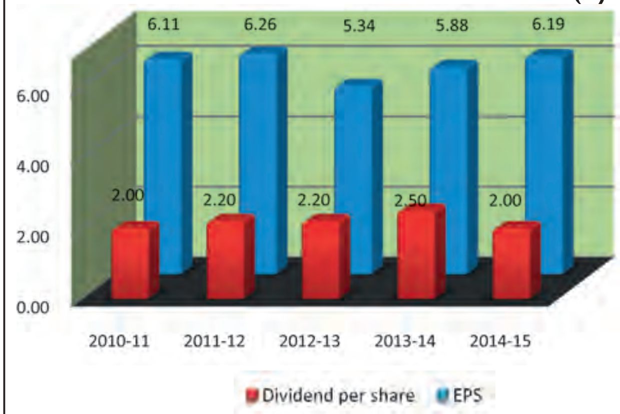
PBT, PAT and Dividend Pay out

(₹ Crores)

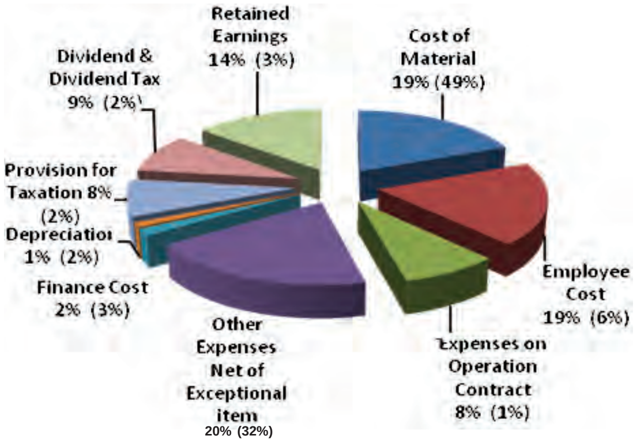


Dividend per share and EPS

(₹)

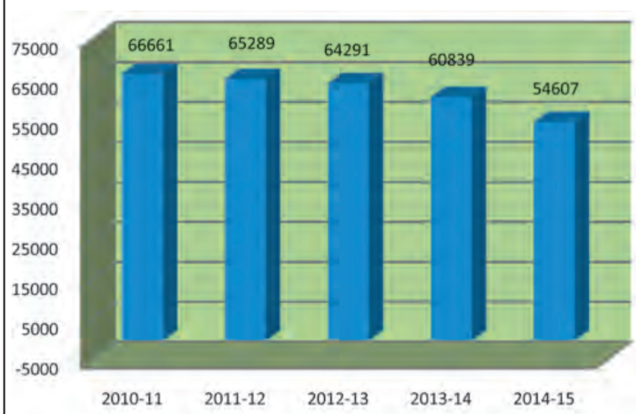


Disposal of Revenue - F 2015



( ) Indicates previous year figures[include Lubes]

Number of Shareholders



Chairman's Letter

Dear Shareholders,

On behalf of the Board of Directors and on my own behalf I welcome you all to the 54th Annual General Meeting of your Company. Your continued trust, encouragement and support are what gave us energy, enthusiasm, confidence and motivation to continuously strive for growth and improvement of the business of the Company.

This is the first year of operations of the Company post the demerger of the Lubricants Division into a separate listed Company. We are happy to note that the Demerger proved to be a very big value enhancer to the Shareholders, which is reflected in the almost doubling of the combined market value of the two Companies.

The election of a new Government in India has had a positive impact on the business environment. After a spell of sluggish growth, the Indian Economy has recorded a growth rate of 7.3% during 2014-15. Added to this, the inflation has come down to moderate levels with the international prices of crude oil gaining support at around $ 50 per barrel from the peak of $115 per barrel, India's fuel imports at current prices would help to maintain the stability of the economy. The monsoons, moreover, are likely to be normal to good over most parts of India will benefit the agriculture sector's contribution to the overall growth. In addition, there are positive factors – the fiscal deficit is coming down; project approval bottlenecks have been cleared to a large extent; mining licenses have been allotted / re-allotted on reverse-auction basis. However, general corporate performance has not kept pace with the overall economic stabilisation. The Mining industry in particular, was affected due to various reasons mainly on account of legal and regulatory issues. The downturn in global demand for iron ore and other metals is likely to affect the export potential of the mining industry for some more time.

Energetics and Explosives Businesses

The Energetics Division manufactures Detonators, mining accessories, high energy materials and precision devices for defense and space. The combined businesses along with exports to the Middle East picking up, reflected in enhanced turnover and profit. The Special Products Group which supplies special purpose devices for Defense / Space applications, were able to obtain more business with new products developed by its R&D teams. It is a promising area for future growth.

The availability of power in India is improving, but demand continues to outstrip supply. The energy demand is expected to grow at 5% pa with 40% of the energy requirement met by coal. The Power sector, which depends mostly on coal, is a thrust area for the Union and State Governments. With State Governments promising uninterrupted power to the consumers and the exponential increase in digitalisation, demand for power and consequently for the energetics and explosives products is increasing at a steady pace.

The Energetics Division of the Company and also its wholly owned subsidiary, IDL Explosives Limited, has been in an innovation mode for the last 2 years. Several new products and processes have been developed and commercialised.

The Company and its wholly owned subsidiary, IDL Explosives Ltd. have geared up for meeting the increased demand for the mining and infrastructure sectors.

Mining & Infrastructure Divisions

Mining & Infrastructure Division engaged in contract mining and infrastructure projects. After a few years of slump, project implementation was commenced during the year. In the background of weak trends in mining and infra business over the last few years, the Division is cautiously taking up new projects on a selective basis by utilizing the available idle machinery and equipment.

The Government has recently allotted / re-allotted 28 coal blocks which were earlier cancelled by the Supreme Court. However, due to state level consents through e-auction to operate, being under hold / under process only 7 are operational. Apart from coal mining, the Division foresees very good prospects in iron ore, limestone and bauxite mining. With over a decade of experience in contract mining, the Division looks forward to major opportunities as a Mine Developer and Operator (MDO).

Iron ore, a key input in steel making, is expected to benefit from increased demand in India as a result of pent up demand from the infrastructure sector and also consumer durables, automotives and industrial investments. The Government's target to increase steel production to 300 million tonnes by 2025 to match India's growing needs would give further impetus to the business of this Division.

Realty Division

Currently, the construction of 14.54 lakhs sq.ft 'Ecopolis' comprising of one Main Building plus a Multi-Level Car Park at Yelahanka, Bengaluru has been completed. In the meanwhile, regulatory changes are expected as regards the SEZ sector and hence the Company is evaluating the relative advantages of the options available for realizing better revenues from the property. Work on the second SEZ block is progressing steadily inspite of a delay in commencement of the revenue streams, from first completed building.

The real estate markets have been sluggish in Bangalore for over a year. However, commercial negotiations are continuing for leasing/renting of 10.46 lakhs sft. of available space in Building 3A & 3B along with car parks in the 4.06 lakhs sft multilevel car park.

The real estate activity in Hyderabad has picked up in the wake of the encouraging policies of the new Telanagana Government. The Developer is in the process of starting the development. The Master Plan for the project has been finalized and building plans for Phase 1 of 11 lakhs sq.ft. are being readied for statutory approvals.

With the land bank immediately available for development in the Company, this Division will be the main focus area for the Company.

During the year under review, Mr.Sanjay G Hinduja, Mr. Ramesh V Rao, Ms. Vinoo S Hinduja and Mr. K.C. Samdani (as alternate to Ms.Vinoo S Hinduja) have ceased to be the Directors of the Company. These Directors, as members of the Board, contributed significantly to the Company's business growth and demerger of the Lubricants Division. We will greatly miss their guidance and wisdom. Mr. Sanjay Hinduja, however, will continue to guide us, as the Chairman Emeritus of the Company.

I take this opportunity to convey my gratitude to my colleagues on the Board for their co-operation and valuable contributions during the year. On behalf of the Board of Directors, I thank our bankers and legal advisors and also place on record, our deep appreciation for your continued support. I also place on record my appreciation for the dedication and hard work put in by all the employees of your Company.

Ajay P Hinduja
CHAIRMAN

August 7, 2015

NOTICE OF THE FIFTY FOURTH ANNUAL GENERAL MEETING

Gulf Oil Corporation Limited

CIN: L24292TG1961PLC000876
Registered Office: Kukatpally, Post Bag No.1 Sanathnagar (IE) P.O., Hyderabad-500018, India
Tel: 040-23810671-79 , Fax No. : 040-23813860
Website: www.gulfoilcorp.com; Email: secretarial@gulfoilcorp.com

NOTICE is hereby given that the Fifty Fourth Annual General Meeting of Gulf Oil Corporation Limited (CIN: L24292TG1961PLC000876) will be held at 2.30 p.m. on Wednesday, the 23rd day of September 2015 at Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad-500016 to transact the following:

ORDINARY BUSINESS:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions, as Ordinary Resolutions:

1. **To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended March 31, 2015:**

   "RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended on 31st March, 2015 together with the reports of the Board and Auditors thereon be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the Consolidated Financial Statements of the Company for the financial year ended March 31, 2015:**

   "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended 31st March, 2015 together with the reports of the Auditors thereon be and are hereby received, considered and adopted."

3. **Declaration of Dividend on Equity Shares:**

   "RESOLVED THAT a dividend of ₹ 2/- per equity share of ₹ 2/- each (100%) for the financial year 2014-15, as recommended by the Board, be and is hereby approved and declared."

4. **Re-appointment of Mr.Ramkrishan P Hinduja (DIN:00278711), as a Director liable to retire by rotation:**

   "**RESOLVED THAT** Mr. Ramkrishan P Hinduja (DIN:00278711), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

5. **Appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, Secunderabad as Auditors of the Company and to fix their remuneration:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules) including any statutory modificaions or re-enactments thereof for the time being in force, M/s Deloitte Haskins & Sells, Chartered Accountants, Secunderabad (Registration No.008072S) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at such remuneration as may be agreed upon between the Auditors and the Board of Directors, in addition to actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes"

SPECIAL BUSINESS:

6. **Appointment of Mr.Ajay Prakash Hinduja as a Director of the Company:**

   To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, as amended from time to time, Mr.Ajay Prakash Hinduja (DIN 00642192) who was appointed as director in the casual vacancy with effect from 11th August 2014 and who holds office till the date of Annual General Meeting in terms of Section 161 of the Companies Act 2013 and in respect of whom the company has received notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr.Ajay Prakash Hinduja as a candidate for the office of director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retire by rotation."

7. Issue of Further Capital:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013, the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the rules made thereunder, and all the applicable laws, Rules, Guidelines, Regulations, Notifications and Circulars, if any, issued by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), the Government of India (GOI), the Foreign Investment Promotion Board (FIPB), and other concerned and relevant authorities, and other applicable Indian laws, rules and regulations, if any, and relevant provisions of Memorandum and Articles of Association of the Company and the Listing Agreement(s) entered into by the Company with the Stock Exchanges where the Shares of the Company are listed and subject to such approval(s), consent(s) permission(s) and/ or sanction(s) as may be required from GOI, FIPB, RBI, SEBI and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission or sanction which may be agreed by the Board of Directors of the Company ("the Board") (which term shall be deemed to include 'Offering Committee' or any other Committee constituted or hereafter be constituted for the time being exercising the powers conferred on the Board by this Resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, Securities (as defined below) in the form of Equity or other Shares, Warrants, Bonds or Debentures, Depository Receipts, (whether Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Indian Depositary Receipts (IDRs) or any other form of Depository Receipts), or any other debt instrument either convertible or nonconvertible into Equity or any other Shares whether optionally or otherwise, including Foreign Currency Convertible Bonds representing any type of securities (FCCBs), whether expressed in Foreign Currency or Indian Rupees (all or any of which are hereinafter referred to as "Securities") whether secured or unsecured, and further the Board be and is hereby authorized, subject to applicable laws and regulations, to issue the Securities to investors (including but not limited to Foreign Banks, Financial Institutions, Foreign Institutional Investors, Qualified Institutional Buyers, Qualified Foreign Investors (QFIs), Mutual Funds, Companies, other Corporate Bodies, Non- Resident Indians, Foreign Nationals and other eligible investors as may be decided by the Board (hereinafter referred to as "Investors") whether or not such Investors are members, promoters or directors of the company or their relatives or associates, by way of one or more private and/ or public offerings (and whether in any domestic and/ or international market(s), through a public issue(s), private placement(s), Qualified Institutional Placement(s) (QIP), preferential issue(s) or a combination thereof in such manner and on such terms and conditions as the Board deems appropriate at its absolute discretion provided that the issue size shall not exceed US$100 million or Rs.600 crores inclusive of such premium as may be payable on the Equity Shares or any other Security, at such time or times and at such price or prices and in such tranche or tranches as the Board in its absolute discretion deem fit.

RESOLVED FURTHER THAT in the event of a QIP in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, in accordance with Regulation 86(1) (a) of the SEBI Regulations, or issuance of ADRs/GDRs/FCCBs as above mentioned, the 'Relevant Date' for determining the price of the Specified Securities to be allotted, if any, shall mean, in case of allotment of equity shares, the date of the meeting in which the Board or a Committee thereof decides to open the proposed issue and in case of allotment of convertible securities, either the date of the meeting in which the Board or Committee thereof decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, or such other date or time as may be provided under applicable law, from time to time.

RESOLVED FURTHER THAT in the event of a QIP as aforesaid, a minimum of 10% of the Specified Securities shall be allotted to Mutual Funds and if the Mutual Funds do not subscribe to the said minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs, and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

RESOLVED FURTHER THAT in case of a QIP as aforesaid, the Board may at its absolute discretion issue equity shares (including upon conversion of the Securities) at a discount of not more than five per cent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009."

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issuance of the Securities shall be subject to such terms or conditions as are in accordance with prevalent market practices and applicable Laws and Regulations, including but not limited to, the terms and conditions relating to payment of interest, dividend, premium on redemption, the terms for issue of additional Shares or variations in the price or period of conversion of Securities into Equity Shares or terms pertaining to voting rights or options for redemption of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek, at its absolute discretion, listing of Securities issued and allotted in pursuance of this resolution, on any Stock Exchanges in India, and / or Luxembourg / London / Nasdaq / New York Stock Exchanges and/or any other Overseas Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities referred above as may be necessary in accordance with the terms of offering, and that the Equity Shares so allotted shall rank in all respects pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT subject to the approval(s), consent(s), permission(s) and/ or sanction(s) stated above, the Company be and is hereby authorized to retain oversubscription/ green-shoe issue option up to 25% of the amount issued and the Board be authorised to decide the quantum of oversubscription to be retained as also any other matter relating to or arising therefrom.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose including, if necessary, creation of such mortgages and/or charges in respect of the Securities on the whole or any part of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 or otherwise and to execute such documents or writings as it may consider necessary or proper and incidental to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to decide upon, as it may at its discretion deem necessary, expedient or desirable in relation to all or any of aforesaid purpose including without limitation to the utilization of issue proceeds, finalizing the pricing, terms and conditions relating to the issue of aforesaid Securities including amendments or modifications thereto as may be deemed fit by them, to sign, execute and issue consolidated receipt/s for the Securities, listing application, various agreements such as Subscription Agreement, Depository Agreement, Trustee Agreement, undertakings, deeds, declarations, Letters and all other documents or papers and to do all such acts, deeds, matters and things, and to comply with all formalities as may be required in connection with and incidental to the aforesaid offering of Securities or anything in relation thereto, including but not limited to the post issue formalities and with power on behalf of the Company to settle any question, difficulties or doubts that may arise in regard to any such creation, issuance, offer or allotment of the Securities as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute all such arrangements/agreements as may be required for appointing Managers (including lead managers), merchant bankers, underwriters, financial and/or legal advisors, tax advisors, consultants, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and/ or all such agencies as may be involved or concerned in such offerings of Securities, whether in India or abroad, and to remunerate all such agencies including the payment of commissions, brokerage, fees or the likes, and also to seek the listing of such Securities or Securities representing the same in one or more stock exchanges whether in India or outside India, as it may be deem fit.

RESOLVED FURTHER THAT:

i. the Specified Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

ii. the Equity Shares that may be issued and allotted on conversion of the Specified Securities issued through the Qualified Institutions Placement as aforesaid shall rank pari passu with the then existing Equity Shares of the Company in all respects including dividend; and

iii. The number and/or conversion price in relation to Equity Shares that may be issued and allotted on conversion of the Specified Securities that may be issued through the Qualified Institutions Placement shall be appropriately adjusted in accordance with the SEBI Regulations for corporate actions such as bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Specified Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorised to dispose off such Specified Securities that are not subscribed in such manner as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the preliminary as well as final offer document(s), determining the form, manner and timing of the issue, including the investors to whom the Specified Securities are to be issued and allotted, the number of Specified Securities to be allotted, issue price, face value, premium amount on issue/conversion of Specified Securities, if any, rate of interest, execution of various agreements/deeds/ documents/undertakings, creation of mortgage/charge/ encumbrance in addition to the existing mortgages, charges and hypothecation by the Company as may be necessary on such of the assets of the Company both present and future, in such manner as the Board may direct, in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any of the Specified Securities issued through the Qualified Institutions Placement, either on pari passu basis or otherwise, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Specified Securities and utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members to that end and intent that the Members shall be deemed to have given their approval thereto expressly by virtue of this resolution.

8. Ratification of Remeneration to the Cost Auditors:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, consent of the members be and is hereby accorded ratifying the appointment and payment of remuneration of ₹ 75,000/- to M/s Dhananjay V Joshi & Associates, Cost Accountants, Pune, (Registration No.000030), and an amount not exceeding ₹ 1,50,000/- to M/s Narasimha Murthy & Co., Cost Accountants, Hyderabad, (Registration No.000042) to conduct the audit of the cost records of the Company for the financial year 2014-15 and 2015-16, respectively, excluding taxes thereon and reimbursement of out of pocket expenses thereon."

9. Change of Name of the Company:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act 2013 and Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, as amended from time to time, and subject to consent, permission, sanction and approval of the Central Government delegated to Registrar of Companies or such other authorities consent of the Members be and is hereby accorded for change of name of the Company from existing 'Gulf Oil Corporation Limited' to 'GOCL Corporation Limited'.

"RESOLVED FURTHER THAT the name 'Gulf Oil Corporation Limited' wherever it appears in the Memorandum and Articles of Association, Letter-heads, Share Certificates and other papers and documents be substituted by new name i.e. "GOCL Corporation Limited."

10. Amendement of Articles of Association of the Company:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 14 and other applicable provisions if any of the Companies Act 2013 and Rules thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, as amended from time to time the existing Article 1 of the Articles of Association of the Company be altered by substitution of same with below mentioned clause:

"Regulations contained in Table F of Schedule I to the Companies Act 2013 shall apply in so far only as are not inconsistent with any of the provisions contained in these Regulations and also those for which no provision has been made in these Regulations."

By Order of the Board

Hyderabad,
August 7, 2015.

A.Satyanarayana
Company Secretary

Registered office:
Kukatpally, Post Bag No.1
Sanathnagar (IE) PO
Hyderabad-500018, India
Tel: 040-23810671-79
CIN: L24292TG1961PLC000876
Email: secretarial@gulfoilcorp.com
Website: www.gulfoilcorp.com

Pursuant to the Secretarial Standards notified by ICSI under Section 205 of the Companies Act, 2013 which is effective from 1st July, 2015, Shareholders may please note that no Gifts/ Compliments shall be distributed at the venue of the Meeting

Notice (Contd...)

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.

   Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on Friday, August 7, 2015.

4. Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications. Members whose e-mail id is not registered with the Company are being sent physical copies of the Notice of 54th Annual General Meeting, Annual Report, notice of e-voting etc. at their registered address through permitted mode.

   Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address or to the RTA, Karvy Computershare Private Limited (Unit: Gulf Oil Corporation Limited), at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032.

5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during the business hours up to the date of the Meeting.

8. The Company has notified that the Register of Members and Share Transfer Books will be closed from September 17, 2015 to September 23, 2015 (both days inclusive) in connection with the ensuing Annual General Meeting.

   The dividend, if declared at the AGM, will be paid on or before the 30th day from the date of declaration for equity shares held in physical form – those shareholders whose names will appear in the Register of Members of the Company after giving effect to all valid share transfers lodged with the Company or RTA on or before end of business hours on September 16, 2015 and for equity shares held in dematerialised form - those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owner on close of day on Wednesday, September 16, 2015.

9. In terms of Sections 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund. Accordingly, in the year 2015-16, the Company would be transferring the unclaimed dividend for the year 2007-08 to the Investor Education and Protection Fund. Members who have not encashed their dividend warrant for the year ended March 31, 2008 or thereafter are requested to write to the Company/Registrars and Share Transfer Agents.

10. Details of Unclaimed Shares:

    The details of shares remaining unclaimed in the unclaimed suspense account are given below:

	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year – 1st April, 2014	16	1020
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	-	-
Number of shareholders to whom shares were transferred from suspense account during the year	-	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year- 31st March, 2015	16	510*

    * Reduction of shares is due to Capital Reduction.

11. Members holding shares in dematerialized mode are requested to instruct their respective Depository Participants regarding Bank Accounts in which they wish to receive the dividend. However, the Bank details as furnished by the respective Depositories to your Company will be used for the purpose of distribution of dividend and other entitlements through National Electronic Clearing Service (NECS) as directed by the Stock Exchanges. Your Company/Registrar and Share Transfer Agents will not act on any direct request from Members holding shares in dematerialized form for change/deletion of such Bank details.

12. Members holding shares in physical form, are requested to inform the Company/ Registrars and Share Transfer Agents -Karvy Computerhsare Private Limited (Karvy) of any change in their addresses immediately for future communication at their correct addresses and Members holding shares in demat form are requested to notify change of address and bank mandates to their Depository Participants.

13. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Share Transfer Agents to enable them to consolidate their holdings into one folio.
14. As required under Clause 49 of the Listing Agreement, brief information/resume, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se, of Directors being appointed/reappointed, are annexed. Mr.Ramkrishan P Hinduja and Mr.Ajay P Hinduja are relatives of one another.
15. Members requiring any clarification/information on any report/statements, are requested to send their queries to the Registered Office of the Company, at least 10 days before the date of the AGM.
16. Members are requested to quote their folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and the Share Transfer Agent.
17. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Clause 35B of the Listing Agreement, Members have been provided with the facility to cast their vote electronically, through the e-voting services from a place other than the venue of the Meeting ("remote e-voting") provided by Karvy Computershare Private Limited (Karvy), on all resolutions set forth in this Notice.
19. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.
20. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
21. Notice of the 54th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same.
22. For members who have not registered their email address, physical copies of the Notice of the 54th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
23. Mr.A.Ravi Shankar, a Practising Company Secretary (FCS:5335; CP:4318) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
24. The remote e-voting facility will be available during the following period:

    Commencement of remote e-voting : From 10:00 a.m. (IST) on September 19, 2015

    End of remote e-voting : Upto 5:00 p.m. (IST) on September 22, 2015

    The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period
25. **The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. Wednesday, September 16, 2015.**
26. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the Cut-off date i.e. Wednesday, September 16, 2015 shall only be entitled to avail the facility of remote e-voting / physical voting.
27. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Wednesday, September 16, 2015 may obtain the User Id and password in the manner as mentioned below:

    If the mobile number of the member is registered against Folio No. / DPID Client ID, the member may send SMS:MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399

    Example for NSDL: MYEPWD<SPACE>IN12345612345678

    Example for CDSL: MYEPWD<SPACE>1402345612345678

    Example for Physical: MYEPWD<SPACE> XXXX1234567890

    If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
28. The instructions for e-voting are as under:
    a. Use the following URL for e-voting: https://evoting.karvy.com
    b. Enter the login credentials i.e., user id and password mentioned below:

       User – ID for Members holding shares in Demat Form:-

Notice (Contd...)

a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID

b) For CDSL :- 16 digits beneficiary ID

For Members holding shares in Physical Form:-

Event no. followed by Folio Number registered with the company.

Password as e-mailed. In case of shareholders who have not registered their e-mail addresses, their Password has been communicated in the physical ballot form sent to them.

Captcha Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

c. After entering the details appropriately, click on LOGIN.

d. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

e. You need to login again with the new credentials.

f. On successful login, the system will prompt you to select the EVEN i.e., GULF OIL CORPORATION LIMITED.

g. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

h. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.

i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed.

Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.

During the voting period, shareholders can login any number of times till they have voted on the resolution.

j. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authorisation letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at secretarial@gulfoilcorp.com

k. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

l. 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 https://evoting.karvy.com or contact Karvy Computershare Pvt. Ltd. at 1800 345 4001 (toll free) or send an email request to evoting@karvy.com.

m. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

29. The Scrutinizer, after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will, not exceeding three days of conclusion of the Meeting, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting/Managing Director of the Company. The results will be placed by the Company on its website: www.gulfoilcorp.com and on the website of the Karvy (https:// evoting.karvy.com) within three days of the AGM and also simultaneously communicated to the stock exchanges, where the shares of the Company are listed.

30. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.

Important Communication to Members

In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only are individuals doing things to help the environment, companies and governments are as well. The Companies Act, 2013 is a step forward in promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, in order to save the natural resources, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 5-10 of the accompanying Notice dated 7th August, 2015.

Item No.5

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

M/s. Deloitte Haskins & Sells (DHS), Chartered Accountants (Registration No. 008072S) were appointed as the Auditors of the Company for Financial Year (FY) 2014-15 at the Annual General Meeting (AGM) of the Company held on 25th September, 2014.

As per the provisions of Section 139 of the Act, a listed company can appoint or re-appoint an audit firm as Auditor for a maximum of two terms of five consecutive years. DHS has completed a term of nine years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, DHS, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its Meeting held on 7th August, 2015, proposed the appointment of DHS as the Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the next AGM of the Company.

The Board commends the Ordinary Resolution set out at Item No. 5 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No. 5 of the Notice.

Item No.6

Mr.Ajay P Hinduja was appointed by the Board in its Meeting held on 11th August 2014, in the casual vacancy caused by resignation of Mr.Ramesh V Rao. Since then a few other Directors have resigned. Further, the Board elected Mr.Ajay P Hinduja as the Chairman. Hence, it is proposed to the Shareholders to appoint Mr.Ajay P Hinduja as a regular Director liable to retire by rotation.

Mr.Ajay P Hinduja and Mr.Ramkrishan P Hinduja are related to each other and hence may be deemed to be interested in the matter.

None of the other Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No.7

The global economy has been undergoing weakness in the last few years. In this background, conditions for raising of financial resources from overseas markets have not been conducive. Hence, the Company could not raise any amounts based on the similar resolution approved by the shareholders at the last Annual General Meeting. The validity period of the shareholders resolution is one year and hence the need to pass the resolution once again.

Following the outcome of recent general elections and the formation of a majority party Government at the Centre, the capital markets have reacted positively, opening up a new window of opportunity to raise capital. It is therefore proposed that the Board of Directors be authorised by way of enabling resolution to raise additional long term resources to part finance the Company's capital expenditure needs and / or for other general corporate purposes, including refinancing of expensive debt, expansion, diversification projects and other permissible uses, depending upon market dynamics, to raise an amount not exceeding US$ 100 millions or Rs.600 crores through issue of Foreign Currency Convertible Bonds (FCCBs) and / or American Depository Receipts (ADRs) or Global Depository Receipts (GDRs) and/or Qualified Institutions Placement, Qualified Foreign Investors (QFIs) and/or any other suitable financial instruments as contained in the Resolution.

The salient features are mentioned in the resolution and will be issued on such terms and conditions as may be appropriate at the time of issue.

The FCCBs/ADRs/GDRs/any other financial instruments including Qualified Institutions Placement, would be listed on the London and/ or any other Stock Exchange within or outside India.

The Special Resolution gives adequate flexibility and discretion to the Board to finalise the terms of the issue in consultation with the lead managers, underwriters, legal advisers and experts or such other authorities as need to be consulted including in relation to the pricing of the issue.

The consent of the shareholders, is therefore, sought to authorise the Board of Directors as set out in the Resolution to issue in one or more tranches, the securities referred to therein in the Indian market to eligible investors or international market to Foreign Financial Institutions, to Foreign Investors/Collaborators/Companies and/or to Foreign Investment Institutions operating in India, whether shareholders of the Company or not, through a public issue or private placement basis and/or preferential basis or Qualified Institutions Placement.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested in the proposed resolution. The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No.8

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of Messrs Dhananjay V Joshi & Associates, Cost Accountants, Pune to conduct the audit of the cost records of the Company for the financial year ended March 31, 2015 and Messers Narasimha Murthy & CO., Cost Accountants, Hyderbad to conduct the audit of the cost records of the Company for the financial year ended March 31, 2016 on the remuneration provided in the resolution.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration paid / payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them.

Annexure to the Notice

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

Item No.9

The Board of Directors in its meeting held on 28th May 2015 had proposed the change of name of the Company from 'Gulf Oil Corporation Limited' to 'GOCL Corporation Limited'.

On submitting the application for availability of aforesaid name with the Registrar of Companies, Andhra Pradesh and Telangana, the availability of name has been confirmed and the change of name is subject to the approval of Members.

Pursuant to Section 13 of the Companies Act, 2013 approval of members is required by way of Special Resolution for change of name of the Company along with approval of requisite statutory authorities.

Altered Memorandum and Articles of Association are available for inspection at the registered office of the Company during business hours.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

Item No. 10

It is proposed to make the Regulations contained in Table F of the Schedule I to the Companies Act 2013 applicable to the Company wherever the Articles of Association of the Company do not provide for the same, except those that are not inconsistent or repugnant to the Articles of Association of the Company.

Pursuant to provisions of Section 14 of the Companies Act, 2013 read with rules made thereunder, consent of the members is required by way of Special Resolution for alteration of Articles of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board commends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

Details of Directors seeking appointment/re-appointment in the forthcoming Anneral General Meeting

(Pursuant to Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

Name of the Director	Mr.Ajay P Hinduja	Mr.Ramkrishan P Hinduja
Date of Birth	12th December 1967	20th January, 1971
Date of Appointment	11th August 2014	19th August, 2002
Qualification	Graduate in Economics from University of Geneva, with specialization in Finance.	Graduate in Science and Economics from the University of Pennsylvania, Philadelphia, USA
Expertise in specific functional area	International Banking	Banking, Audit, Financial Services and Management
Directorship in other Indian Public Limited Companies	Nil	Hinduja Global Solutions Limited Hinduja Ventures Ltd Hinduja Healthcare Limited Gulf Oil Lubricants India Limited
Chairman (C) / Membership(M) of Committees* in other Indian Public Limited Companies	Nil	**Audit Committee** Hinduja Ventures Limited (M) Hinduja Global Solutions Limited (M) Hinduja Healthcare Limited (M) Gulf Oil Lubricants India Limited(M) **Stakeholders Relationship Committee** Hinduja Ventures Limited (M) Hinduja Global Solutions Limited(M)
No of shares held in the Company	Nil	Nil

* only two Committees namely, Audit Committee and Stakeholders' Relationship Committee have been considered.

REPORT OF THE BOARD OF DIRECTORS AND MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors have pleasure in presenting their Fifty Fourth Annual Report and Audited Accounts for the year ended 31st March 2015.

1. FINANCIAL RESULTS:

	2014-15 (₹ Lakhs)	2013-14 (₹ Lakhs)
Profit after providing for Depreciation of ₹145.66 lakhs (₹1443.08 lakhs) and before extraordinary items and taxation	3161.85	8748.14
Exceptional Items	1025.31	(865.52)
Profit Before Taxation	4187.16	7882.62
Taxation:		
Current Tax	874.00	2790.00
Deferred	245.00	(741.00)
Profit After Taxation	3068.16	5833.62
Balance brought forward from previous year	18425.02	16091.26
Balance available for appropriation	21493.18	21924.88
Adjustment on account of additional depreciation *(Refer Note 3 of Financial Statements)*	146.99	-
Appropriations:		
Interim Dividend paid	-	2478.62
Proposed Dividend	991.45	-
Tax on dividend	198.24	421.24
Transfer to General Reserve	310.00	600.00
Balance carried to Balance Sheet	19846.50	18425.02
EPS (in ₹)	6.19	5.88

Since the Company has demerged its erstwhile Lubricants Division effective from 1st April 2014 and transferred the same to Gulf Oil Lubricants India Ltd., the financials for 2014 – 15, exclude the Lubricants business and hence not comparable with the financials of the Company for the previous financial year.

2. DIVIDEND

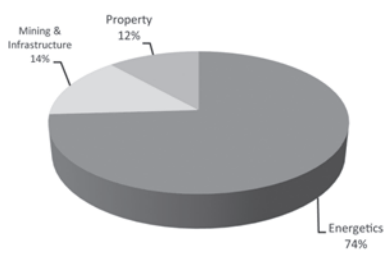
The Directors are pleased to recommend the payment of Dividend of ₹ 2.00 per share (₹ 2.50 per share, including Special Dividend of ₹ 0.30 equivalent to 15% on the occasion of Demerger of Lubricants Division) on the Paid Up Capital of the Company. The dividend of ₹ 11.90 crores (₹ 24.79 crores), if approved by the Shareholders at the Fifty Fourth Annual General Meeting, will be paid out of the profits for the current year to all Shareholders of the Company whose names appear on the Register of Members as on the date of the Book Closure.

3. OPERATIONS

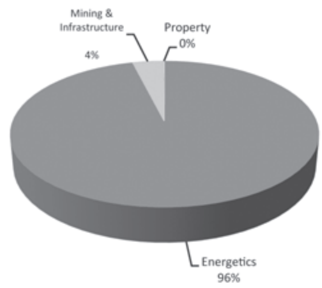
The total turnover of the Company was ₹ 116.10 crores (previous year ₹ 1100.22 crores). The profit before exceptional items and taxation was ₹ 31.62 crores (₹ 87.48 crores). The profit before tax was ₹ 41.87 crores (₹ 78.83 crores). The profit after provision for current tax of ₹ 8.74 crores and deferred tax of ₹ 2.45 crores was ₹ 30.68 crores (₹ 58.34 crores) resulting in an EPS of ₹ 6.19 for the year (₹ 5.88).

4. DIVISIONAL PERFORMANCE

4.1 Business Operations

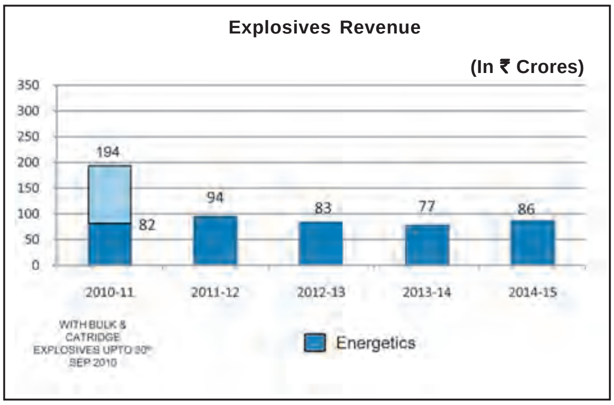


2014-15 Total Revenue : ₹ 116.10 Crores



2013-14 Total Revenue : ₹ 79.95 Crores

4.2 Detonators and Accessories (Energetics)



Domestic markets for explosives and detonators / accessories recorded a negative growth in 2014 – 15 mainly on account of slowdown in production in the metal sector, uncertainty in private coal mining and consequent over supply and price decline in the trade market.

However, the gross turnover of the Division was at ₹ 79.99 crores as against ₹ 69.77 crores in the previous year. The Division has manufactured 53.75 million Detonators (92.42 million), 19.05 million meters of Detonating Cord (4.05 million meters), Explosives 811.50 tonnes (272.50 tonnes) and e-det 84,025 Nos (27,200 Nos) during the year 2014-15.

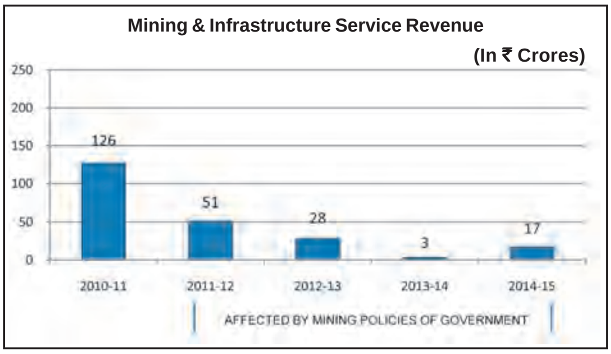
The production for the domestic market and sales of non-electric detonators was high along with underground products. But surface detonators and trade detonators were affected due to market conditions. Export production however, was increased for surface dets, detonating fuse and non-electrics as the demand was good.

Overall the demand from the trade segment remained sluggish but larger mining projects' requirements were steady and fully met. Production of Special Products for Defence and Space applications increased and several new products were developed during the year. All these new products found acceptance from the defence laboratories and companies. Production of these items will be increased during the current year.

The Division increased its focus on more value added products such as Raydets, E-dets and Cord Relays.

The Company markets its Detonators and Accessories through IDL Explosives Limited, a wholly owned subsidiary. This arrangement has been necessitated on account of market conditions, as customers prefer to place combined orders for industrial explosives and accessories.

4.3 Mining and Infrastructure



Mining and Infrastructure suffered in the last 4 years due to various issues with the Government / regulatory bodies and our operation was scaled down drastically. Commencement of mining projects is expected to take more time and is largely dependent on Government policy announcements. However, events in 2014-15 have indicated that this sector being the life-line for the growth of the country, is going to be revived. During the year mining activity in parts of the country picked up with renewed business confidence and growing industrial activity.

In this background, the Division had taken up a few infrastructure projects along with a mining contract for reputed industrial house and achieved a turnover of ₹ 19.10 crores with a profit of ₹ 5.79 crores for the year.

The large equipment bank of excavators, heavy duty earth moving tippers, dozers, etc. which impaired during the last year in view of the bleak mining scenario, have now been sorted. The older equipment has been disposed and all the operating equipment are currently being put into use for various mining projects. Our current focus is in the mining areas in eastern India with large corporate where the Division had operations earlier.

4.4 Other Business Groups

The 4 Wind Mills (1 MW) located at Ramagiri in Andhra Pradesh generated 33,100 units (1,44,307 units). The Hyderabad factory received the benefit of the generation through the TRANSCO grid.

4.6 Exports

Export Sales of Explosive Accessories which declined to ₹ 9 crores in the previous year bounced back to ₹ 24.70 crores in the current year with the re-commissioning of the Detonating Cord production facility at Hyderabad. The Division is exploring higher volumes and new markets / opportunities to offset the high incidence of freight and handling costs on account of statutory compliances.

4.7 Property Development

Bangalore:

In the **"Ecopolis"** project, located at Yelahanka, Bangalore, out of the total built-up area of about 77.31 lacs sq. ft., the construction by the Developer Company ("HRVL") has been completed to the extent of 14.54 lacs sq. ft. This comprises of one Main Building (Block 3) plus a Multi-Level Car Park space.

All MEP services such as lifts, internal and external electrical & plumbing and HVAC services have been installed and completed. The main trunk road within the site from Bellary Road till Block 3 is completed. The external façade works are under completion.

Approvals for the start of construction of Block 2 are in place. Contract for the civil work has been finalized and excavation for start of the second block comprising of 10 lacs sq. ft. approx. is also completed.

The Company has undertaken civil construction works to the extent of ₹ 9 crores in this project. During Q1 of 2015-16, the Company will be undertaking further civil works of ₹ 4 crores approx.

Hyderabad:

The Master Plan for the project has been drawn up by the Developer Company, Hinduja Estates Private Ltd. ("HEPL") through reputed Architects. The development will be an Integrated Residential Commercial Township which will comprise of residential apartments, IT / commercial office spaces, Health care and educational areas. The development will also have areas for the hospitality industry.

The Company has surrendered approximately 9 acres of land for development of new and widening of existing road to improve the infrastructure in the vicinity of the Hyderabad factory. For the areas surrendered Transferable Development Rights (TDR) and Impact fee concessions would be made available to the Company.

In the quarter ended December 2014, the Company sold its share of Transferable Development Rights (TDR) to the Developer Company at a value of ₹ 922 lakhs.

In the quarter ended March 2015, the Company earned further revenue of Rs. 350 lakhs, being the initial amount payable by the Developer Company towards remission of impact fees payable for approval of high rises.

5. OVERSEAS ACQUISITION

In December 2012, the Company had acquired 100% stake in Houghton International Inc, in USA through its 100% subsidiary HGHL Ltd in the UK, which was reduced to 10% as a result of infusion of fresh capital by Gulf Oil International into the Houghton intermediary holding entity, as a measure of de-risking and de-leveraging. Simultaneously, the Company has been released of all its obligations to the lenders. The new investor has taken over the obligations for repayment of the $ 180 mn loan obligation. Thus the Company retains 10% stake in Houghton through a subsidiary. The Company will realize the investment at an appropriate time so as to fetch optimum value to the Company. Further, the Company continues to receive commission towards providing of security of its properties for the said loan.

6. RESTRUCTURING OF THE COMPANY

The Company has demerged the Lubricants Undertaking into a separate company, namely Gulf Oil Lubricants India Limited (GOLIL) with effect from 1st April 2014. The shares of GOLIL which were allotted to the Shareholders of the company are also listed on BSE Limited and the National Stock Exchange of India Limited, with effect from 31st July 2014. As part of the aforesaid Scheme, the share capital of the Company was reduced by half. The Demerger proved to be a substantial value enhancer to the Shareholders as expected.

7. PROMOTER OF THE COMPANY

As part of internal restructuring by the promoter group entities, Hinduja Power Limited, Mauritius (HPL) became the Holding Company and Promoter of the Company, by acquiring the entire shareholding from Gulf Oil International (Mauritius) Inc. by way of inter-se transfer on 17th March 2015. HPL has subsequently acquired further 4.99% of the equity share capital of the Company, increasing their shareholding to 64.94%.

8. INTERNAL CONTROL SYSTEMS

Your Company has in place a robust Internal and Financial control systems which assists the Board and Management to fulfill business objectives, safeguards the shareholders'interest, financial transactions and company's assets. The primary objective of our internal control framework is to ensure that internal controls are established, properly documented, maintained and adhered to in each functional department for ensuring orderly and efficient conduct of business which includes proper use and protection of the Company's resources, accuracy in financial reporting, compliance with the statutes, timely feedback on achievement of operational and strategic goals. The Company's internal control system, supported by SAP ERP implemented a few years ago, is driven by well defined policies and procedures across its business divisions. In addition the Company is ISO 9001(QMS), ISO 14001(EMS) and ISO 18001 (OHSAS) compliant which provides added comfort to our business partners and regulatory bodies.

The Company has an Internal Audit function which provides the Audit Committee and the Board of Directors an independent, objective and assurance of the adequacy, efficiency and effectiveness of the Organization's risk management, internal and financial control and corporate governance processes. The Audit Committee/Board approved annual audit plan prepared in consultation with business heads and inputs obtained from the Company's statutory auditors ensures coverage of significant areas of operations with a risk based approach in order to conduct the audit in an efficient and timely manner. Process reviews for critical functions at all locations are performed in accordance with the audit plan. The function also assesses opportunities for improvement in business processes, systems and controls; provides recommendations to the Senior Management.

The Audit Committee of the Board of Directors regularly meets to review the significant audit findings, action taken thereon, adequacy of internal and financial controls and implementation of various comprehensive policies. During the year, the Audit Committee met six times to review the reports submitted by the Internal Audit Department. The Audit Committee also regularly meets the Company's Statutory Auditors to ascertain their views on the business, adequacy of the internal control systems in the Company and their observations on the financial reports.

9. PUBLIC DEPOSITS

The Company has during the previous financial year repaid / prepaid all the public deposits and there are no outstanding public deposits at the beginning of the year under review. The Company has not accepted any public deposits during the year under review. The Board of Directors of the Company will consider accepting fresh public deposits at the appropriate time, in view of the regulatory changes under the Companies Act 2013.

10. TAXATION

Odisha Sales Tax

The matter pertaining to the transfer of finished goods from Rourkela factory (since transferred to IDL Explosives Limited as part of the Demerger) situated in the State of Odisha to other States.

Tax Revision Petition in respect of assessment years viz 1976-77 to 1983-84 filed before the Commissioner of Commercial Taxes at Cuttack had been dismissed in February 2012. Against the said dismissal fresh Writ Petitions were filed in March, 2013 in the Odisha High Court.

In respect of assessment year 1998-99 application for rectification of apparent errors in its order was filed before the Odisha Sales Tax Tribunal in January 2014. The appeal filed before the Central Sales Tax Appellate Tribunal was withdrawn.

As regards the assessment years 2002-03, 2004-05 and 2005-06, the 2nd appeal filed before the Odisha Sales Tax Tribunal and application for stay filed before the Commissioner of CommercialTaxes. Against the order of Commissioner of Commercial Taxes in stay application, Writ Petition was filed in the Odisha High Court for the same assessment years. The Company filed Review Petition in the High Court of Odisha against its order in the Writ Petition.

11. RESEARCH & DEVELOPMENT

The in-house R&D developed and implemented a shift in the process technology of Delay Detonator Elements manufacture from Alloy Lead to Soft Lead metal thus simplifying the process with a more compact layout while achieving better quality and safety. Significant work was also done in manufacture of PETN to modify the crystallization/granulation that eliminates reprocessing of batches and enables better utilization in different products. R&D work on the Electronic Detonator system was carried out to double the capability of the system to handle single blasts of over 300 holes as against the earlier limitation of 150 holes making the system suitable for larger mines.

In the special products category, a host of critical components and chemicals were developed for Missile applications in the Defence sector. These included squibs, ignitors, fuseheads and pre-charge assemblies for various types of missiles.

12. SUBSIDIARIES:

The Company has four subsidiaries. Of which, only one is a material one, namely IDL Explosives Limited. The UK subsidiary is an SPV incorporated for the purpose of overseas acquisition. The remaining two subsidiaries do not, at present, undertake any business activity. The annual performance of the subsidiaries is as under:

- HGHL Holdings Limited, UK reported a profit of ₹ 486.45 lakhs (₹ 412.68 lakhs).
- IDL Explosives Limited reported a profit of ₹ 722 lakhs (₹ 431.13 lakhs).
- IDL Buildware Limited reported a profit of ₹ 553.51 lakhs (₹ 5.19 lakhs).
- Gulf Carosserie India Limited inucrreded a loss of ₹ 0.19 lakhs (profit of ₹ 2.38 lakhs).

Gulf Oil Lubricants India Limited (formerly known as Hinduja Infrastructure Limited), ceased to be subsidiary of the Company during the year under review, consequent to the demerger of the Lubricants Division and transfer of the same to the said Company.

A statement containing salient features of the financial statement of the Company's Subsidiaries (in Form-AOC-1) is attached as **Annexure-A**.

13. HUMAN RESOURCES / INDUSTRIAL RELATIONS:

The Energetics Division at Hyderabad has continued to maintain cordial industrial relations, with low absenteeism while maintaining output levels. Programmes were conducted to improve the competency levels of workmen.

As part of strategic plans and enhancing capability building for our employees in the Energetics Division, based on the performance Management System and training need identification, extensive training program on Statistical Quality control has been introduced at Hyderabad Works for core group comprising Production, Maintenance, Quality control, Materials and Safety Departments to improve Operational Efficiency without compromise on Quality and Safety standards. Regular Training programs have been conducted on Safety for Executive Staff and workmen to re-emphasize importance of Safety Systems.

As a measure to improve focus and ensure alignment of Organization goals, Strategic HR interventions are being implemented in the Energetics Division.

Staff Welfare

The Energetics Division has also demonstrated its commitment to recognizing employee performance by conducting employee of the Month awards to recognize exceptional performances by employees and inculcating a commitment to perform beyond the regular roles and responsibilities.

Safety

Various programmes have been conducted during the year covering Safety Awareness, Alteration Authority, Job Safety Analysis (JSA), Hazard Identification, Risk Assessment, Risk Control (HIRARC). In addition, Internal / External Safety Audits; Safety Committee Meetings on regular basis; Job Study Analysis; HIRA / HAAZOP studies, SQC ; First Aid Training; Fire & Safety aspects and Emergency Rescue methods, have helped to strengthen the overall safety and disaster management processes in the Hyderabad Factory.

Preventive Health Check-ups

As part of preventive healthcare, the Hyderabad Factory organized series of free medical check-ups, consisting of Diabetes, Cardiology, Orthopedic and General Medical Check up, to all the employees.

Security

As part of enhanced security of the Hyderabad Factory and other assets of the Hyderabad Works, compound walls have been reinforced, height raised and fencing of barbed wire & concertina coils provided. Other measures include CC TV monitoring at Key areas especially magazines relaying of patrolling route, erection of watch towers and construction of additional Security Check posts, installation of tower flood lights for better night illumination, installation of guard monitoring systems for effective patrolling checks. Communication systems from magazines watch towers through land lines have been streamlined. As such over the years considerable additions and precautions have been added to strengthen the Security of the Factory.

Employment Practices

The Company believes in fair employment practices and is committed to provide an environment that ensures that every employee is treated with dignity and respect and afforded equitable treatment. The Company has a large proportion of women on the workforce and has adopted a Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The Company has not received complaints in this regard, during the year.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has during the year under review acquired an additional 60,00,000 Equity Shares at par Face Value of ₹ 10 in its subsidiary, IDL Explosives Ltd., aggregating to ₹ 6.00 crores. The Company has further made an investment of ₹ 38,67,800 in the equity shares @ ₹ 100 per share at par, of Gulf Ashley Motor Limited, by way of Rights. The Company has provided guarantee/ security during the year to Gulf Oil Lubricants India Limited of an amount of ₹ 345.50 crores pursuant to the Scheme of Arrangement.

The Company subsequently divested the shares of Gulf Ashley Motor Limited due to synergy issues.

15. OUTLOOK FOR THE CURRENT YEAR, OPPORTUNITIES AND THREATS

The growth of the industrial sector in India is dependent on the large extent on mining. Mining constitutes 10 – 11% of the total industrial sector. The Government plans to increase GDP by 7 – 8%, and, therefore development and growth of basic industries such as iron and steel, cement, aluminum, copper, etc. have to be nurtured. Mining activities supporting these basic industries will therefore be in the Government focus, if GDP target of 7.5% annual growth is to be achieved. In fact, during 2014 – 15 the new Union Government's first year in office mining activities showed a marginal growth of 1.4% as against 0.6% negative in 2013 – 14.

15.1 Detonators and Accessories

The demand for explosives and accessories registered a contraction in volumes in 2014 – 15. With the growth of the economy in general & mining in particular demand pattern is expected to grow steadily in all coal and metal sectors. It is expected to grow around 50% over the next 4 /5 years. The products of the Division will, therefore, grow year on year. However, there is expected to be a change in product-mix as high volume trade items have changed to higher end initiating systems such as non electrics, electronic detonators due to the change in storage and licensing requirements for Ammonium Nitrate.

The Division has also recorded healthy growth in export where the demand has increased especially in Africa, Middle East and East European countries. In the meantime, with intense follow up from the industry the Government of India has permitted export of explosives material from Chennai port in addition to Mumbai. This will help to improve the flexibility of availing vessels and reduce handling as well as freight cost. This will increase the competitiveness of exports.

The improvement in production process and quality systems in the Hyderabad plant has helped to improve the demand for the products besides making them competitive. As a result, in the recent tenders from Coal India Limited, the major consumer of explosives and initiating devices in the country, the Company has won large orders compared to the previous years.

The Company is poised to grow steadily over the next few years on the basis of favourable decisions from tender driven PSUs such as Coal India, Singareni Collieries, NMDC, etc. and large non-PSU organizations, supported by growth in export business. Special products for Defence and Space agencies along with sophisticated products such as the electronic detonator range would add to the business volumes of this Division.

15.2 Mining and Infrastructure

The Division which has had rich exposure in providing support services to the mining industry with services such as mine planning, execution of mine plans, overburden removal, extraction of ore, crushing and grading of ore, etc. should be able to grow and recover its former activities levels. The Government has already fast tracked various mining related regulatory issues, a few actions are already visible but will take time to yield visible results. The Government has recently allotted / re-allotted coal blocks which were earlier cancelled by the Supreme Court. Most of these mines are expected to commence operations shortly giving ample opportunities for the Division. We expect the mine scenario in the country to grow at a healthy pace after nearly four years of downtrend.

The Division is already tendering / quoting for projects over the last few months and should be able to finalise some of the projects during the year.

In preparation for infrastructure work, which is also in the Government focus, the Division has started taking elevated road, bitumen roads and other building projects in order to qualify for larger projects.

15.3 Realty

In Bangalore, with the completion of the first building and multi-level car park of 15.54 lakhs sq.ft., the 2nd Building of another 10 lakhs sq.ft. has been started. The elevated approach road to the 2 buildings is also in place. Marketing of the space in the first building will be completed in the coming year.

Major initiatives for the economic development of the State announced by the new Telangana State Government such as industry specific clusters for IT, foundry, solar energy, cinema city, AIIMS, etc. is expected to increase the demand for realty space in Hyderabad. Planning work relating to the project is being modified anticipating the emerging demand pattern and approvals are being sought on sector-wise basis.

Based on an assessment and feedback on current market needs, detailing for Phase 1 of 11 lakh sft, which will mainly be a residential development alongwith neighbourhood shopping, is being readied for statutory approvals.

16. RISKS & CONCERNS AND RISK MANAGEMENT

Pursuant to the Companies Act 2013 and Clause 49 of the Listing Agreement, the Board has authorized the Audit Committee to review the risk management plan of the Company from time to time. The executive Management identifies, evaluates business risks from time to time and furnishes the same to the Audit Committee along with risk mitigation plan. The Audit Committee reviews and renders advice for minimizing adverse impact, if any.

The key business risks identified by the Company and its mitigation plans are as under:

16.1 Environmental Risks

Regular safety audits are carried out by internal safety audit teams and at regular intervals by external teams. General Safety Directions (GSDs) are strictly enforced in all factories and plants within the factories to ensure minimisation of risk. In addition, strict compliance of the requirements of the Explosives Act and Rules are ensured to protect the exposure of adjacent neighbourhoods to the explosives and accessories factories from undue risk. Operations are carried out to comply with emission, waste water and waste disposal norms of the local authorities of the respective factories. In addition, the Hyderabad Factory has implemented the Integrated Management System incorporating ISO 14001 and OHSAS 18001.

16.2 Operational Risk

Licensing

The Energetics Division operates in a highly regulated and licensed industry environment and amendment / revision in licenses are required based on expiry of the licenses and change in production capacity and process. Amended / revised licenses for increase in license capacity for any of the explosives products may get delayed temporarily or for long periods thereby limiting our ability to cater to any increase in demand for these products from our customers. Non-availability of licenses / approvals for expansion of new products could affect our future growth and expansion plans. The Division, therefore, ensures that approvals are applied for well in advance to avoid launch dates / export of products and active follow up is maintained to get approvals in time.

Location Risks

Manufacturing facilities of our major subsidiary, are spread across six States. The optimum locations for packed explosives unit is determined by the customer location and the source of raw material. The advantage of the location of bulk explosives units is optimized to be close to the customer location. With changes in sources of raw material our location may not continue to be optimal in comparison with the competition. Moreover, if there is a consolidation in the industry, and the size of each manufacturing units go up, we may be disadvantaged by being sub-optimal.

Raw Materials

Many of the inputs of the Company and its major subsidiary are imported, availability of which is affected by global market situations. Also, prices of such items are volatile. Timely availability of raw materials is critical for continuous plant operations. The Company seeks to mitigate the risk by entering into long-term relationship with global raw material suppliers, with suitable escalation clauses to ensure regular supplies.

With crude oil prices showing an uptrend after an unexpected fall during the last six months or so, the raw material prices and input costs are expected to increase. The Company seeks to mitigate the risk by entering into long-term relationship with global raw material suppliers, with suitable escalation clauses to ensure regular supplies.

16.3 Market Risks:

Markets

The Company and its major subsidiary operate in highly competitive markets where competition from all India players as well as regional players is high. The Energetics Division which manufactures explosive accessories and the Mining and Infrastructure Division operate in tender-driven markets, sometimes with onerous and unreasonable performance clauses. Therefore, there is a risk of cost increases not possible to be passed on to ultimate consumers. Any reversal in growth trend in the economy in general and weak monsoons in particular, could affect demand and consequent deceleration in manufacturing industry

Concentration of Customers

The Mining and Infrastructure Division which currently undertakes mining services in coal, iron ore and limestone sectors, is exposed to business risks on account of non-availability of environmental clearances in time and lack of adequate infrastructure for dispatch of ores from the mine, especially during the rainy seasons. In view of this, detailed review of approvals and quality of infrastructure is carried out before undertaking mining service contracts. Both the Energetics and Mining & Infrastructure Divisions are operating in the mining and infrastructure sectors, dominated by the PSUs, where the tendering system is in vogue, with the attendant risks. Missing L1 to L3 status in these tenders might result in loss of business opportunities for extended periods for the relevant tender(s).

16.4 Financial Risks:

Currency Value and Interest Rate Fluctuations

Financial risk management is done by the Finance Department at the various business Divisions and at Corporate Office under policies approved by the Board of Directors. Policies for overall foreign exchange loss risks and liquidity are regularly reviewed based on emerging trends. Interests' risks arising out of financial debt, are normally done at fixed rates or linked to LIBOR and appropriate Bank lending rates. Adverse movement of Rupee from current levels may further impact base oil and ammonium nitrate rates.

Credit Risk

The Company and its major subsidiary sometimes sell its products by extending credit to customers, with the attendant risk of payment delays and defaults. To mitigate the risk, a credit risk policy is also in place to ensure that sale of products are made to customers after evaluation of their ability to meet financial commitments through allotment of specific credit limits to respective customers. Credit availability and exposure is another area of risk.

Liquidity Risk

The Company and its major subsidiary operate in working capital intensive industries. The Company realizes that its ability to meet its obligations to its suppliers and others is linked to timely and regular collection of receivables and maintaining a healthy credit rating. Review of working capital constituents like inventory of raw materials, finished goods and receivables are done regularly by the respective Divisions and closely monitored by Corporate Finance.

16.5 Legal and Statutory Risks:

Contractual Liability

All major contracts are reviewed / vetted by the in-house Legal department before the same are executed. In addition, the Company engages the services of reputed independent legal counsels, on need basis. In matters of tax law and other statutory obligations the outcome of litigation cannot always be predicted. Hence, appropriate financial provisions, insurance policies and credit lines are taken to limit the risk for the Company.

Litigation Risks:

The Company is exposed to the risk of litigation of prolonged nature. Apart from the Tax Matters referred to in the Financial Statements, Litigations having a major impact on the Company include those with Udasin Mutt pertaining to leased lands of Hyderabad Works, Competition Commission of India, which are being pursued by the Company with the appropriate Court/ Tribunal.

16.6 IT Risks

The Company is dependent on intra-office and inter-office networks, as well as several business software operated from the Corporate Office and the business Divisions. Failure of system networks and consequential loss of business is attempted to be minimised by critical systems being operated on secured servers with regular maintenance, regular back up and off-site storage of data, selection of suitable firewall and virus protection systems / software.

16.7 Other Risks

Various assets of the Company including plant and machinery, stocks, buildings, furniture, office equipment and computer systems could suffer damages / loss owing to occurrences like fire, accidental mishaps, etc. The Company has taken insurance covers to protect these assets from possible damage / loss.

While the Company undertakes regular review of remuneration structures, threat of poaching by competitors, especially, new entrants in the industry of key persons is possible. Such actions could lead to temporary drop in efficiency and performance in the specific areas.

17. DIRECTORS

During the year, Mr.Sanjay G Hinduja ceased to be Director of the Company. However, the Board has appointed him as the Chairman Emeritus of the Company in recognition of his valuable contributions made over the last more than twelve years and to be able to avail of his advice from time to time. Ms.Vinoo S Hinduja (Alternate: Mr.K.C.Samdani), Mr.Ramesh V Rao and Mr. Prakash Shah have resigned as Directors of the Company. The Board wishes to place on record its appreciation for the valuable guidance received from them from time to time.

Mr.Ajay P. Hinduja had been appointed as Director of the Company in the casual vacancy caused by the resignation of Mr.Ramesh V Rao. He is proposed to be appointed as Director liable to retire by rotation.

Mr. Ajay P. Hinduja holds a Degree in Economics from the University of Geneva, with specialisation in Finance. He has had varied experience in the International Banking arena, including as 'Director' and 'Member' of the Management Committee of Amas Bank (Switzerland) Ltd. {presently named "Hinduja Bank (Switzerland) Ltd."} since 1996.

In accordance with the provisions of the Companies Act 2013 and the Articles of Association of the Company Mr.Ramkrishan P. Hinduja retires by rotation at the 54th Annual General Meeting of the Company and is eligible for reappointment.

The number and details of the meetings of the Board and other Committees are furnished in the Corporate Governance Report.

The Independent Directors have furnished declaration of independence under Section 149 of the Companies Act 2013.

Familiarization Programme for Independent Directors

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes on a continuing basis. The Familiarisation programme for Independent Directors is disclosed on the Company's website.

Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 24th March, 2015, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Clause 49 of the Listing Agreement. At the Meeting, the Independent Directors:

❖ Reviewed the performance of Non-Independent Directors and the Board as a whole;

❖ Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors; and

❖ Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended the Meeting of Independent Directors.

Board & Directors' Evaluation

Pursuant to the provisions of the Companies Act 2013 and Clause 49 of the Listing Agreement, the Board, its Committees and the Directors have carried out annual evaluation / annual performance evaluation, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was carried out by the entire Board. The criteria for performance evaluation are as follows:

Role & Accountability

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

Leadership & Initiative

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

Personal Attributes

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

Directors' Appointment and Remuneration Policy

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company and formulates the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Clause 49 of the Listing Agreement. The Board has, on the recommendations of the Nomination & Remuneration Committee framed a policy for remuneration of the Directors and Key Managerial Personnel. The objective of the Company's remuneration policy is to attract, motivate and retain qualified and expert individuals that the company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of Company's stakeholders.

The Non-Executive Directors (NED) are remunerated by way of Sitting Fee for each meeting attended by them and an annual commission on the profits of the Company. Commission to respective non-executive directors is determined on the basis of an objective criteria discussed and agreed upon by the Committee Members unanimously. NEDs are reimbursed any out of pocket expenses incurred by them in connection with the attendance of the Company's Meetings.

PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure B**. The information required under Rule 5 (2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of the Report. None of the employees listed in the said Annexure is related to any Director of the Company.

18. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure C.**

19. INFORMATION ON STOCK EXCHANGES

The Equity shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited and the Listing Fees have been paid to them uptodate.

20. CORPORATE GOVERNANCE

A detailed report on the subject forms part of this report. The Statutory Auditors of the Company have examined the Company's compliance and have certified the same as required under the SEBI Guidelines. Such certificate is reproduced in this Annual Report.

21. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 of the Companies Act 2013:

(a) that in the preparation of the annual accounts/financial statements for the financial year ended 31st March 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

(b) that the accounting policies as mentioned in the financial statements were selected and applied consistently and reasonable and prudent judgments and estimates were made 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 that period;

(c) that proper and sufficient care had 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) that the annual accounts were prepared on a going concern basis;

(e) that proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively; and

(f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

22. AUDITORS

Statutory / Financial Audit

M/s Deloitte Haskins and Sells, Chartered Accountants retire at the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received confirmation that their appointment will be within the limits prescribed under Section 141 of the Companies Act, 2013.

Cost Audit

The Ministry of Corporate Affairs had, vide its Order dated 31st December, 2014 directed audit of cost records of companies covered under the Companies (Cost Records & Audit) Amendment Rules, 2014. The said Order is applicable to the Company, being manufacturer of Detonators, Detonating Fuse, Explosives, etc. Accordingly, the Company has appointed M/s Dhananjay V Joshi and Associates, Cost Accountants, Pune for audit of the Cost Records for the financial year 2014-15. The Cost Auditor is required to forward his report to the Central Government by 27th September 2015. The Board of Directors has appointed M/s. Narsimha Murthy & Co, Cost Accountants, Hyderabad as the Cost Auditors of the Company for the financial year 2015-16.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Messrs BS & Company, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **Annexure D**.

There was no qualification, reservation or adverse remark or disclaimer in the auditors report or the secretarial audit report.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with Section 135 of the Companies Act 2013 and other applicable provisions, the Company has constituted Corporate Social Responsibility Committee consisting of Mr.Prakash Shah, Chairman of the Committee (Independent Director), Mr.Ajay Hinduja (Non Executive Director and Chairman of the Company) and Mr.K.N.Venkatasubramanian (Independent Director) as the Members of the Committee. The Committee met once during the year and laid down the policy on Corporate Social Responsibility stating therein the objectives, implementation and other issues pertaining to the achievement of the CSR objectives of the Company.

The erstwhile Lubricants Division which was demerged from the Company, was the major profit generating Division. The remaining businesses of the Company does not have eligible profit on aggregate basis during the last three financial years. Gulf Oil Lubricants India Limited (GOLIL) to whom the Lubricants Division was transferred, has undertaken to incur the CSR expenditure, treating the profits of the erstwhile Lubricants Division as that of GOLIL for CSR purposes. In view of these circumstances, and based on legal advice, the CSR Committee concurred that the Company would not incur mandatory CSR expenditure. The Company, however, makes reasonable contributions to CSR purposes. Towards this objective, an ambulance was donated by the Company to Lions Club Eye Hospital, Balanagar, Hyderabad.

The CSR Policy of the Company is displayed on the website of the Company. The Annual Report on CSR activities is annexed herewith as **Annexure-E**.

24. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In terms of the requirements of the Companies Act 2013 and Clause 49 of the Listing Agreement, the Company has a vigil mechanism to deal with instance of fraud and mismanagement. The details of the vigil mechanism are displayed on the website of the Company. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism from time to time.

25. RELATED PARTY TRANSACTIONS

All related party transactions / arrangements that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

All related party transactions / arrangements were placed before the Audit Committee for prior approval, supported by a statement from the Management as to the adherence of arm's length basis and being in the ordinary course of business. The policy on Related Party Transactions as approved by the Board is displayed on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. Details of the material transactions are provided in Form AOC-2 which forms part of this Report.

26. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, AS 23 and AS 27 issued by the Institute of Chartered Accountants of India form part of this Annual Report.

27. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations. Pursuant to a complaint filed before the Competition Commission of India (CCI) by Coal India Limited, CCI had vide their Order dated 16th April 2012 held that the Company had, along with a few other explosive manufacturers, contravened the provisions of Section 3 of the Competition Act 2002. The CCI had on that basis imposed a penalty on the Company of ₹ 28.94 crores. The Company has filed an Appeal before the Competition Appellate Tribunal (COMPAT) and the COMPAT had vide its Order dated 18th April 2013, reduced the penalty to ₹ 2.89 crores; and a further Civil Appeal in the Supreme Court of India and the matter is subjudice. Based on expert legal advice, the Company believes that it has a good case and expects a favourable decision in the matter.

28. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure F.**

ACKNOWLEDGEMENTS

Your Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government of India and various State Government authorities and agencies, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services of all employees of the Company.

For and on behalf of the Board of Directors

Place : Mumbai
Date : August 7, 2015

Ajay P. Hinduja
Chairman

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand supply conditions, finished goods prices, raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts businesses and other factors such as litigation and labour negotiations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events or otherwise.

ANNEXURES TO BOARD'S REPORT

ANNEXURE 'A'

FORM AOC-1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures [Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

₹ in lakhs

S.No.	Particulars	Name of the Subsidiary				
		HGHL Holdings Ltd, UK		IDL Explosives Ltd.	IDL Buildware Ltd.	Gulf Caressorie India Ltd.
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable, as the reporting period is same for the holding company and all the subsidiaries, i.e., 31st March				
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	USD (Exchange Rate: 1USD = INR 62.50)	INR		
3	Share capital	100.29	1.60	794.00	357.00	40.00
4	Reserves & surplus	1,129.23	18.07	1,246.90	(241.01)	(114.01)
5	Total assets	128,221.91	20151.55	16,328.02	184.34	11.38
6	Total Liabilities	128,221.91	20151.55	16,327.97	184.34	11.38
7	Investments	100.29	1.60	0.05	0.18	-
8	Turnover	6,738.49	110.16	30,316.32	663.51	0.24
9	Profit before taxation	449.41	7.35	723.00	553.51	(0.19)
10	Provision for taxation	(37.03)	(0.61)	0.52	-	-
11	Profit after taxation	486.45	7.95	722.48	553.51	(0.19)
12	Proposed Dividend	-	-		-	-
13	% of shareholding	100%		100%	100%	95%

Note : Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on 31st March, 2015.

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
   a) Name(s) of the related party and nature of relationship: NIL
   b) Nature of contracts/arrangements/transactions: NIL
   c) Duration of the contracts / arrangements/transactions: NIL
   d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
   e) Justification for entering into such contracts or arrangements or transactions: NIL
   f) Date(s) of approval by the Board: NIL
   g) Amount paid as advances, if any: NIL
   h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: NIL
2. Details of material contracts or arrangements or transactions at arm's length basis:

S. No.	Name of the related party and nature of relationship	Nature of transaction	Duration of transaction	Salient terms of the transaction including the value, if any	Date of approval by the Board, if any	Amount paid as advances, if any
1.	Gulf Oil Lubricant India Limited (Fellow Subsidiary till 17th March 2015)	Corporate Guarantee given by the Company for an amount of ₹ 34,500 lakhs	Continuous basis	Pursuant to Scheme of Arrangement. Commission @ 0.50% p.a.	14.11.2014	Commission received during the year.

ANNEXURE 'B'

[Pursuant to Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year:

   (**Explanation:** (i) the expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values).

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year:

   The ratio of remuneration of each Director to the Median Remuneration of all employees who were on the payroll of the Company and the percentage increase in remuneration of the Directors during the financial year 2014-15 are given below:

Non Executive Directors	Ratio to Median	Percentage Increase / Decrease (-) in Remuneration
Mr.Ajay P Hinduja*	6.13	Not Applicable
Mr.Ramkrishan P Hinduja	0.50	-36%
Mr.K.N.Venkatasubramanian	2.42	-14%
Mr.M.S.Ramachandran	2.69	-38%
Mr.Ashok Kini	3.35	-37%
Mr.Prakash Shah	1.95	-27%
Ms.Kanchan Chitale	2.83	-33%
Mr.Sanjay G Hinduja*	0.36	-61%
Mr.Ramesh V.Rao*	0.32	-80%
Ms.Vinoo S.Hinduja*	-	-
Mr.K.C.Samdani*	0.24	-17%

** Part Year*

Managing Director	Ratio to Median	Percentage Increase / Decrease (-) in Remuneration
Mr.S.Pramanik	38.95	18%

   The current Chief Financial Officer is appointed in the Company during financial year. Hence, increase of CFO remuneration is not applicable. The percentage increase in remuneration of the Company Secretary is 35%.

3. The percentage increase in the median remuneration of employees in the financial year: 6.67%
4. The number of permanent employees on the rolls of Company: 331.
5. The explanation on the relationship between average increase in remuneration and Company performance:

   Remuneration of employees has a close linkage with the performance of the Company. The Variable Pay (VP) component in the remuneration for all the management staff, has a direct correlation with the Company's performance. VP is calculated based on both individual and Company performance. Component of VP has a higher weightage for senior positions and lower weightage for junior positions.

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

   The gross sales of the Company (standalone) for the year 2013-14 were 1100 crores, a 1.50% rise over the previous year. Profit before tax during 2013-14 was higher by 7.66% at Rs.79 crores, while net profit for the year stood at Rs.58 crores, recording a growth of 10% over the previous year.

   The Company's performance during 2013-14 was considered while approving the variable pay and the increase in remuneration for the Key Managerial Personnel (excluding CFO), which increased by an average of 19.81% during the year.

7. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies:

   The market capitalization of the Company as at 31st March, 2015 is Rs.734 crores and the market capitalization of Gulf Oil Lubricants India Limited as at 31st March, 2015 is Rs.2,523 crores aggregating to Rs.3257 crores, as against Rs.1081 crores as at 31st March, 2014 for the Company prior to demerger of the Lubricants Division, an increase of 201% during the year under review. The price earnings ratio of the Company as at 31st March, 2015 is 24, as against 18 as at 31st March, 2014. However the same is not comparable in view of the demerger of the Lubricants Division.

   The last public offer for the shares of the Company was an Initial Public Officer (IPO) in the year 1963, for 15,000 Equity Shares of Rs.100 each at par. The market quotation of the Equity Shares of the Company as on 31st March, 2015 was Rs.148 per share of face value of Rs.2/- each, representing an increase of 7,300% over the period. However, this excludes the benefit of dividends paid and corporate actions such as rights an bonus shares issued by the Company during this period.

8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

   The percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 11%, as against an increase of 18% in the salary of the Managing Director (managerial personnel as defined under the Act). The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time.

9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

   The gross sales of the Company (standalone) for the year 2013-14 were 1100 crores, a 1.50% rise over the previous year. Profit before tax during 2013-14 was higher by 7.66% at Rs.79 crores, while net profit for the year stood at Rs.58 crores, recording a growth of 10% over the previous year.

   Considering the Company's performance and their individual performances during 2013-14; to have the remuneration commensurate with the responsibilities handled; to align their remuneration with the remunerations of similarly placed positions in comparable companies, the remuneration of the Key Managerial Personnel during the year increased by 18% for the Managing Director, *% for the Chief Financial Officer and 35% for the Company Secretary. (* not applicable, as the incumbent CFO is appointed in the Company during the financial year).

10. The key parameters for any variable components of remuneration availed by the Directors:

   The variable component of Non-Executive Directors' remuneration consists of commission on profit, apart from sitting fee. In terms of the Shareholders' approval obtained at the Annual General Meeting held on 25th September, 2015, commission is paid at a rate not exceeding 1% per annum of the profits of the Company, computed in accordance with the provisions of the Companies Act, 2013. The apportionment of commission among the Non-Executive Directors is recommended by the Nomination and Remuneration Committee and approved by the Board. The commission is apportioned on the basis of their attendance and contribution at the Board and Committee Meetings, by giving appropriate weight-ages to their roles as chairman / member of respective Commmittees.

   The Company pays remuneration by way of commission as variable component to the Managing Director. Commission is calculated with reference to the net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year, based on the recommendations of the Nomination and Remuneration Committee (NRC), subject to the overall ceilings stipulated in the Companies Act, 2013. Specific amount payable as commission is based on the performance criteria laid down by the Board/NRC, which broadly takes into account the profits earned by the Company for the year.

11. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:

   The highest paid Director is the Managing Director. No employee has received remuneration in excess of the Managing Director during the year.

12. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

   It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

Statement of particulars of employees pursuant to Rule 5(2) and (5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of Directors' Report for the financial year ended 31st March, 2015

Name of the Employee	Age	Designation Nature of Duties	Qualification	Experience (years of employment)	Date of Commence-ment	Remuneration (Rs. in Lakhs)	Last Employment/ Position held	% of equity share held in the Company
EMPLOYED THROUGHOUT THE YEAR								
1. S.Pramanik	65	Managing Director	B.Che.E (Hons), MFM,CAIIB, FICWA,FCS	42	02.11.1998	127.40	Executive Director (Commercial) Gulf Oil India Ltd.	0.01

Notes:

1. Nature of employment is contractual. Other terms and conditions applicable are as per the Company's rules.
2. None of the employees is a relative of any Director of the Company.
3. Shares held by Mr.S.Pramanik as on March 31, 2015 - 6502.

ANNEXURE 'C'

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

a) Steps taken or impact on conservation of energy:

1. Stabilizing the power factor around 0.97 and adding capacitor banks at load end to increase PF to 0.99.
2. Introduced LED lights in F&P buildings and changed to CFL Lighting System in second stage packing, delay plant, Magazines PETN Nitraton and Street lights.

b) Steps taken by the company for utilising alternate sources of energy:

Utilized the energy generated by the wind mills in additions to solar energy for computers and communication systems in administration building and street light in the factory area.

c) The capital investment on energy conservation equipments:

-

B. TECHNOLOGY ABSORPTION

(i) the efforts made towards technology absorption:

No technology imported or acquired from external sources.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution:

a) Stabilization of Nitration Process at the PETN Plant was taken up and the consumption of Nitric Acid reduced.

b) Improvement of Acetone recovery improved.

c) Development of In-situ filling of shock tubes work commenced to improve quality and safety.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

(a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Not Applicable, as there was no import of technology during the last three years.

iv) Expenditure on R&D

(₹ in Lakhs)

	2014-15	2013-14
(a) Capital Expenditure	-	125.60
(b) Recurring Expenditure	66.37	380.11
(c) Total Expenditure	66.37	505.71
(d) Total Expenditure on R&D as a percentage of total turnover	0.57	0.46

C. FOREIGN EXCHANGE EARNINGS & OUTGO

(₹ in Lakhs)

	2014-15	2013-14
Total Foreign Exchange used and earned in terms of actual inflows and actual outflow:		
Used / Outflow	566.38	2,042.45
Earned / Inflow	2,872.52	3,566.29

ANNEXURE 'D'

Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

To

The Members

Gulf Oil Corporation Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Gulf Oil Corporation Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms, returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has during the audit period covering the financial year ended on **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Gulf Oil Corporation Limited** ("the Company") for the financial year ended on **31st March, 2015** according to the provisions of:

I. The Companies Act, 2013 (the Act) and the rules made there under;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

IV. Foreign Exchange Management Act, 1999 and rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1992;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the Client;

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2008 ; and

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

VI. The Industry specific Acts, Labour and other applicable Laws as provided by the management of the Company.

   We have also examined compliance with the applicable clauses the following:

   i. Secretarial Standards issued by the Institute of Company Secretaries of India (not made applicable up to 31.03.2015);

   ii. The Listing agreement entered into by the company with Bombay Stock Exchange and National Stock Exchange.

   During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines subject to following observations:

The Company is following the system software called **"Compliance Responsibilities Distribution Table"**, listing out various Acts/Rules viz a viz. action taken, responsibility and the frequency. It is recommended to update the compliance software by including all event based compliances.

We further report that during the audit period the company has:

1. Received order from the High Court with respect to demerger between Gulf Oil Corporation Limited and Gulf Oil Lubricants India Limited.
2. On 23/02/2015, an accident has occurred in sampling shed resulting in death of 5 contract labourers and one supervisor. A committee of 4 members was constituted by the Company to go into the details of the occurrence of the event and to suggest necessary remedial actions to avoid such events in future. The report of the committee has been submitted. Meanwhile, the company has entered into MOU with workers union and agreed to pay compensation to the dependent family members of the deceased employees.
3. The Company has constituted Corporate Social Responsibility (CSR) Committee as per the provisions of Section 135 of Companies Act, 2013. However, due to demerger of Lubricants division into Gulf Oil Lubricants India Limited (GOLIL) with effect from 01.04.2014. GOLIL has agreed to treat the profits of the Lubricants division of Gulf Oil Corporation Limited (GOCL) for the past 3 years as profits of GOLIL for CSR purpose. The remaining business of GOCL was incurring losses on aggregate basis during the preceding 3 financial years. Hence, CSR committee decided not to recommend any amount to be spent by the Company towards CSR purpose during the Financial Year 2014-15.
4. The Company has made an application for obtaining consent for operations from the Pollution Control Board for the period under audit.

For BS & Company,
Company Secretaries

Date: 23.05.2015
Place: Hyderabad

Dafthardar Soumya
C P No.: 13199
ACS: 29312

Note: This report is to be read with our letter of even date which is annexed as 'Annexure' and forms an integral part of this report.

ANNEXURE

To
The Members
Gulf Oil Corporation Limited

Our report of even date is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Where ever required, we have obtained Management Representation about the compliance laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For BS & Company,
Company Secretaries

Date: 23.05.2015
Place: Hyderabad

Dafthardar Soumya
C P No.: 13199
ACS: 29312

ANNEXURE 'E'

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1 A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.	Gulf Oil Corporation Limited "GOCL") is inspired and guided by the pioneering thoughts "*My dharma (duty) is to work so that I can give"* of late Shri Parmanand Deepchand Hinduja- Founder of the Hinduja Group. GOCL is a socially responsible corporate and has undertaken and implemented Corporate Social Responsibility (CSR) activities for the upliftment of the economically and socially disadvantaged communities and shall continue to do in future. The prioritized areas for CSR activities of GOCL include Education, Sustainable Development, Health Care and other philanthropic and humanitarian activities. The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website at the web link: http://www.gulfoilcorp.com/reportspdf/report54e335c075375.pdf
2 The Composition of the CSR Committee.	1. Mr.Prakash Shah (Chairman) 2. Mr.Ajay P Hinduja (Member) 3. Mr.K.N.Venkatasubramanian (Member)
3 Average net profit of the Company for last three financial years.	₹ 5781.16 lakhs
4 Prescribed CSR Expenditure (two percent of the amount as in item 3 above).	₹115.63 lakhs
5 Details of CSR spent for the financial year: a) Total amount to be spent for the financial year:	₹ 4.07 lakhs
b) Amount unspent, if any:	₹ 111.56 lakhs
c) Manner in which the amount spent during the financial year.	Donation of Ambulance to a public hospital
6 In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.	Yes
7 A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.	Yes

Mumbai,
August 7, 2015

S.Pramanik
Managing Director

Prakash Shah
Chairman - CSR Committee

ANNEXURE 'F'

FORM NO. MGT.9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015
[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014]

I. Registration and other Details:-

CIN	L24292TG1961PLC000876
Registration Date	20th April 1961
Name of the Company	Gulf Oil Corporation Limited
Category/Sub-Category of t he Company	Public Company Limited by shares
Address of the Registered Office	Kukatpally, Sanathnagar (IE) P.O., Hyderabad - 500 018,
	Ph: 040 2381 0671-79, Fax: 040 2381 3860
	Email: secretarial@gulfoilcorp.com; info@gulfoilcorp.com
	Website: www.gulfoilcorp.com
Whether Listed Company	Yes
Name, address and contact details	Karvy Computershare Private Limited,
of Registrar & Transfer Agent (RTA), if any	Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial
	District, Nanakramguda, Hyderabad - 500 032
	Ph: 040 6716 1606 Email: einwsard.ris@karvy.com
	Website: www.karvycomputershare.com

II. Principal Business Activities of the Company:-

All the business activities contributing 10% or more of the total turnover of the Company shall be stated :-

Sl.No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1	Explosive Accessories (Detonators) (For Mining & Industrial Use)	20292	71%
2	Mining & Infrastructure	05209	17%
3	Realty	6810	12%

III. Particulars of Holding, Subsidiary and Associate Companies:-

Sl. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Hinduja Power Ltd., Mauritius	Not Applicable	Holding Company	59.95%	2(46)
2	IDL Explosives Ltd.	U28132TG2010PLC070529	Subsidiary Company	100%	2(87)(ii)
3	HGHL Holdings Ltd., UK	Not Applicable	Subsidiary Company	100%	2(87)(ii)
4	IDL Buildware Ltd.	U70102TG1994PLC018453	Subsidiary Company	100%	2(87)(ii)
5	Gulf Caressorie India Ltd.	U23201MH1994PTC078824	Subsidiary Company	95%	2(87)(ii)

ANNEXURES TO BOARD'S REPORT

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A.Promoters									
(1) Indian									
a)Individual/HUF	-	-	-	-	-	-	-	-	-
b)Central Govt.	-	-	-	-	-	-	-	-	-
c)State Govt.(s)	-	-	-	-	-	-	-	-	-
d)Bodies Corporate	-	-	-	-	-	-	-	-	-
e)Banks / FI	-	-	-	-	-	-	-	-	-
f)Any Other…	-	-	-	-	-	-	-	-	-
Sub-Total(A)(1):	-	-	-	-	-	-	-	-	-
(2) Foreign									
a)NRIs-Individuals	-	-	-	-	-	-	-	-	-
b)Other – Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corporate	49536335	-	49536335	49.96	29718167	-	29718167	59.95	9.99
d)Banks/FI	-	-	-	-	-	-	-	-	-
e)Any Other…	-	-	-	-	-	-	-	-	-
Sub-Total(A)(2):	49536335	-	49536335	49.96	29718167	-	29718167	59.95	**9.99**
Total Shareholding of Promoters(A)=(A)(1)+(A2)	49536335	-	49536335	49.96	29718167	-	29718167	59.95	9.99
B. Public Shareholding									
1)Institutions									
a) Mutual Funds / UTI	3189717		3189717	3.22	1736524	-	1736524	3.50	0.28
b) Banks / FI	2053109	240	2053109	2.07	963043	120	963163	1.94	(0.13)
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	298980	298980	0.30	-	149490	149490	0.30	-
e) Venture Capital Funds	-		-	-	-		-	-	-
f) Insurance Companies	-		-	-	-		-	-	-
g) FIIs	8276032		8276032	8.35	6083847	-	6083847	12.27	3.92
h) Foreign Venture Capital Funds	-		-	-	-		-	-	-
i)Others (specify)	-		-	-	-		-	-	-
Sub-Total(B)(1)	13817838		13817838	13.94	8933024	149610	8933024	18.01	4.07
(2)Non-Institutions									
a)Bodies Corporate									
i)Indian	2782907	65940	2848847	2.87	1086480	18030	1104510	2.23	(0.64)
ii)Overseas	2666666	-	2666666	2.69	1333333	-	1333333	2.69	-
b)Individuals									
i)Individual shareholders holding nominal share capital upto Rs. 1 lakh	11395528	1711569	13107097	13.22	5456980	809663	6266643	12.64	(0.58)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	10095755	312676	10408431	10.50	1751168	119688	1870856	3.77	(6.73)
a) Others (specify)									
Foreign Nationals	9900	-	9900	0.01	-	-	-	-	(0.01)
Non-Resident Indians	1372023	6765	1378788	1.39	241571	3382	244953	0.49	(0.90)
Clearing Members	5354328	0	5354328	5.40	99754	-	99754	0.20	(5.20)
Trusts	16750	-	16750	0.02	1250	-	1250	0	-
Sub-total (B)(2):-			35790807	36.10			10921299	22.03	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	47212475	2396170	49608645	50.04	18753950		19854323	40.05	(9.99)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	96748810	2396170	99144980	100	48472117		49572490	100	-

ii) Shareholding of Promoters

S No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of total shares of the Company	% Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% Shares Pledged / encumbered to total shares	
1	Gulf Oil International (Mauritius) Inc. (GOIMI)	4,95,36,335	49.96	Nil	Nil	Nil	Nil	100%
2	Hinduja Power Limited, Mauritius (HPL)	Nil	Nil	Nil	2,97,18,167	59.95	Nil	100%

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sl No		Shareholding at the beginning of the year		Cumulative shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	4,95,36,335	49.96		
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)	(Please see table below$)			
3	At the end of the year			2,97,18,167	59.95

($) Change in Promoters' Shareholding

Sl No	Reason for change	Date of Change	No. of shares before change	No. of Share after change	% total shares of the Company after change
1	Shares held by GOIMI at the beginning of the year		4,95,36,335		49.96
2	Increase of shares by Gulf Oil International (Mauritius) Inc. (GOIMI) by way of purchase from the open market.	02.04.2014 15.05.2014 16.05.2014 19.05.2014 20.05.2014	49,50,000 45,00,000 2,25,000 1,55,000 70,000	5,44,86,335 5,89,86,335 5,92,11,335 5,93,66,335 5,94,36,335	54.95 59.49 59.72 59.88 59.95
3	Shares halved pursuant to capital reduction under the Scheme of Arrangement			2,97,18,167	59.95
4	Inter-se Transfer of Shares between GOIMI and HPL.	17.03.2015	2,97,18,167	2,97,18,167	59.95

(iv) Shareholding pattern of Top 10 Shareholders (other than Directors,Promoters and Holders of GDR & ADRs)

S No	Name	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in shareholding	Cumulative shareholding durng the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Bridge India Fund	7680657	7.75	1 /04/2014			7680657	7.75
				18/04/2014	Increase	476000	8156657	8.23
				25/04/2014	Increase	500000	8656657	8.73
				9/05/2014	Decrease	8656657	0	0
				13/03/2015	Acquisition	2353478	2353478	4.78
				31/03/2015			2353478	4.78
2	ICICI Limited	4950000	4.99	1/04/2014			4950000	4.99
				4/04/2014	Decrease	4950000	0	0
				31/03/2015			0	0
3	Girdharilal V Lakhi & Vandana Lakhi	4346460	4.38	1/04/2014			4346460	4.38
				12/06/2014	Capital Reduction	2173230	2173230	4.38
				4/07/2014	Decrease	1165036	1008194	2.03
				11/07/2014	Decrease	881317	126877	0.26
				31/03/2015	Decrease		126877	0.26

ANNEXURES TO BOARD'S REPORT

S No	Name	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in shareholding	Cumulative shareholding durng the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
4	IAM Limited	2666666	2.69	1/04/2014			2666666	2.69
				12/06/2014	Capital Reduction	1333333	1333333	2.69
				31/03/2015			1333333	2.69
5	Reliance Capital Trustee Co. Ltd.-Reliance Long Term Fund	2050005	2.07				2050005	2.07
				12/06/2014	Capital Reduction		1025002	2.07
				31/03/2015			1025002	2.07
6	Manish Lakhi	1638483	1.65	1/04/2014			1638483	1.65
				12/06/2014	Capital Reduction	819241	819241	1.65
				04/07/2014	Decrease	819241	0	0
				31/03/2015			0	0
7	The New India Assurance Co. Ltd.	1445858	1.46	1/04/2014			1445858	1.46
				12/06/2014	Capital Reduction	722929	722929	1.46
				31/03/2015			722929	1.46
8	Govindlal Gilada	676262	0.68	1/04/2014			676262	0.68
				25/04/2014	Decrease	17708	658554	0.68
				2/05/2014	Decrease	4250	654304	0.66
				9/05/2014	Decrease	36759	617545	0.66
				23/05/2014	Decrease	44500	573045	0.62
				30/05/2014	Decrease	14991	558054	0.58
				6/06/2014	Decrease	7190	550864	0.56
				12/06/2014	Capital Reduction	275432	275432	0.56
				15/08/2014	Decrease	3000	272432	0.55
				22/08/2014	Decrease	2000	270432	0.55
				5/09/2014	Decrease	10000	260432	0.53
				12/09/2014	Decrease	9800	250632	0.51
				19/09/2014	Decrease	6255	244377	0.49
				14/11/2014	Decrease	12351	232026	0.47
				21/11/2014	Decrease	5000	227026	0.46
				31/03/2015			227026	0.46
9	Hitesh Satishchandra Doshi	555104	0.56	1/04/2014			555104	0.56
				12/06/2014	Capital Reduction	277552	277552	0.56
				31/03/2015			277552	0.56
10	Ram Buxani	500000	0.50	1/04/2014			500000	0.50
				18/04/2014	Decrease	500000	0	0
				31/03/2015			0	0
11	Afrin Dia	0	0	1/04/2014			0	0
				30/06/2014	Increase	9210	9210	0.02
				04/07/2014	Increase	356972	366182	0.74
				11/07/2014	Increase	940000	1306182	2.63
				25/07/2014	Increase	18262	1324444	2.67
				08/08/2014	Increase	57719	1382163	2.79
				22/08/2014	Increase	115073	1497236	3.02
				29/08/2014	Increase	21764	1519000	3.06
				05/09/2014	Increase	236	1519236	3.06
				12/09/2014	Increase	14999	1534235	3.09
				19/09/2014	Increase	48023	1582258	3.19
				30/09/2014	Increase	50000	1632258	3.29
				10/10/2014	Increase	55878	1688136	3.41
				17/10/2014	Increase	74354	1762490	3.56
				24/10/2014	Increase	1500	1763990	3.56
				31/10/2014	Increase	35000	1798990	3.63
				07/11/2014	Increase	15000	1813990	3.66
				14/11/2014	Increase	63128	1877118	3.79
				21/11/2014	Increase	15000	1892118	3.82
				12/12/2014	Increase	10249	1902367	3.84
				31/03/2015		0	1902367	3.84

S No	Name	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in shareholding	Cumulative shareholding durng the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
12	New Leaina Investments Limited	0	0	1/04/2014			0	0
				30/06/2014		11490	11490	0.02
				04/07/2014	Increase	1500000	1511490	3.05
				11/07/2014	Increase	76962	1588452	3.20
				31/03/2015		0	1588452	3.20
13	Mirae Asset Emerging Bluchip Fund	253685	0.26	1/04/2014		0	253685	0.26
				04/04/2014	Increase	67000	320685	0.32
				11/04/2014	Increase	35000	355685	0.36
				18/04/2014	Increase	20000	375685	0.38
				25/04/2014	Increase	35000	410685	0.41
				02/05/2014	Increase	20000	430685	0.43
				16/05/2014	Increase	50000	480685	0.48
				30/05/2014	Decrease	5000	475685	0.48
				04/06/2014	Decrease	45000	430685	0.43
				12/06/2014	Capital Reduction	215342	215342	0.43
				30/06/2014	Increase	6170	221512	0.45
				04/07/2014	Increase	59317	280829	0.57
				11/07/2014	Increase	10000	290829	0.59
				18/07/2014	Increase	15008	305837	0.62
				08/08/2014	Increase	25134	330971	0.67
				22/08/2014	Increase	25000	355971	0.72
				29/08/2014	Increase	5833	361804	0.73
				12/09/2014	Increase	10000	371804	0.75
				19/09/2014	Increase	10000	381804	0.77
				20/03/2015	Decrease	276234	105570	0.21
				27/03/2015	Decrease	1340	104230	0.21
				31/03/2015			104230	0.21
14	Mirae Asset Emerging Opportunities Fund	0	0	1/04/2014			0	0
				11/07/2014	Increase	59054	59054	0.12
				18/07/2014	Increase	85754	144808	0.29
				25/07/2014	Increase	13461	158269	0.32
				01/08/2014	Increase	11515	169784	0.34
				08/08/2014	Increase	15299	185083	0.37
				15/08/2014	Increase	9000	194083	0.39
				05/09/2014	Increase	25000	219083	0.44
				12/09/2014	Increase	115000	334083	0.67
				28/11/2014	Increase	25000	359083	0.72
				13/03/2015	Decrease	27637	331716	0.67
				31/03/2015	Decrease	99516	232200	0.47
				31/03/2015			232200	0.47
15	Pavitra Commercials Limited	393777	0.40	1/04/2014			393777	0.40
				12 /06/2014	Capital Reduction	196888	196888	0.79
				31/03/2015			196888	0.40

ANNEXURES TO BOARD'S REPORT

(v) **Shareholding of Directors and Key Managerial Personnel:-**

S No	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease (No. of Shares)	Reason	Cumulative shareholding durng the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
A.	**Directors**							
1	Mr.S.Pramanik, Managing Director	9704	0.01%	18/04/2014	200	Increase	9904	0.01%
				6/06/2014	400	Increase	10304	0.01%
				12/06/2014	5152	Capital Reduction	5152	0.01%
				04/07/2014	975	Increase	6127	0.01%
				11/07/2014	225	Increase	6352	0.01%
				22/08/2014	150	Increase	6502	0.01%
2	Mr.K.N.Venkatasubramanian, Independent Director	5500	0.005%	12/06/2014	2750	Capital Reduction	2750	0.005%
3	Mr.M.S.Ramachandran, Independent Director	0	0	3/10/2014	2000	Acquisition	2000	0.003%
B	**Key Management Personnel**							
1	Mr.Ravi Jain, Chief Financial Officer	0	0				0	0
2	Mr.A.Satyanarayana, Company Secretary	700	0%	23/05/2014	698	Decrease	2	0
				12/06/2014	1	Capital Reduction	1	0

Note: Apart from the aforesaid Directors, no other Director held any shares in the Company during the year.

V. Indebtedness

Indebtedness of the Company including interest outstanding / accrued but not due for payment

₹ Lakhs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Prinicipal Amount	17931.94	0	0	17931.94
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	27.24	0	0	27.24
Total (i+ii+iii)	17959.18	0	0	17959.18
Change in Indebtedness during the financial year				
* Additions	99.95	0	0	99.95
* Reduction#	17029.48	0	0	17029.48
Net Change	(16929.53)	0	0	(16929.53)
Indebtedness at the end of the financial year				
i) Prinicipal Amount	935.51	91.86	0	1027.37
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	2.34	0	0	2.34
Total (i+ii+iii)	937.85	91.86	0	1029.71

Reduction includes Rs.16,681.87 lakhs transfer of liability relating to Lubricants Division to Gulf Oil Lubricants India Limited as per Scheme of Arrangement.

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

₹ Lakhs

S. No.	Particulars of Remuneration	Mr.S.Pramanik Managing Director
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	94.80
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	7.60
2	Stock Options	-
3	Sweat Equity	-
4	Commission	25.00
	- as a % of profit	-
	- others, specify…	-
	Total	127.40
	Ceiling as per the Act	164.75

B. Remuneration to other Directors:

a) Independent Directors

₹ Lakhs

S No	Particulars of Remuneration	Name of the Director					Total Amount
		Mr. K .N.Venkata-subramanian	Mr.M.S.Rama-chandran	Mr.Ashok Kini	Mr.Prakash Shah	Ms.Kanchan Chitale	
1	Fee for attending board / committee meetings	5.30	5.80	7.00	4.20	6.00	28.30
2	Commission	2.45	2.81	3.73	2.05	3.07	14.11
3	Others, please specify	-	-	-	-	-	-
	Total (B1)						42.41

b) Other Non Executive Directors

₹ Lakhs

S No	Particulars of Remuneration	Name of the Director						Total Amount
		Mr.Ajay P Hinduja	Mr.Ramkrishan P Hinduja	Mr.Sanjay G Hinduja	Ms.Vinoo S Hinduja	Mr. V.Ramesh Rao	Mr.KC Samdani	
1	Fee for attending board / committee meetings	3.60	1.20	0.60	-	0.45	0.40	6.25
2	Commission	16.00	0.41	0.56	-	0.56	0.36	17.89
3	Others, please specify	-	-	-	-	-	-	-
	Total (B2)							24.14
	Total (B)=(B1+B2)							66.55
	Total Sitting Fees							34.55
	Total Commission							32.00
	Overall Ceiling as per the Act for payment of commission to Non Executive Directors							32.95

C. Remuneration to Key Managerial Personnel Other than MD / Manager/WTD:-

₹ Lakhs

S.No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr.Ravi Jain, Chief Financial Officer	Mr.A.Satyanarayana, Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	53.64	17.43	71.07
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as a % of profit	-	-	-
	- others, specify…	-	-	-
5	Others, please specify.	-	-	-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD/ NCLT /COURT)	Appeal made, if any (Give Details)
A. Company :					
Penalty			None		
Punishment					
Compounding					
B. Director:					
Penalty			None		
Punishment					
Compounding					
C. Other officers in Dafault:					
Penalty			None		
Punishment					
Compounding					

Gulf

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company will continue to be in the forefront of its diverse interests and sustain growth activities through emphasis on Total Quality Management, adoption of emerging technologies, innovation through research, good corporate governance, adherence to fair business practices and effective use of physical, technological, Research & Development (R&D), information and financial resources, thus fulfilling the aspirations of customers, shareholders, employees and financiers.

2. BOARD OF DIRECTORS

(A) Composition: The Board of Directors of the company headed by a Non-executive Chairman consists of the following Directors as on 31st March, 2015 as indicated below:

(i) Non-Executive Directors:

(a) Promoter Group	Mr.Ajay P Hinduja, Chairman
	Mr.Ramkrishan P Hinduja, Vice-Chairman
(b) Independent	Mr. K N Venkatasubramanian
	Mr. M. S. Ramachandran
	Mr. Ashok Kini
	Mr. Prakash Shah
	Ms. Kanchan Chitale

(ii) Executive Director: Mr. Subhas Pramanik, Managing Director

(B) Attendance of each director at the Board Meetings, last Annual General Meeting (AGM) and the details of membership/ chairmanship of Directors in other Board and Board Committees:

Name of the Directors	Number of Board Meetings Attended	Whether attended last AGM	Number of Memberships of other Boards as on 31st March, 2015@	Number of Memberships of other Board Committees*	Number of Chairmanships in other Board Committees*
Mr. Ajay P Hinduja *(From 11th August 2014)*	4	Y	-	-	-
Mr. Ramkrishan P Hinduja	2	Y	12	6	-
Mr.Sanjay G Hinduja *(upto 25th September 2014)*	2	Y	NA	NA	NA
Mr. K N Venkatasubramanian	6	Y	7	1	-
Mr. M.S.Ramachandran	6	Y	7	3	-
Mr.Ashok Kini	6	Y	8	3	1
Mr. Prakash Shah	5	Y	10	5	3
Ms. Kanchan Chitale	6	Y	10	4	3
Ms. Vinoo S Hinduja *(upto29th October 2014))*	-	N	NA	NA	NA
Mr. V Ramesh Rao *(upto 11th August 2014)*	1	NA	NA	NA	NA
Mr. Subhas Pramanik	6	Y	3	2	-
Mr. K C Samdani *(upto 29th October 2014)*	1	N	NA	NA	NA

*@Includes private limited companies and companies registered outside India. *As per explanation to Clause 49.II (D), only Audit Committee and Stakeholders Relationship Committee have been considered for the purpose.*

Board Agenda

Meetings are governed by a structured agenda. The Board members, in consultation with the Chairman, may take up any matter for consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

Information placed before the Board

Apart from the items that are required to be placed before the Board for its approval, the following are also tabled for the Board's periodic review / information, as applicable:

- Performance against plan including business-wise financials in respect of revenue, profits, cash flow, balance sheet, investments and capital expenditure.
- Periodic summary of all long term borrowings and applications thereof.
- Internal Audit findings (through the Audit Committee).
- Status of safety, security and legal compliance.
- Status of business risk exposures, its management and related action plans.
- Show Cause, demand and adjudication notices, if any, from revenue authorities, which are considered materially important.
- Information on strikes, lockouts, retrenchment, fatal accidents, etc., if any
- Write offs / disposals (fixed assets, inventories, receivables, advances, etc.)

(C) Brief profiles of the Directors being appointed/re-appointed have been given in the Directors' Report.

(D) Details of Board Meetings held during the Year 2014-15

Date of the Meeting	Board Strength	No. of Directors Present
8th May 2014	10	6
6th June 2014	10	8
11th August 2014	10	7
25th September 2014	10	9
14th November 2014	8	8
4th February 2015	8	7

(E) Code of Conduct

The Board has laid down Code of Conduct for its Directors and Senior Management of the Company. The text of the Code of Conduct is uploaded on the website of the Company – www.gulfoilcorp.com. The Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended 31st March, 2015. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this regard.

(F) Shares held by non- executive Directors

Mr.K N Venkatasubramanian held 2750 equity shares (of Rs. 2/- each) and Mr.M S Ramachandran held 1500 equity shares (of Rs. 2/- each) of the Company as on 31st March, 2015 and none of the other non-executive directors hold any shares in the Company.

3. AUDIT COMMITTEE

Terms of reference:

The terms of reference of Audit Committee encompass the requirements of Section 177 of Companies Act, 2013 and clause 49 of the Listing Agreement.

The terms of reference inter-alia includes :

1. Oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment and removal of external auditor and fixation of audit fees and also approval of payment for any other services.
3. Reviewing, with the management, the annual financial statements before submission to the Board focusing primarily on:
   - Any changes in accounting policies and practices.
   - Major accounting entries involving estimates based on the exercise of judgment by management.

- Significant adjustments arising out of audit.
- The going concern assumption.
- Compliance with accounting standards.
- Compliance with stock exchange and other legal requirements relating to financial statements.

4. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
5. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
6. Discussion with internal auditors any significant findings and follow up thereon.
7. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
8. Discussion with external auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
9. To Review in Company's financial and risk management policies.
10. To look into the reasons for substantial defaults in the payment to depositors, debenture holders.

Further to the above the following additions were made by Board at its meeting held on 8th May 2014.

Mandate, Role and Responsibilities of the Audit Committee :

As specified under the Companies Act 2013, and the Rules made thereunder , Listing Agreement, SEBI Regulations and regulatory requirements that may come into force from time to time; and as may be mandated by the Board of Directors from time to time.

Composition of the Audit Committee as on March 31, 2015 :

Name	Designation
Ms.Kanchan Chitale	Chairperson
Mr.K N Venkatasubramanian	Member
Mr.Ashok Kini	Member

The Audit Committee consists of Independent Directors as members.

Meetings and Attendance:

Six Audit Committee Meetings were held during the year ended 31st March, 2015. The maximum time gap between any of the two meetings was not more than four months.

Audit Committee Meetings held during the year 2014-15 and attendance details:

Date of the Meeting	Committee Strength	No. of Directors present
7th May 2014	3	3
11th August 2014	3	3
24th September 2014	3	3
14th November 2014	3	3
21st November 2014	3	3
3rd February 2015	3	3

Company Secretary of the Company is the Secretary to the Committee.

Managing Director, Chief Financial Officer and Vice President-Internal Audit are invitees for all the Audit Committee Meetings.

The Statutory Auditors of the Company are invited to join the Audit Committee in the meetings for discussing the financial results, financial statements and the Annual/Audited Accounts before placing it to the Board of Directors.

4. NOMINATION & REMUNERATION COMMITTEE

The terms of reference of Nomination & Remuneration Committee encompass the requirements of Section 178 of Companies Act, 2013 and clause 49 of the Listing Agreement.

The key role of this Committee is as follows:

- Provide oversight on Strategic Human Capital issues.
- Search for, evaluate, shortlist and recommend the incumbent for the position of Managing Director and other Directors and their engagement terms to the Board.

- Evaluate and approve for appointment candidates recommended by Managing Directors for key senior positions.
- Review the Succession Plan for Critical Positions and suggest actions.
- Have the responsibility for setting the remuneration for the Managing Director and Whole Time Directors. Review remuneration for the Key Managerial Personnel of the Company. Remuneration in this context will include salary, and performance based variable component and any compensation payments, such as retiral benefits.

Further to the above the following additions were made by Board at its meeting held on 8th May 2014.

Mandate, Role and Responsibilities of the Nomination and Remuneration Committee :

As specified under the Companies Act 2013, Rules under the Companies Act 2013, Listing Agreement, SEBI Regulations and regulatory requirements that may come into force from time to time; and as may be mandated by the Board of Directors from time to time.

Composition of the Nomination and Remuneration Committee as on March 31, 2015 :

Name	Designation
Mr.Prakash Shah	Chairman
Mr.Ajay P Hinduja	Member
Mr. M. S. Ramachandran	Member
Ms. Kanchan Chitale	Member

Mr. Sanjay G. Hinduja was a member up to 25th September 2014.

Meetings and Attendance

Date of the Meeting	Committee Strength	No. of Directors present
7th May 2014	4	2
6th June 2014	4	4
11th July 2014	4	3
14th November 2014	4	4
9th December 2014	4	3

Remuneration policy -

i) For Managing Director

The total remuneration pursuant to shareholders approval consists of:

- a fixed component – consisting of salary and perquisites
- a variable component by way commission as determined by the Board/Nomination and Remuneration Committee within the limits approved by the shareholders.

(₹ in Lakhs)

Particulars	Managing Director
Salaries	81.11
Commission	25.00
Contribution to Provident Fund and Superannuation Fund	13.69
Benefits	7.60
Total	**127.40**

Having regard to the fact that there is a global contribution to Gratuity Fund, the amount applicable to an individual employee is not ascertainable and accordingly, contribution to Gratuity Fund has not been considered in the above computation.

Managing Director is under contract of employment with the company with three months' notice period from either side. There is no severance fee payable to the Executive Directors. The Company does not have any stock option scheme.

ii) For Non– executive Directors (w.e.f November 14, 2014)

a) The sitting fees to the directors for attending Board meeting is ₹ 1,00,000/- ; ₹ 50,000/- for Audit Committee, Nomination & Remuneration Committee, Investment Appraisal & Project Review Committee and Committee of Directors and ₹ 20,000/- for Stakeholders Relationship Committee, the Corporate Social Responsibility Committee and Safety Review Committee.

b) Commission is paid to the Non-executive Director, as approved by the Board/Nomination & Remuneration Committee and subject to the limits prescribed under Sec.197 of the Companies Act, 2013.

₹ in lakhs

Non-executive Directors	Sitting Fees*	Commission*	Total*
Mr. Ajay P. Hinduja(From 11th August 2014)	3.60	16.00	19.60
Mr.Sanjay G Hinduja(up to 25th September 2014)	0.60	0.56	1.16
Mr. Ramkrishan P. Hinduja	1.20	0.41	1.61
Mr. K N Venkatasubramanian	5.30	2.45	7.75
Ms. Kanchan Chitale	6.00	3.07	9.07
Mr. M. S. Ramachandran	5.80	2.81	8.61
Mr. Ashok Kini	7.00	3.73	10.73
Mr. Prakash Shah	4.20	2.05	6.25
Ms. Vinoo S Hinduja (up to 29th October 2014)	-	-	-
Mr. V.Ramesh Rao(up to 11th August 2014)	0.45	0.56	1.01
Mr. K. C. Samdani(up to 29th October 2014)	0.40	0.36	0.76
Total	**34.55**	**32.00**	**66.55**

* exclusive of service tax

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition as on March 31, 2015 :

Name	Designation
Mr.Ashok Kini	Chairman
Mr.Subhas Pramanik	Member

Mr.Ramesh V Rao, was a member up to 11th August, 2014.

Meetings and Attendance

Date of the Meeting	Committee Strength	No. of Directors present
7th May 2014	3	3
11th August 2014	3	2
14th November 2014	2	2
4th February 2015	2	2

The Stakeholders Relationship Committee specifically looks into redressing of shareholders/ investors complaints in matters such as transfer of shares, non-receipt of declared dividends and ensure expeditious share transfer process.

Number of Shareholders Complaints received during the year	:	214
Solved to the satisfaction of the shareholders	:	214
Number of pending Complaints	:	NIL

6. GENERAL BODY MEETINGS

Location, time and venue where last three Annual General Meetings were held:

Financial Year	Location of AGM	Date & Time of AGM
2013-14	Hotel Taj Deccan, Banjara Hills, Hyderabad, 500 034, India	25th September, 2014, 2.30 p.m.
2012-13	Emerald, Hotel Taj Krishna, Banjara Hills, Hyderabad, Andhra Pradesh -500 034, India	30th September, 2013, 2.30 p.m.
2011-12	Grand Ball Room, Hotel Taj Krishna, Banjara Hills, Hyderabad, Andhra Pradesh -500 034, India	21st September, 2012,2.30 p.m.

Special Resolutions

Special resolutions were passed at last three annual general meetings as under:

I) 51st AGM held on 21st September 2012- Three Special Resolutions.

a) Keeping the Registers and records with RTA of the Company.

b) Issue of further shares.

c) Payment of Commission to Non-Executive Directors.

II) 52nd AGM held on 30th September 2013- Two Special Resolutions.

a) Issue of further shares.

b) Amendment and addition of the existing **Article No.135** of the Company.

III) 53rd AGM held on 25th September 2014- Seven Special Resolutions.

a) Issue of further shares in supersession of previous resolution.

b) Re-appointment of Managing Director.

c) Payment of Commission to Non-Executive Directors.

d) Increase in Borrowing power.

e) Creation of Mortgage and other charges on the assets of the Company

f) Amendment of clause 64 of the Articles of Association of the Company.

g) Approval of Transactions with Related Parties (namely IDL Explosives Limited, IDL Buildware Limited, HGHL Holdings Limited, UK and Gulf Oil Lubricants India Limited.

IV) During the year, no resolutions were passed through postal ballot.

7. DISCLOSURES

RELATED PARTIES

There were no materially significant related party transactions which may have potential conflict with the interests of the Company. The Company maintains a Register of Contracts containing the transactions in which the directors are interested and same is placed before the Board. Transactions with related parties as required under Accounting Standard 18, Related party transactions are disclosed in Note 37 forming part of financial statements.

RISK MANAGEMENT

The Company has laid down procedures to inform the Board of the Directors about the Risk Management and its minimization procedures. The Audit Committee and the Board of Directors visit Managment issues periodically.

STRICTURES AND PENALTIES

There were no strictures or penalties imposed on the Company by either Stock Exchanges or SEBI or any Statutory Authority for non-compliance on any matter related to Capital Market during the last three years.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In terms of the requirements of the Companies Act 2013 and Clause 49 of the Listing Agreement, the Company has a vigil mechanism to deal with fraud and mismanagement. The details of the vigil mechanism are displayed on the website of the Company. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism.

8. MEANS OF COMMUNICATION

The quarterly unaudited results and annual audited results are published in Business Standard and in the local newspaper – Andhra Prabha and are displayed on the Website of the Company www.gulfoilcorp.com. Official press releases and Official media releases are sent to stock exchanges and uploaded on the website of the Company.

The Management Discussion and Analysis Report forms part of the Directors' Report.

9. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting:

Date	-	23rd September 2015
Venue	-	Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad-500016.
Time	-	2.30 pm

Financial Calendar (Tentative):

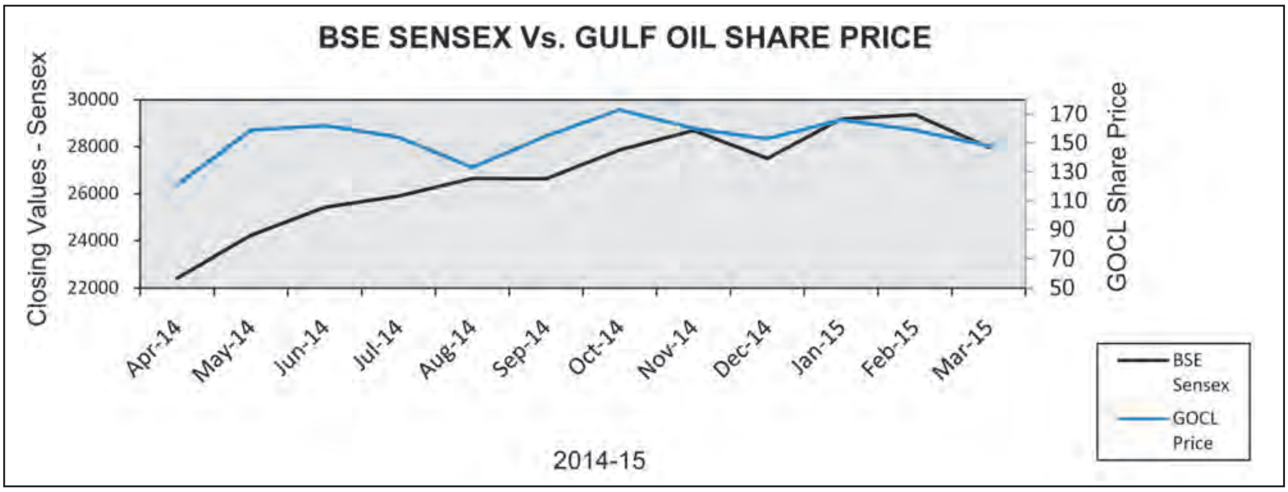
- Unaudited results for 1st quarter of next Financial Year – by 14th August, 2015
- Unaudited results for 2nd quarter of next Financial Year – by 14th November, 2015
- Unaudited results for 3rd quarter of next Financial Year – by 14th February, 2016
- Audited results for next Financial Year – by 29th May, 2016

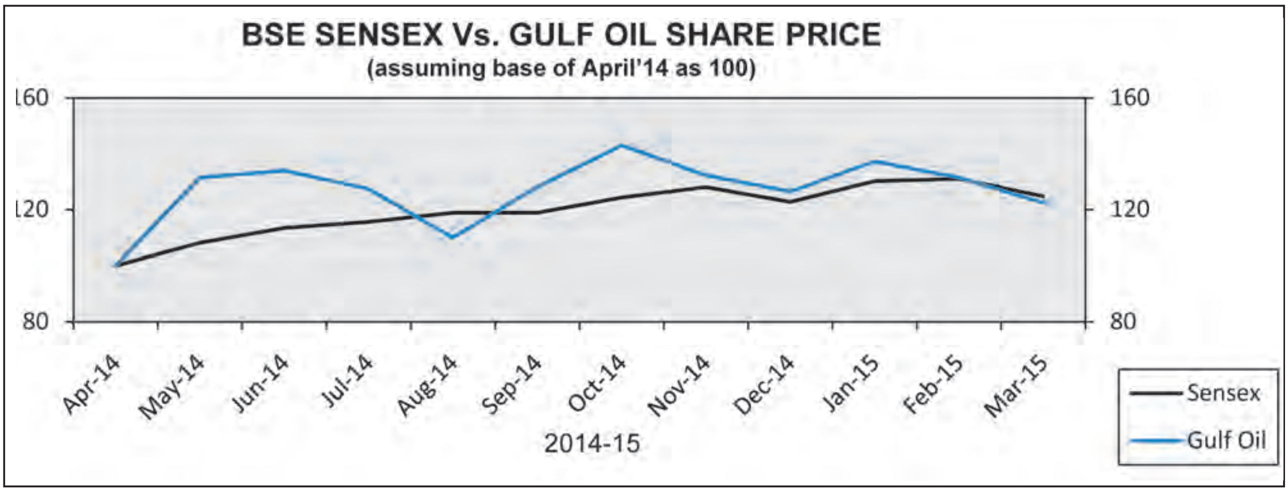
Date of Book Closure	–	September 17, 2015 to September 23, 2015
Date of Dividend Payment	–	September 28, 2015 to October 23, 2015
Listing of Equity Shares	–	BSE Limited – Code 506480 National Stock Exchange of India Ltd – Code GULFCORP

Report on Corporate Governance

Market Price Data (in ₹): in respect of the Company's shares on BSE Limited, monthly high and low during the last Financial Year:

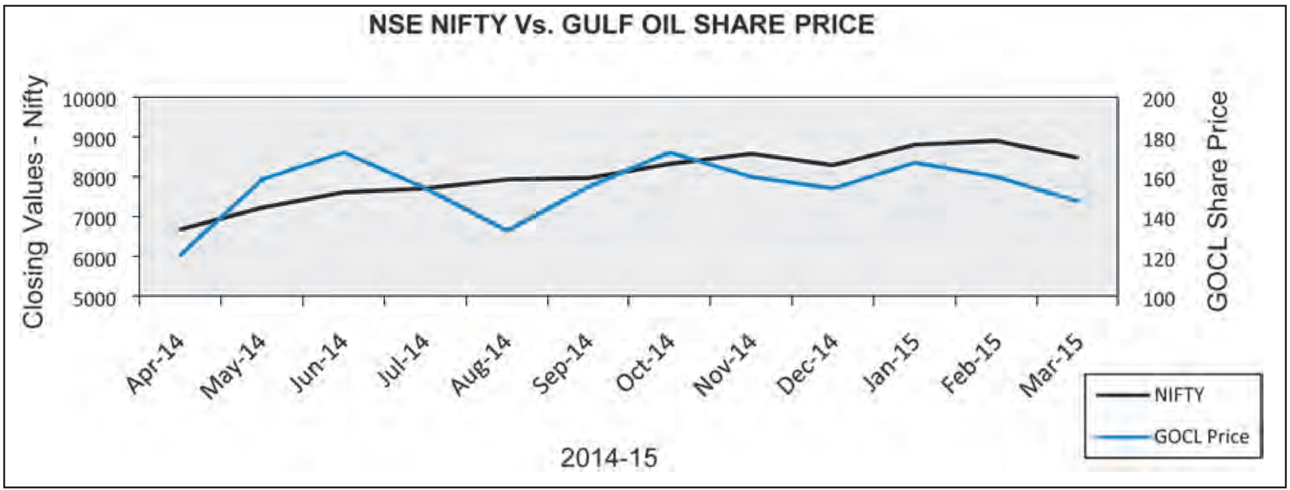
Month & Year	High (₹)	Low (₹)
April, 2014	129.50	105.90
May, 2014	165.00	119.00
June, 2014	166.65	133.00
July, 2014	197.00	135.15
August, 2014	161.00	122.95
September, 2014	184.30	131.25
October, 2014	184.95	141.25
November, 2014	187.00	157.95
December, 2014	172.00	145.35
January, 2015	188.30	152.00
February, 2015	177.00	155.00
March, 2015	168.80	120.90

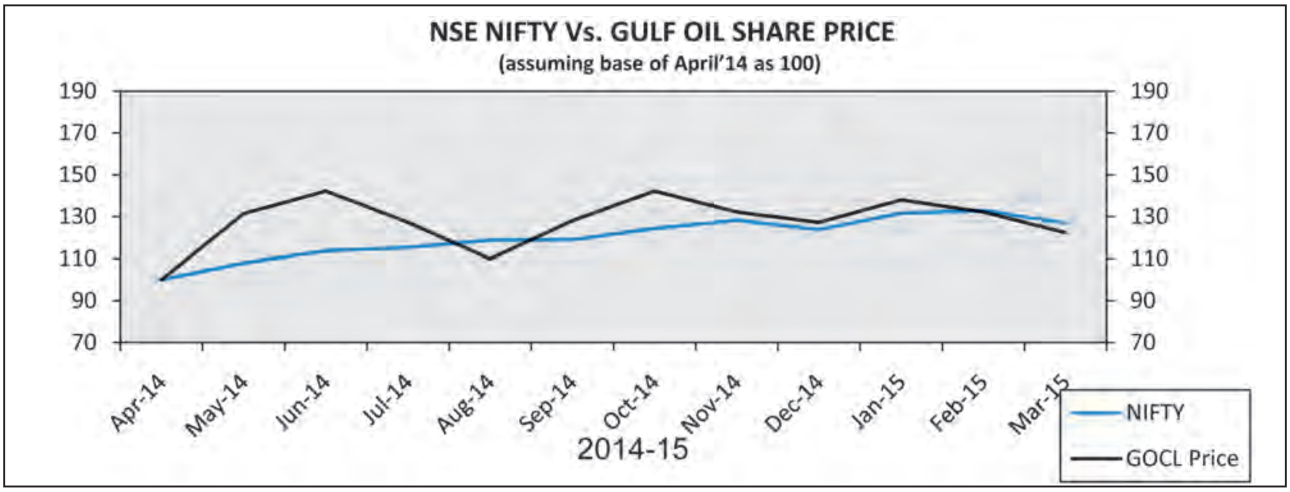




Market Price Data (in ₹): in respect of the Company's shares on National Stock Exchange of India Limited, monthly high and low during the last Financial Year:

Month & Year	High (Rs.)	Low (Rs.)
April, 2014	129.15	106.00
May, 2014	165.35	118.60
June, 2014	171.90	156.50
July, 2014	198.80	135.00
August, 2014	161.00	122.45
September, 2014	184.90	130.10
October, 2014	186.60	151.55
November, 2014	186.90	157.10
December, 2014	172.00	145.10
January, 2015	189.00	151.60
February, 2015	178.50	155.00
March, 2015	168.80	119.05





Details of Share Transfer System:

The authority relating to approval of share transfers has been delegated to the Stakeholders Relationship Committee consisting of Mr. Ashok Kini, Chairman and Mr. Subhas Pramanik, Member (Mr.V Ramesh Rao up to 11th August 2014), the Committee has met four times during the year for approving transfers, transmissions, etc. Operations with regard to dematerialization are being complied with, in conformity with the regulations prescribed.

Report on Corporate Governance

Distribution of Shareholding as on 31st March, 2015:

Paid up Share Capital	Number of Sharesholders		Number of Shares	
	Number	%	Number	%
Up to 5000	54104	99.08	3952219	7.97
5001 – 10000	246	0.45	900221	1.82
10001 – 20000	133	0.24	966219	1.95
20001 – 30000	41	0.08	503518	1.02
30001 – 40000	12	0.02	208847	0.42
40001 – 50000	15	0.03	347329	0.70
50001 – 100000	20	0.04	690831	1.39
100001 and above	36	0.07	42003306	84.73
Total	**54607**	**100**	**49572490**	**100**

Pattern of Shareholding as on 31st March, 2015:

Category	Number of Shareholders	No. of Shares	% of Share-holding
Promoters	1	29718167	59.95
Public :			
Institutional Investors:			
- Mutual Funds & UTI	5	1736524	3.50
- Banks, Financial Institutions & Others	8	1113903	2.25
Bodies Corporate	530	1104510	2.23
Indian Public	53703	8137499	16.42
Foreign Nationals/NRIs/ OCBs	256	1578286	3.18
Clearing Members	92	99754	0.20
FIIs	12	6083847	12.27
GRAND TOTAL	**54607**	**49572490**	**100.00**

Dematerialization of shares and liquidity 4,84,72,117 shares were dematerialized amounting to 97.78% of the total paid up capital.

The name and designation of Compliance Officer : Mr. A Satyanarayana, Company Secretary

The Registrar and Share Transfer Agents are handling all the share transfers and related transactions. As on 31st March, 2015 there were no requests pending for demats / overdue beyond the due dates.

Plant Locations:

Energetics	:	Energetics Division, Hyderabad.

Details of Addresses for Correspondence:

Registered Office	:	Gulf Oil Corporation Limited Kukatpally, Sanathnagar (IE) PO Hyderabad - 500 018 Ph – 91 40 2381 0671 – 79 Fax – 91 40 2381 3860 E-mail: secretarial@gulfoilcorp.com, www.gulfoilcorp.com
Registrar and Share Transfer Agents	:	Karvy Computershare Private Ltd. Karvy Selenium Tower B Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad –500032 Tel No.040-67161602 / 67161602 Fax No.040-23420814 Email: gulfoil@karvy.com; einward.ris@karvy.com
ISIN for the Equity Shares	:	IN E 077F01035
Dividend for the last three years	:	2014-15: 100% 2013-14: 125% 2012-13: 110%

10. SUBSIDIARIES

The Company has one material unlisted Indian Subsidiary, IDL Explosives Limited. Mr.K N Venkatasubramanian and Ms.Kanchan Chitale, the Independent Directors on the Board of the Company are also directors on the Board of IDL Explosives Limted. Board Meeting Minutes of Subsidiaries are placed at the meetings of the Board of Directors. Annual Financial Statements of Subsidiaries are reviewed by Audit Committee and the Board of Directors.

11. NON MANDATORY REQUIREMENTS :

The Company has separate positions for Chairman and Managing Director.
Presently, no other non-mandatory requirements have been adopted by the Company

By order of the Board of Directors

Ajay P. Hinduja
Chairman

Date : August 7, 2015

DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board has laid down a Code of Conduct for all Board Members and senior management personnel of the Company. The code of conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on 31st March, 2015 as envisaged in Clause 49 of the Listing agreement with stock exchanges.

Place: Hyderabad
Date: May 21, 2015.

Subhas Pramanik
Managing Director

CEO & CFO CERTIFICATION

To
The Board of Directors
Gulf Oil Corporation Limited

Annual Confirmation pursuant to Clause 49 (ix)

As required by Clause 49 (ix) of the Listing Agreement with Stock Exchanges, we hereby certify that:

(a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2015 and that to the best of our knowledge and belief:
   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are , to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee , deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit Committee that there are no:
   (i) significant changes in internal control over financial reporting during the year;
   (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

May 21, 2015

S.Pramanik
Managing Director

Ravi Jain
Chief Financial Officer

AUDITORS' CERTIFICATE

To The Members of Gulf Oil Corporation Limited,

1. We have examined the compliance of conditions of Corporate Governance by Gulf Oil Corporation Limited ("The Company") for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company entered into with the stock exchanges in India.

2. The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement.

4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

Ganesh Balakrishnan
Partner
(Membership No. 201193)

Place: Mumbai
Date: 28th May, 2015

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GULF OIL CORPORATION LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **GULF OIL CORPORATION LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order. .

2. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements in accordance with the generally accepted accounting practice - also refer Note 29 A and Note 31 to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No. 008072S)

Ganesh Balakrishnan
Partner
(Membership No. 201193)

Place : Secunderabad,
Date : 28th May 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.

(b) Some of the fixed assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(ii) In respect of its inventories:

(a) As explained to us, inventories were physically verified during the year by the Management at reasonable intervals.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. There are no unclaimed deposits outstanding at the end of the year.

(vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, *prima facie,* the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31^{st} March 2015 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess which have not been deposited as on 31st March 2015 on account of disputes are given below:

Name of the Statute	Nature of Dues	Period to which the amount relates	Amount (₹ lakhs)	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	1980-87	6.12	Assistant Commissioner Central Excise & Customs
		1992-96 &1992-93	1.87	Commissioner Appeals, Central Excise & Customs
		2006-07	631.44	Central Excise and Service Tax Appellate Tribunal
		2003-04	4.61	High Court of Andhra Pradesh
Sales Tax Act	Sales Tax	1992-93, 1994-95, 1995-96, 1998-99 & 2003-04	1,375.78	Sales Tax Tribunal, Orissa
		1976-77 to 1983-84, 1987-88, 1989-90 and 1990-91	1,208.16	High Court, Orissa
		1976-77 to 1983-84 and 2008-09	902.37	Additional Commissioner Commercial Taxes
		1976-77 to 1983-84,1997-98,	188.32	Commissioner Commercial Taxes
		2001-02 & 2003-04 and 2004-05	7.10	Assistant Commissioner Commercial Taxes
		2002-03 to 2011-12	259.67	Joint Commissioner
		2007-08 to 2010-11	14.82	Deputy Commissioner
Finance Act, 1994	Service Tax	2006-07 to 2008-09	1,449.81	Central Excise and Service Tax Appellate Tribunal
Income-tax Act, 1961	Income -Tax	2002-03, 2010-11	2152.09	Income Tax Appellate Tribunal

(d) The Company has been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.

(viii) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

(ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its dues to banks during the year. The Company has no dues to financial institutions and has not issued any debentures.

(x) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks are not, *prima facie*, prejudicial to the interests of the Company.

(xi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.

(xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No. 008072S)

Ganesh Balakrishnan
Partner
(Membership No. 201193)

Secunderabad,
28th May 2015

BALANCE SHEET AS AT 31ST MARCH 2015

	Notes	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	991.45	1982.90
Reserves and Surplus	3	99756.66	111396.38
		100748.11	113379.28
Non-current Liabilities			
Long-term Borrowings	4	70.04	-
Other Long-term Liabilities	5	30.16	89.16
Long-term Provisions	6	9026.70	9355.45
		9126.90	9444.61
Current Liabilities			
Short-term Borrowings	7	935.51	16427.38
Trade Payables	8	2173.12	11512.67
Other Current Liabilities	9	1032.16	6401.67
Short-term Provisions	6	1240.39	154.57
		5381.18	34496.29
TOTAL		115256.19	157320.18
ASSETS			
Non-current Assets			
Fixed Assets			
Tangible Assets	10A	94701.67	96524.67
Intangible Assets	10B	43.94	98.35
Capital Work-in-Progress		1287.84	3596.54
		96033.45	100219.56
Non-current Investments	11	2586.88	2731.02
Deferred Tax Asset (Net)	12	471.90	648.69
Long-term Loans and Advances	13	1643.28	1523.53
Other Non-current Assets	14	41.02	0.42
		100776.53	105123.22
Current Assets			
Inventories	15	5164.13	19908.37
Trade Receivables	16	3479.10	14798.89
Cash and Bank Balances	17	1194.27	9235.10
Short-term Loans and Advances	13	4101.94	7967.49
Other Current Assets	14	540.22	287.11
		14479.66	52196.96
TOTAL		115256.19	157320.18
Corporate Information and Significant Accounting Policies	1		
See accompanying notes forming part of the Financial Statements			

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Ganesh Balakrishnan
Partner

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director

Ajay P. Hinduja
Chairman

A. Satyanarayana
Company Secretary

Place : Secunderabad
Date : 28th May 2015

STATEMENT OF PROFIT& LOSS FOR THE YEAR ENDED 31ST MARCH 2015

	Notes	Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
I. Revenue			
Revenue from Operations (Gross)		11610.24	110022.39
Less: Excise Duty		672.56	14525.70
Revenue from Operations (Net)	18	10937.68	95496.69
Other Income	19	2396.34	4342.86
Total Revenue (I)		13334.02	99839.55
II. Expenses			
Cost of Materials Consumed	20A	2386.98	48399.32
Purchase of Stock-in-Trade (Traded goods)	20B	7.00	2691.51
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	127.78	(2179.71)
Employee Benefits Expenses	22	2513.31	6377.68
Finance Costs	23	216.98	3381.18
Depreciation and Amortization Expense	10C	145.66	1443.08
Other Expenses	24	4774.46	30978.35
Total Expenses (II)		10172.17	91091.41
III. Profit before Exceptional Items and Tax (I-II)		3161.85	8748.14
(Add) / Less: Exceptional Items (Net)	25	(1025.31)	865.52
IV. Profit Before Tax		4187.16	7882.62
V. Tax Expenses:			
Current Tax		874.00	2790.00
Deferred Tax		245.00	(741.00)
Total Tax Expense		1119.00	2049.00
VI. Profit for the Year (IV-V)		3068.16	5833.62
Profit / (Loss) from Continuing Operations before Tax	28	4187.16	(2333.70)
Less: Tax Expense of Continuing Operations		1119.00	(1453.18)
Profit / (Loss) from Continuing Operations		3068.16	(880.52)
Profit from Discontinuing Operations before Tax	28	-	10216.32
Less: Tax Expense of Discontinuing Operations		-	3502.18
Profit from Discontinuing Operations		-	6714.14
Profit for the Year - Total Operations		3068.16	5833.62
Earnings per Equity Share (Face Value of ₹ 2 per share) Basic and Diluted (in ₹)	36		
(i) Continuing Operations		6.19	(0.89)
(ii) Total Operations		6.19	5.88
Corporate Information and Significant Accounting Policies	1		
See accompanying notes forming part of the Financial Statements			

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Ganesh Balakrishnan
Partner

For and on behalf of the Board of Directors

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director

Ajay P. Hinduja
Chairman

A. Satyanarayana
Company Secretary

Place : Secunderabad
Date : 28th May 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

		For the year ended 31st March 2015		For the year ended 31st March 2014	
		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
(A)	**Cash Flow from Operating Activities**				
	Profit before Tax and after Exceptional Items		4187.16		7882.62
	Adjustments for:				
	Depreciation and Amortization Expense	145.66		1443.08	
	Dividend Income	(214.34)		(42.71)	
	Provision for Doubtful Trade and Other Receivables, Loans and Advances written off	-		230.42	
	(Profit) / Loss on sale of Fixed Assets	(173.58)		186.59	
	Impairment of Fixed Assets	-		2159.50	
	Recoveries against amounts, which were adjusted to Revaluation Reserve in earlier years (Refer Note 25)				
	Loans and Advances	(493.73)		-	
	Redemption of Preference Shares	(40.00)		-	
	Liabilities/provisions no longer required written back	(389.69)		-	
	Gain on sale of Investments (Net of write off's)	(197.68)		(2331.73)	
	Interest Income	(710.79)		(2280.51)	
	Unrealized Gain on Exchange (Net)	(6.87)		(128.20)	
	Finance Cost	216.98	(1864.04)	3381.18	2617.62
	Operating Profit before working Capital changes		2323.12		10500.24
	Changes in working capital:				
	Decrease / (Increase) in Trade Receivables, Loans and Advances & Other Assets	90.67		(1479.65)	
	Decrease / (Increase) in Inventories	112.98		(2308.09)	
	(Decrease) / Increase in Trade Payables and Other Liabilities including Provisions	(2551.46)	(2347.81)	524.10	(3263.64)
			(24.69)		7236.60
	Net Income Taxes paid		(407.44)		(2573.76)
	NET CASH (USED IN) / FROM OPERATING ACTIVITIES		(432.13)		4662.84
(B)	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Capital Expenditure on Fixed Assets including Capital Advances	(957.34)		(3245.46)	
	Proceeds from Sale of Fixed assets	173.81		311.44	
	Purchase of Long-Term Investments:				
	- Subsidiaries	(600.00)		-	
	- Others	(38.67)		-	
	Current Investments - Mutual Funds:				
	- Purchased	-		(50.00)	
	- Proceeds from Redemption	-		64.95	
	Bank balance not considered as Cash and Cash Equivalents:				
	- Placed	(4139.19)		(14485.82)	
	- Matured	4776.64		25542.93	
	Proceeds from Sale of Long Term Investment	380.50		5227.25	
	Proceeds from Redemption of Preference Shares	640.00		-	
	Inter-Corporate Deposit to Subsidiary Company				
	- Given	-		(1860.00)	
	- Realized	-		580.00	

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

	For the year ended 31st March 2015 ₹ Lakhs	For the year ended 31st March 2015 ₹ Lakhs	For the year ended 31st March 2014 ₹ Lakhs	For the year ended 31st March 2014 ₹ Lakhs
Advances to Companies:				
- Given	(41.89)		(14.74)	
- Realized	508.05		-	
Interest Received	651.76		2691.42	
Dividend Received	214.34		42.71	
NET CASH FROM INVESTING ACTIVITIES		1568.01		14804.68
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Long-Term Borrowings	99.95		-	
Repayment of Long-Term Borrowings	(12.65)		(2068.50)	
Net decrease in Working Capital Borrowings	(309.55)		(8123.39)	
Repayment of Public Deposits	-		(114.13)	
Interest paid	(214.64)		(3452.94)	
Dividend paid	-		(4659.81)	
Tax on dividend	-		(791.93)	
NET CASH USED IN FINANCIAL ACTIVITIES		(436.89)		(19210.70)
Net increase in Cash and Cash Equivalents		698.99		256.82
Cash and Cash Equivalents as at the commencement of the year		3103.77		2846.95
Less: Cash and Cash Equivalents transferred pursuant to the scheme of amalgamation (Refer Note 28)		2980.57		-
Cash and Cash Equivalents as at the end of the year (Refer Note 1 Below)		822.19		3103.77

See accompanying notes forming part of the Financial Statements

Notes:

1. Cash and Cash Equivalents comprise :

₹ Lakhs

	As at 31st March 2015	As at 31st March 2014
(a) Cash on hand	7.53	8.72
(b) Balance with banks		
(i) In Current Accounts	31.97	3005.60
(ii) In Deposits Accounts	782.69	89.45
Cash and Cash Equivalents included in Note 17	822.19	3103.77

2. The Cash Flow statement reflects the combined cash flows pertaining to continuing and discountinuing operations

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Ganesh Balakrishnan
Partner

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director

Ajay P. Hinduja
Chairman

A. Satyanarayana
Company Secretary

Place : Secunderabad
Date : 28th May 2015

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1. CORPORATE INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES

A. CORPORATE INFORMATION

The Company is in the business of Energetics (Formerly Industrial Explosives), Mining & Infrastructure Services (Formerly Consult) and Realty (Formerly Property Development)

B. SIGNIFICANT ACCOUNTING POLICIES

(a) BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/ Companies Act, 1956 ("the 1956 Act") as applicable. The Financial Statements have been prepared on accrual basis under the historical cost convention except for categories of fixed assets i.e., land which is carried at revalued amounts. The accounting policies adopted in the preparation of the Financial Statements are consistent with those followed in the previous year.

(b) USE OF ESTIMATES

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

(c) INVENTORIES

Inventories are valued at lower of cost and the net realizable value, after providing obsolescence and other losses, which are considered necessary. The method of arriving at cost of various categories of inventories is as below:

(i)	Stores and Spares, Raw and Packing material	Weighted Average method
(ii)	Finished Goods and Work-In-Progress	Weighted average cost of production, which comprises direct material costs and appropriate overheads.
(iii)	Contracts Work-in-Progress	Represents expenses incurred on execution of contracts till balance sheet date.

(d) CASH AND CASH EQUIVALENTS (FOR PURPOSES OF CASH FLOW STATEMENT)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(e) CASH FLOW STATEMENT

Cash flows are reported using the indirect method, where by profit / (loss) before extraordinary items and tax is adjusted for the effects of transaction of non-cash nature. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(f) DEPRECIATION AND AMORTIZATION

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Intangible assets are amortized over their estimated useful life on straight line method. Leasehold land is being amortized in equal installments over the lease period. Assets less than ₹ 5,000 each are fully depreciated in the year of capitalization.

(g) REVENUE RECOGNITION

i. Sale of goods is recognized, net of returns and trade discounts, at the point of dispatch of finished goods to customers. Sales include amount recovered towards excise duty but exclude sales tax and value added tax.

ii. Income from services is recognized at the time of rendering the services.

iii. Contract revenue is recognized on percentage completion method as required under revised Accounting Standard 7 - Construction Contracts. The stage of completion is determined as a proportion that contract costs bear to the estimated total costs. When it is probable that at any stage of the contract, the total cost will exceed the total contract revenue, the expected loss is recognized immediately.

iv. Unbilled revenue represents value of work executed, to be billed subsequent to the Balance Sheet date and is valued at contract price.

v. Export incentives under the Duty Entitlement Pass Book scheme has been recognized on the basis of credits afforded in the passbook.

(h) FIXED ASSETS

Fixed assets are shown at cost / revalued amount less depreciation. Cost comprises the purchase price and other attributable expenses.

(i) FOREIGN CURRENCY TRANSACTIONS

i. Transactions in foreign currencies entered into by the Company are accounted at the exchange rate prevailing on the date of transaction. Foreign currency monetary assets and liabilities of the Company outstanding at the Balance Sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost. Exchange differences arising on settlement / restatement of foreign currency monetary assets / liabilities are recognized as income or expense in the Statement of Profit and Loss.

ii. In respect of forward exchange contracts, the premium or discount at the inception of such a forward exchange contract is amortized as expense over life of the contract. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized in the Statement of Profit and Loss.

iii. Gain or loss on transaction of long-term monetary liabilities intended to acquire fixed assets is capitalized as part of the depreciable fixed assets to which the monetary items relates and depreciated over the remaining useful life of such assets.

(j) INVESTMENTS

Long term Investments are carried individually at cost less provision, other than temporary, in the value of such investments. Current Investments are carried individually at lower of cost and fair value.

(k) EMPLOYEE BENEFITS

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences and long-service awards.

Defined Contribution Plans

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined Benefit Plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise is amortized on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, as reduced by the fair value of plan assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

(a) In case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) In case of non-accumulating compensated absences, when the absences occur.

Long-term Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognized as a liability at the present value of the defined benefit obligation as at the Balance Sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

(l) SEGMENT REPORTING

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market/ fair value factors.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and not allocable to segments on a reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.

(m) LEASES

Lease arrangements where the risks and rewards incidental of ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rental under operating leases are recognized in the Statement of Profit and Loss on a straight line basis over the lease term.

(n) EARNINGS PER SHARE

Basic earnings per share is computed by dividing the profit / loss after tax by the weighted average number of equity shares outstanding during the year.

(o) TAXES ON INCOME

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

(p) RESEARCH AND DEVELOPMENT EXPENSES

Research and Development expenditure of revenue nature is written off in the year in which it is incurred and expenditure of a capital nature is added to fixed assets.

(q) IMPAIRMENT OF ASSETS

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use.

(r) PROVISIONS AND CONTINGENCIES

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognized in the Financial Statements.

(s) OPERATING CYCLE

Based on the nature of products / activities of the Company and normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 2 Share Capital		
Authorised (Refer Note 28**):**		
7,54,27,510 (31.03.2014 : 12,50,00,000) Equity Shares of ₹2 each	1508.55	2500.00
Issued, Subscribed and Fully Paid-up: (Refer Note 28**)**		
4,95,72,490 (31.03.2014 : 9,91,44,980) Equity Shares of ₹2 each	991.45	1982.90
	991.45	1982.90

a. Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting year:

	Year ended 31st March 2015		Year ended 31st March 2014	
	Number of shares	₹ Lakhs	Number of shares	₹ Lakhs
At the beginning of the year	99144980	1982.90	99144980	1982.90
Reduction of Share Capital pursuant to the Scheme of Arrangement (Refer Note 28)	49572490	991.45	-	-
Outstanding at the end of the year	49572490	991.45	99144980	1982.90

b. Terms / Rights attached to Equity Shares:

The Company has one class of equity shares having a par value of ₹2 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution shall be according to the members right and interest in the Company.

c. Details of shareholders holding more than 5% Equity Shares in the Company:

	As at 31st March 2015		As at 31st March 2014	
	Number of shares held	% holding	Number of shares held	% holding
Equity Shares of ₹ 2 each fully paid				
Hinduja Power Limited, Mauritius	29718167	59.95%	-	-
Gulf Oil International (Mauritius) Inc. *	-	-	49536335	49.96%
Bridge India Fund	-	-	7680657	7.75%

* Does not include additional 49,50,000 shares (4.99%) acquired on 27th March 2014 as credit to demat received on 2nd April 2014.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31st March 2015 ₹ Lakhs		As at 31st March 2014 ₹ Lakhs	
Note 3 Reserves and Surplus				
Capital Reserve		0.75		0.75
Export Allowance Reserve		10.50		10.50
Securities Premium Account	12139.52		12139.52	
Less: Adjustment pursuant to the Scheme of Arrangement (Refer Note 28)	12139.52		-	
Closing balance		-		12139.52
Revaluation Reserve		67326.58		67326.58
General Reserve				
Opening balance	13494.01		12894.01	
Add: Transferred from Statement of Profit and Loss	310.00		600.00	
Less: Adjustment pursuant to the Scheme of Arrangement (Refer Note 28)	1231.68		-	
Closing balance		12572.33		13494.01
Surplus in the Statement of Profit and Loss				
Opening Balance	18425.02		16091.26	
Add: Profit for the Year	3068.16		5833.62	
	21493.18		21924.88	
Less:				
Depreciation on transition to Schedule II of the Companies Act, 2013 on fixed assets with Nil remaining useful life (Net of deferred tax) (Refer Note 26)	146.99		-	
Interim Dividend Distributed	-		2478.62	
Dividend proposed to be distributed to Equity shareholders	991.45		-	
Tax on Dividend	198.24		421.24	
Transferred to General Reserve	310.00		600.00	
Closing balance		19846.50		18425.02
		99756.66		111396.38

	As at 31st March 2015 ₹ Lakhs	₹ Lakhs	As at 31st March 2014 ₹ Lakhs	₹ Lakhs
Note 4 Long-term Borrowings	Non-current	Current	Non-current	Current
Term Loans :				
From Banks	-	-	-	1500.00
From Others	70.04	21.82	-	4.56
	70.04	21.82	-	1504.56

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Security / Terms and Conditions of Repayment

(i) Term Loan from Karur Vysya Bank was taken during 2012-13 at floating rate of interest of 1.50% over and above the base rate of the bank (12.50% p.a. as on 31st March 2014) with an option to reset after one year from the date of disbursement. The loan tenure was 3 years including initial moratorium period of one year. Loan was repayable in two installments of ₹ 1,000 Lakhs at end of 24th month and balance at the end of 36th month from the date of disbursement. The loan was secured by an exclusive charge on the industrial land admeasuring 4.29 acres located at Kukatpally, Hyderabad owned by the Company. The amount outstanding as at 31st March 2015 is ₹ Nil (31st March 2014: ₹ 1,500 lakhs)

(ii) Term loan for acquiring vehicle is repayable in 48 equated monthly instalments from the date of availing the loan. Rate of interest is 10.01% per annum and 44 instalments are payable as at the Balance Sheet date.

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 5 Other Long-term Liabilities		
Deposits from Service Providers	30.16	89.16
	30.16	89.16

	As at 31st March 2015 ₹ Lakhs	₹ Lakhs	As at 31st March 2014 ₹ Lakhs	₹ Lakhs
Note 6 Provisions	Long-term	Short-term	Long-term	Short-term
Provision for Employee Benefits:				
Gratuity (Refer Note 33)	143.74	-	283.58	35.95
Compensated Absences	113.25	2.59	302.16	70.51
	256.99	2.59	585.74	106.46
Others:				
Provision for -				
- Indirect Taxes	8394.10	-	8,394.10	-
- Claims	375.61	-	375.61	-
Provision for Fringe Benefit Tax	-	48.11	-	48.11
Proposed Dividend	-	991.45	-	-
Provision for Tax on Proposed Dividend	-	198.24	-	-
	8769.71	1237.80	8769.71	48.11
	9026.70	1240.39	9355.45	154.57

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 7 Short-term Borrowings		
From Banks: (Secured)		
Cash Credit	935.51	2337.27
Working Capital Demand Loan (Foreign Currency)	-	1198.30
Buyers Credit	-	12891.81
	935.51	16427.38

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Security / Terms and Conditions of Repayment

(i) Cash Credit facilities from consortium banks is secured by hypothecation of all current assets of the Company including raw materials, finished goods, stock-in-process, stores and spares (not relating to plant & machinery) and present and future book debts of the Company ranking pari-passu and collateral security by (i) first pari-passu charge by way of equitable mortgage on the land owned by the Company admeasuring 115.10 acres situated at Kukatpally, Hyderabad and (ii) second pari-passu charge on buildings, plant and machinery charged to other term/LOC lenders .

(ii) Consequent to demerger of Lubricants Undertaking, the working capital limits of the Company reduced during the year. As stipulated by the working capital lenders, the Company has offered second pari passu charge on the land owned by the Company admeasuring 115.10 acres situated at Kukatpally, Hyderabad and also secured by corporate guarantee, for the total working capital facilities of ₹34,500 Lakhs to Gulf Oil Lubricants India Limited (Also Refer Note 28 and 29.1(1)(b)).

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 8 Trade Payables		
Trade Payables (Refer Note 32)		
Acceptances	63.63	89.00
Other than Acceptances	2109.49	11423.67
	2173.12	11512.67

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 9 Other Current Liabilities		
Current maturities of Long-term Borrowings (Refer Note 4)	21.82	1504.56
Interest Accrued but not due on Borrowings	2.34	27.24
Interim Dividend	-	2478.62
Unpaid Dividend	132.15	124.05
Unclaimed Share Application Money - Rights Issue	1.95	1.95
Others:		
Advance from Customers	84.61	279.70
Payables on Purchase of Fixed Assets	63.30	22.31
Statutory Remittances	152.00	1826.14
Trade Deposits Received	38.02	11.60
Other Payables	535.97	125.50
	1032.16	6401.67

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

₹ Lakhs

Particulars	GROSS BLOCK					DEPRECIATION / AMORTIZATION							NET BLOCK	
	Cost / Revaluation 1st April 2014	Additions	Deletions / Withdrawals	Transferred as per Scheme of Arrangement (Refer Note 28)	Cost / Revaluation 31st March 2015	As at 1st April 2014	Adjusted on transition to Schedule II (Refer Note 26)	For the Year	On Deductions/ Withdrawals	Transferred as per Scheme of Arrangement (Refer Note 28)	Impairment Losses Recognised in Statement of Profit and Loss	As at 31st March 2015	As at 31st March 2015	As at 31st March 2014
Note 10A Fixed Assets - Tangible Assets														
Land-Freehold														
(Refer Note 27)	92,945.95	552.00	-	162.09	93,335.86	-	-	-	-	-	-	-	93,335.86	-
(Previous year)	(92,945.95)	-	-	-	(92,945.95)	-	-	-	-	-	-	-	-	(92,945.95)
Land-Leasehold	6.80	-	-	-	6.80	6.80	-	-	-	-	-	6.80	-	-
(Previous year)	(6.80)	-	-	-	(6.80)	(6.80)	-	-	-	-	-	(6.80)	-	-
Buildings-Owned	2,218.85	27.01	-	1,217.11	1,028.75	894.43	32.16	45.57	-	534.71	-	437.45	591.30	-
(Previous year)	(1,948.15)	(273.51)	(2.81)	-	(2,218.85)	(843.92)	-	(53.32)	(2.81)	-	-	(894.43)	-	(1,324.42)
Given under operating lease	71.09	-	-	-	71.09	12.26	-	1.28	-	-	-	13.54	57.55	-
(Previous year)	(71.09)	-	-	-	(71.09)	(10.98)	-	(1.28)	-	-	-	(12.26)	-	(58.83)
Total	2,289.94	27.01	-	1,217.11	1,099.84	906.69	32.16	46.85	-	534.71	-	450.99	648.85	-
(Previous year)	(2,019.24)	(273.51)	(2.81)	-	(2,289.94)	(854.90)	-	(54.60)	(2.81)	-	-	(906.69)	-	(1,383.25)
Plant & Machinery Owned	12,180.69	103.89	1,341.43	2,741.80	8,201.35	10,612.91	146.44	54.90	1,341.20	1,743.58	-	7,729.47	471.88	-
(Previous year)	(15,197.07)	(291.06)	(3,307.44)	-	(12,180.69)	(10,191.85)	-	(1,188.72)	(2,897.23)	-	(2,129.57)	(10,612.91)	-	(1,567.78)
Given under operating lease	80.32	-	-	-	80.32	69.74	-	0.96	-	-	-	70.70	9.62	-
(Previous year)	(80.32)	-	-	-	(80.32)	(65.92)	-	(3.82)	-	-	-	(69.74)	-	(10.58)
Total	12,261.01	103.89	1,341.43	2,741.80	8,281.67	10,682.65	146.44	55.85	1,341.20	1,743.58	-	7,800.17	481.50	-
(Previous year)	(15,277.39)	(291.06)	(3,307.44)	-	(12,261.01)	(10,257.77)	-	(1,192.54)	(2,897.23)	-	(2,129.57)	(10,682.65)	-	(1,578.36)
Furniture and Fixtures	204.36	-	(84.81)	198.24	90.93	60.20	9.30	4.41	(95.82)	123.30	-	46.43	44.50	-
(Previous year)	(376.93)	(35.11)	(207.68)	-	(204.36)	(242.79)	-	(12.21)	(194.80)	-	-	(60.20)	-	(144.16)
Office Equipment	276.36	7.61	81.65	108.88	93.44	162.23	28.80	5.82	92.67	28.99	-	75.19	18.25	-
(Previous year)	(308.97)	(16.36)	(48.97)	-	(276.36)	(173.26)	-	(13.60)	(26.70)	-	(2.07)	(162.23)	-	(114.13)
Vehicles	366.80	129.16	-	264.84	231.12	155.08	5.98	10.95	-	71.66	-	100.35	130.77	-
(Previous year)	(650.93)	(1.49)	(285.62)	-	(366.80)	(332.42)	-	(39.45)	(233.71)	-	(16.92)	(155.08)	-	(211.72)
Computers	577.27	17.98	13.79	251.04	330.42	430.17	-	15.08	13.80	142.97	-	288.48	41.94	-
(Previous year)	(603.14)	(25.34)	(51.21)	-	(577.27)	(402.24)	-	(68.11)	(50.46)	-	(10.28)	(430.17)	-	(147.10)
TOTAL	**108,928.49**	**837.65**	**1,352.06**	**4,944.00**	**103,470.08**	**12,403.82**	**222.68**	**138.96**	**1,351.85**	**2,645.21**	**-**	**8,768.41**	**94,701.67**	**-**
(Previous year)	(112,189.35)	(642.87)	(3,903.73)	-	(108,928.49)	(12,270.18)	-	(1,380.51)	(3,405.71)	-	(2,158.84)	(12,403.82)	-	(96,524.67)
Note 10B Fixed Assets - Intangible Assets														
Computer Software	390.32	48.86	-	279.30	159.88	291.97	-	6.70	-	182.73	-	115.94	43.94	-
(Previous year)	(344.88)	(61.44)	(16.00)	-	(390.32)	(244.74)	-	(62.57)	(16.00)	-	(0.66)	(291.97)	-	(98.35)
TOTAL	**390.32**	**48.86**	**-**	**279.30**	**159.88**	**291.97**	**-**	**6.70**	**-**	**182.73**	**-**	**115.94**	**43.94**	**-**
(Previous year)	(344.88)	(61.44)	(16.00)	-	(390.32)	(244.74)	-	(62.57)	(16.00)	-	(0.66)	(291.97)	-	(98.35)

Note 10C. Depreciation and Amortization expenses for the year:

₹ Lakhs

Description	**Year ended 31st March 2015**	Year ended 31st March 2014
Depreciation and amortization expenses on Tangible Assets	138.96	1380.51
Amortization on Intangible Assets	6.70	62.57
Total	145.66	1443.08

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31st March 2015 ₹ Lakhs		As at 31st March 2014 ₹ Lakhs	
Note 11 Non-Current Investments				
I Trade Investments (valued at cost unless stated otherwise)				
(a) In Equity Shares (Unquoted)				
(i) of Subsidiaries :				
19,70,000 Equity Shares of ₹ 10 each fully paid-up in IDL Buildware Limited	203.41		203.41	
Less: Provision for diminution in value	203.41	-	203.41	-
60,50,000 (31.03.2014: 50,000) Equity Shares of ₹10 each fully paid-up in IDL Explosives Limited		605.00		5.00
Nil (31.03.2014: 50,000) Equity Shares of ₹ 10 each fully paid-up in Gulf Oil Lubricants India Limited (Refer Note 28)		-		5.00
3,80,001 Equity Shares of ₹10 each fully paid-up in Gulf Carosserie India Limited	38.00		38.00	
Less: Provision for diminution in value	38.00	-	38.00	-
1,00,000 Equity Shares of GBP 1 each in HGHL Holdings Limited		87.46		87.46
(ii) of Others :				
500 Equity Shares of ₹10 each fully paid-up in IDL Chemicals Employees' Co-operative Credit Society Limited		0.05		0.05
Nil (31.03.2014: 1,14,000) Equity Shares of ₹100 each fully paid-up in Gulf Ashley Motors Limited		-		114.00
12,490 Equity Shares of ₹10 each fully paid-up in Mangalam Retail Services Limited		1.25		1.25
100 Equity Shares of GBP 1 each fully paid-up in GHG Lubricants Holdings Limited		0.09		0.09
2 Equity Shares of ₹100 each fully paid-up in Pachora Peoples Co-operative Bank Limited (* ₹ 300)		-		-
		693.85		212.85
(b) Preference Shares of Subsidiaries (Unquoted)				
2,00,000 8% Redeemable Cumulative Preference Shares of ₹100 each fully paid-up in IDL Buildware Limited	200.00		200.00	
Less: 40,000 (31.03.2014: Nil) Preference Shares redeemed (Refer Note 1 below)	40.00		-	
	160.00		200.00	
Less: Provision for diminution in value	160.00	-	200.00	-
2,49,000 10% Series-A Redeemable Cumulative Preference shares of ₹ 100 each fully paid-up in IDL Explosives Limited (Refer Note 2 below)	2490.00		2490.00	
Less: 60,000 Preference Shares redeemed	600.00	1890.00	-	2490.00
		1890.00		2490.00

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
(c) Other Investments		
27,978 Units of ₹10 each fully paid-up in UTI Bond Fund of Unit Trust of India	2.97	2.97
	2.97	2.97
Total (I)	2586.82	2705.82
II Non-Trade Investments (valued at cost, unless stated otherwise)		
Equity Shares (Quoted)		
Nil (31.03.2014: 2,00,000) Equity Shares of ₹ 1 each fully paid-up in Ashok Leyland Limited	-	24.23
48 Equity Shares of ₹ 10 each fully paid-up in Hinduja Global Solutions Limited	0.03	0.03
48 Equity Shares of ₹ 10 each fully paid-up in Hinduja Ventures Limited	0.03	0.03
Nil (31.03.2014: 2,400) Equity Shares of ₹ 10 each fully paid-up in Jammu & Kashmir Bank Limited	-	0.91
Total (II)	0.06	25.20
Total (I + II)	2586.88	2731.02
Aggregate cost of quoted investments	0.06	25.20
Aggregate market value of quoted investments	0.44	72.79
Aggregate cost of unquoted investments	2586.82	2705.82

Notes:

1 In the current year, 40,000 8% Redeemable Cumulative Preference Shares of ₹ 100 each fully paid-up were redeemed.

2 The Preference shares were allotted to Company in terms of Scheme of Arrangement and were due for redemption on 25th May 2011 or 45 days from the date of infusion of fresh capital in IDL Explosives Limited. In the previous years, the date of redemption was extended upto 25th May 2012 or 45 days of infusion of fresh capital, which was further extended in the previous year to 25th May 2014 or 45 days from the date of infusion of fresh capital.

During the previous year, the date of redemption had been mutually agreed to be deferred upto 24th May 2017 or 45 days from the date of infusion of fresh capital in the Company. In the current year, 60,000 10% Series- A Redeemable Cumulative Preference Shares of ₹100 fully paid up were redeemed along with premium of ₹ 900 per share.

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 12 Deferred Tax Asset (Net)		
Tax effects of Items constituting Deferred Tax Assets		
On difference between book balance and tax balance of fixed assets	578.10	347.56
Provision for doubtful debts / advances and others	91.07	320.89
Provision for compensated absences, gratuity and other employee benefits	65.13	237.95
	734.30	906.40
Tax effects of Items constituting Deferred Tax Liabilities		
On surplus arising on transfer of Explosives Undertaking	262.40	257.71
	262.40	257.71
Deferred Tax Asset (Net) *	471.90	648.69

* As at 31st March 2015, after adjusting ₹ 75.69 lakhs to opening surplus in the Statement of Profit and Loss on account of transitional provisions of Schedule II of the Companies Act, 2013 (Refer Note 26)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31st March 2015		As at 31st March 2014	
	Long-term ₹ Lakhs	Short-term ₹ Lakhs	Long-term ₹ Lakhs	Short-term ₹ Lakhs
Note 13 Loans and Advances (unsecured, considered good unless otherwise specified)				
Capital Advances	34.83	-	155.67	-
Security Deposits				
Considered Good	437.93	51.60	352.15	732.94
Considered Doubtful	20.00	-	20.00	-
Less: Provision for Doubtful Deposits	(20.00)	-	(20.00)	-
	437.93	51.60	352.15	732.94
Inter-Corporate Deposit to Subsidiaries				
IDL Explosives Limited	-	3103.87	-	3103.87
Gulf Oil Lubricants India Limited (Refer Note 28)	-	-	-	1860.00
	-	3,103.87	-	4963.87
Loans and Advances to Related Parties				
Gulf Carosserie India Limited	-	8.98	-	7.38
Less: Provision for Doubtful Advances	-	(7.38)	-	(7.38)
	-	1.60	-	-
IDL Buildware Limited	-	-	-	370.21
Less: Provision for Doubtful Advances	-	-	-	(355.89)
	-	-	-	14.32
Loans and Advances to Other Companies				
Gulf Oil Lubricants India Limited	-	40.29	-	-
IDL Specialty Chemicals Limited	-	-	-	137.84
Less: Provision for Doubtful Advances	-	-	-	(137.84)
	-	40.29	-	-
Advance to Suppliers and Service Providers	-	217.12	-	154.19
Loans and Advances to Employees	-	4.29	-	50.86
Prepaid Expenses	15.21	74.58	18.18	283.98
Advance Income Tax (Net of Provisions)	-	375.45	-	842.01
Balances with Government Authorities	-	233.14	-	925.32
Deposits with Government Authorities	1155.31	-	997.53	-
	1170.52	904.58	1015.71	2256.36
	1643.28	4101.94	1523.53	7967.49

	As at 31st March 2015		As at 31st March 2014	
	Non-current ₹ Lakhs	Current ₹ Lakhs	Non-current ₹ Lakhs	Current ₹ Lakhs
Note 14 Other Assets (unsecured, considered good unless otherwise specified)				
Unbilled Revenue	-	150.67	-	-
Interest Receivable on Term Deposits with Banks	41.02	13.95	0.42	246.11
Interest Receivable on Inter Corporate Deposits	-	80.93	-	28.78
Insurance Claims	-	-	-	12.22
Other Receivables	-	294.67	-	-
	41.02	540.22	0.42	287.11

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 15 Inventories (valued at lower of cost and net realisable value)		
Raw Materials	433.49	6287.90
Work-in-Progress (Refer Note Below)	441.45	559.41
Finished Goods (Other than those acquired for trading)	534.59	7505.04
Stock-in-Trade	0.66	1393.30
Stores, Spares and Fuel	65.16	111.27
Packing Materials	78.12	440.79
Land / Buildings for Property Development, at cost (Refer Note 27)	3610.66	3610.66
	5164.13	19908.37
Note: Details of work-in-progress in respect of:		
Detonators & Detonating Fuse	441.45	396.52
Lubricants	-	162.89
	441.45	559.41

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 16 Trade Receivables (Unsecured, considered good unless stated otherwise)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	359.91	188.96
Considered Doubtful	1560.08	2254.88
	1919.99	2443.84
Less: Provision for Doubtful Receivables	1560.08	2254.88
	359.91	188.96
Other Receivables	3119.19	14609.93
	3479.10	14798.89

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 17 Cash and Bank Balances		
Cash & Cash Equivalents		
Cash on Hand	7.53	8.72
Balances with Banks:		
In Current Accounts	31.97	3005.60
In Deposit Accounts	782.69	89.45
Total Cash & Cash Equivalents (A)	822.19	3103.77
Other Bank Balances		
In Earmarked Accounts:		
- Margin Money Deposits	237.98	3526.71
- Dividend Accounts	132.15	2602.67
- Refund orders issued by the Company but not encashed by Rights Issue Applicants	1.95	1.95
Total - Other Bank Balances (B)	372.08	6131.33
Cash and Bank Balances (A) + (B)	1194.27	9235.10

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
Note 18 Revenue from Operations		
Sale of Products [Refer Note (i) below]	8592.22	109414.55
Realty Income	1347.67	-
Service Income (Income from Operation Contracts) [Refer Note (ii) below]	1569.77	304.11
Other Operating Income [Refer Note (iii) below]	100.58	303.73
	11610.24	110022.39
Less: Excise Duty	672.56	14525.70
	10937.68	95496.69
Notes:		
(i) Sale of Products:		
Manufactured Goods		
Detonators	6334.17	7229.36
Detonating Fuse	1761.76	242.98
Cartridged ANFO & NCN (High Explosives)	275.10	103.82
Boosters	3.21	0.19
Lubricating Oils	-	99162.25
Others	206.94	79.04
	8581.18	106817.64
Traded Goods		
Safety Fuse	11.04	19.12
Grease/Lubes	-	1635.60
Filters	-	124.97
Car Care Lube Equipment and Battery	-	817.22
	11.04	2596.91
	8592.22	109414.55
(ii) Service Income		
Income from Operation / Construction Contracts	1569.77	304.11
	1569.77	304.11
(iii) Other Operating Income:		
Export Incentives	3.53	6.11
Miscellaneous Income	97.05	297.62
	100.58	303.73

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
Note 19 Other Income		
Interest Income (Refer Note below)	710.79	2280.51
Commission on Corporate Guarantee	796.61	702.28
Advisory and Consultancy Fee	310.36	1237.94
Gain on Sale of Investments	202.68	14.95
Provision no longer required Written Back	234.32	-
Dividend Income on Long-Term Investments	50.27	2.42
Dividend Income on Current Investments	-	40.29
Profit on Sale of Fixed Assets	0.03	-
Insurance Claims	23.76	54.75
Gain on Exchange Rate Differences	32.64	3.96
Miscellaneous Income	34.88	5.76
	2396.34	4342.86
Note:		
Interest Income comprises:		
Interest on Term Deposits with Banks and ICDs	449.56	1854.13
Interest on Income Tax Refund	261.23	-
Interest Received from Customer	-	426.38
	710.79	2280.51
Note 20 Cost of Materials Consumed and Purchase of Stock-in-Trade		
(A) Cost of Materials Consumed		
Opening Stock	6287.90	5997.05
Add: Purchases	2409.56	48690.17
	8697.46	54687.22
Less: Stocks transferred pursuant to the Scheme of Arrangement (Refer Note 28)	5876.99	-
Less: Closing Stock	433.49	6287.90
Cost of Materials Consumed	2386.98	48399.32
Details of Cost of Materials Consumed		
Chemicals	954.52	505.81
Coating Materials	459.73	488.77
Metals	291.92	680.69
Yarn and Paper	96.61	26.57
Base Oil	-	35475.64
Additives	-	10872.11
Miscellaneous Items	584.20	349.73
	2386.98	48399.32
(B) Purchase of Stock-in-Trade		
Safety Fuse	7.00	10.07
Grease/Unprocessed Oils	-	2130.27
Others	-	551.17
	7.00	2691.51

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
Note 21 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		
Inventories at the end of the year:		
Stock-in-Trade	0.66	1393.29
Work-in-Progress	441.45	559.41
Finished Goods	534.59	7505.04
	976.70	9457.74
Inventories at the beginning of the year:		
Stock-in-Trade	1393.29	540.43
Work-in-Progress	559.41	589.53
Finished Goods	7505.04	6157.92
Less: Stocks transferred pursuant to the Scheme of Arrangement (Refer Note 28)	8332.36	-
	1125.38	7287.88
	148.68	(2169.86)
Excise Duties etc. on Decrease of Finished Goods	(20.90)	(9.85)
Net Decrease/(Increase)	127.78	(2179.71)

Note 22 Employee Benefits Expense		
Salaries, Wages and Bonus	1994.49	5150.60
Contribution to Provident and Other Funds	201.96	584.85
Staff Welfare Expenses	316.86	642.23
	2513.31	6377.68

Note 23 Finance Costs		
Interest Expenses on:		
Borrowings	92.95	1233.25
Others	71.36	247.36
Net Loss on Foreign Currency Transactions and Translations	-	1286.19
Bank Charges and Other Financial Charges	52.67	614.38
	216.98	3381.18

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		Year ended 31st March 2015 ₹ Lakhs		Year ended 31st March 2014 ₹ Lakhs
Note 24 Other Expenses				
Consumption of Stores and Spares		80.43		191.48
Processing Charges		286.52		1077.80
Packing Material Consumed		211.52		5795.04
Power and Fuel		642.67		607.12
Expenses on Operation Contracts		1117.29		321.59
Rent		154.92		450.75
Rates and Taxes		149.62		267.09
Insurance		56.16		266.06
Repairs and Maintenance				
Plant and Machinery		80.93		190.06
Buildings		18.83		50.36
Advertising and Sales Promotion		5.69		6266.45
Discounts on Sales		-		6935.14
Selling Commission		125.81		310.99
Travelling and Conveyance		85.94		680.86
Distribution Expenses		1184.92		3776.56
Postage, Telephone and Telex		32.77		163.76
Legal and Professional Fee (Refer Note below)		219.52		969.86
Bad Trade Receivables, Loans and Advances Written Off	54.53		253.43	
Provision for Doubtful Trade Receivables and Loans and Advances	-		230.42	
	54.53		483.85	
Less: Provision for Doubtful Trade Receivables, Loans and Advances Written Back	50.00	4.53	250.00	233.85
Directors' Sitting Fee		34.55		17.82
Loss on Fixed Asset Sold / Scrapped / Written Off		-		186.59
Stores and Spares Written Off		-		204.82
Royalty		103.13		1281.27
Miscellaneous Expenses		178.71		733.03
		4774.46		30978.35
Note:				
Legal and Professional Fee Includes:				
Auditors Remuneration:				
Statutory Audit		17.50		17.50
Limited Reviews		5.00		5.00
Tax Audit		3.00		3.00
Other Services		4.60		5.86
Reimbursement of Expenses		1.27		0.78
		31.37		32.14
Branch Auditors Remuneration:				
As Statutory Auditors:				
Branch Audit		-		10.00
Tax Audit		-		4.00
Other Services		-		5.03
Reimbursement of Expenses		-		2.75
		-		21.78
Cost Auditors Remuneration				
Cost Audit		0.75		2.25
		0.75		2.25

		Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
Note 25 Exceptional Items (Net)			
1	Profit on Sale of Fixed Assets fully impaired earlier	(173.55)	-
2	Accumulated Dividend Income on Preference Shares	(164.07)	-
3	Write back of provision towards costs relates to sale investments	(155.37)	-
4	Compensation to Employees and Expenses due to accident in Plant	124.19	-
5	Insurance Claim (Net of losses)	(127.78)	-
6	Loss on write off of Investment in subsidiary pursuant to the Scheme of Arrangement (Refer Note: 28)	5.00	-
7	Recovery against loans made and advances given in earlier years and which were adjusted to Revaluation Reserve in pursuance of Scheme of Arrangement approved by the Honorable High Court of Andhra Pradesh in 2008-09.	(493.73)	-
8	Amount received towards redemption of 40,000 8% Redeemable Cumulative Preference Shares of ₹100 each held in IDL Buildware Limited, carrying cost of which was adjusted to Revaluation Reserve in pursuance of Scheme of Arrangement approved by the Honorable High Court of Andhra Pradesh in 2008-09.	(40.00)	-
9	Impairment of Fixed Assets	-	2159.50
10	Bad Trade Receivables and Advances Written Off	-	1022.80
11	Profit on Sale of Investments held in Subsidiaries	-	(2316.78)
		(1025.31)	865.52

26. During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from 1st April 2014, the Company has revised the estimated useful life of its fixed assets to align the useful life with those specified in Schedule II.

    Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life was determined to be Nil as on 1st April 2014 and has adjusted ₹ 146.99 Lakhs (Net of deferred tax of ₹ 75.69 Lakhs) against the opening balance in the Statement of Profit and Loss under Reserves and Surplus. Consequent to the change in the useful life of fixed assets, the impact on the depreciation expense for the year is not material.

27. Realty (Formerly Property Development)

i. Land meant for property development situated at Bengaluru and Hyderabad had been revalued as at 31st March 2008, based on a valuation by an approved valuer. The resultant surplus on such revaluation amounting to ₹ 183,896.69 Lakhs had been credited to Revaluation Reserve in the earlier years. In view of steep recession in the Realty Sector, management reassessed the valuation of the aforesaid properties as on 31st March 2009 and based on the guidelines issued by the Registration and Stamps Department of Karnataka and Andhra Pradesh, the value of the subject lands had been reassessed and the resultant surplus on revaluation amounted to ₹ 43,799.82 Lakhs. The resultant write down aggregating to ₹140,096.87 Lakhs, in accordance with the requirement of Accounting Standard-10 "Accounting for Fixed Assets" had been debited to Revaluation Reserve.

ii. In the financial year 2011-12, the Company surrendered certain portion of the land for road laying and widening purposes to Greater Hyderabad Municipal Corporation. Consequently ₹ 3,285.67 Lakhs had been withdrawn from Revaluation Reserve.

iii. As at 31st March 2012, land meant for property development situated at Hyderabad, had been revalued based on valuation by an approved valuer. The resultant surplus on such revaluation amounting to ₹ 63,027.56 Lakhs had been credited to Revaluation Reserve.

iv. In the financial year 2010-11, land at Bengaluru (cost of ₹ 3,610.66 Lakhs) meant for Property Development transferred to Inventory as approvals necessary for development of land were obtained. In terms of the Joint Development Agreement between the Company and Hinduja Realty Venture Limited (HRVL), the Company granted development rights to develop the property. In consideration, HRVL, at its own cost and expenses develop the said property. Further the built up area, amenities and facilities so constructed shall be shared by Company and HRVL in the ratio of 30:70 respectively according to the other terms and conditions mentioned in the agreement. The Company created equitable mortgage by way of deposit of title deeds in respect of the aforesaid Land towards loan of ₹ 85,000 Lakhs availed by Co-Developer (HRVL) from various lenders.

28. Discontinuing Operations of Lubricants Undertaking

The Board of Directors of the Company in its meeting held on 7th August 2013 approved the Scheme of Arrangement (“the Scheme”) between the Company and Gulf Oil Lubricants India Limited (formerly Hinduja Infrastructure Limited) (GOLIL), for demerger of its “Lubricants Undertaking”. The Scheme was sanctioned by the Hon’ble High Court Judicature of Andhra Pradesh vide Order dated 16th April 2014, which was thereafter filed with Registrar of Companies. Post demerger, GOLIL has ceased to be subsidiary of the company.

Pursuant to the Scheme, the assets and liabilities relating to the Lubricants Undertaking were transferred to and vested in GOLIL with effect from 1st April 2014. In terms of the Scheme, the difference between the value of assets and liabilities including allocation of common liabilities amounting to ₹ 14,362.65 Lakhs has been appropriated first against the paid-up value of the Share Capital cancelled (₹ 991.45 lakhs) pursuant to the Scheme and the balance has been appropriated against Securities Premium Account (₹ 12,139.52 lakhs) and then the remaining difference appropriated to General Reserve (₹ 1,231.68 lakhs) of the Company.

In consideration for the above and in terms of the Scheme, one fully-paid up equity share of face value of ₹ 2 each of GOLIL was allotted to the shareholders of the Company, in lieu of every two equity shares of face value of ₹ 2 each held in the Company, prior to giving effect to reduction of Share Capital (i.e., from ₹1,982.90 Lakhs to ₹ 991.45 Lakhs). The paid-up Share Capital of the Company, consequent to the implementation of the Scheme, comprises of 4,95,72,490 equity shares of ₹ 2 each. Further, as a consequence of the reduction of capital of the Company, the authorised share capital was re-organised to comprise of 7,54,27,510 equity shares of ₹ 2 each.

In view of the aforesaid implementation of the Scheme with effect from 1st April 2014, the figures for the current year are strictly not comparable with those of corresponding previous year figures.

The operations of Lubricants Undertaking have been considered as “Discontinuing Operations” and the disclosure as required under AS 24 – Discontinuing Operations is given under:

(₹ Lakhs)

	Year ended 31st March 2014		
	Continuing Operations	**Discontinuing Operations**	**Total**
Revenue			
Revenue from Operations	8178.49	101843.90	110022.39
Less: Excise Duty	(752.92)	(13772.78)	(14525.70)
Revenue from Operations (Net)	7425.57	88071.12	95496.69
Other Income	2405.86	1937.00	4342.86
Total Revenue	**9831.43**	**90008.12**	**99839.55**
Expenditure			
a) Cost of Materials Consumed	1878.46	46520.86	48399.32
b) Purchase of Stock-in-Trade	10.07	2681.44	2691.51
c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-debtor	(271.44)	(1908.27)	(2179.71)
d) Employee Benefits Expense	2770.06	3607.62	6377.68
e) Depreciation and Amortization Expense	1171.49	271.59	1443.08
f) Other Expenses	4516.25	26462.10	30978.35
Total Expenses	**10074.89**	**77635.34**	**87710.23**
Profit from Operations before Finance Costs and Exceptional Items	**(243.46)**	**12372.78**	**12129.32**
Finance Costs	1224.72	2156.46	3381.18
Profit from Ordinary Activities before Exceptional Items	**(1468.18)**	**10216.32**	**8748.14**
Exceptional Items (Net)	865.52	-	865.52
Profit from Ordinary Activities before Tax	**(2333.70)**	**10216.32**	**7882.62**
Less: Tax Expense	1453.18	(3502.18)	2049.00
Profit for the Year	**(880.52)**	**6714.14**	**5833.62**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Assets and Liabilities of Discontinuing Operations:

	As at 31st March 2014 (₹ Lakhs)
Carrying amount of assets	41857.58
Carrying amount of liabilities	25212.35
Net Cash flow attributable to Discontinuing Operations	
Cash from Operating Activities	11337.75
Cash used in Investing Activities	(10367.37)
Cash used in Financial Activities	(9444.16)

29.1 Contingent Liabilities and Commitments:

(₹ Lakhs)

	As at 31st March 2015	As at 31st March 2014
A. Contingent Liabilities:		
Claims against the Company not acknowledged as Debts		
a) Income Tax Demands	2944.24	1452.52
b) Sales Tax Demands	210.08	2098.11
c) Excise Demands	643.68	856.39
d) Additional Demands towards cost of land	3.81	3.81
e) Claims of workmen/ex-employees	147.50	145.75
f) Other Matters (also Refer Notes 3 and 4 below)	48.05	23.16
B. Commitments:		
(a) Corporate Guarantees (Refer Note 1 below)	47413.00	12913.00
(b) Letters of Comfort (Refer Note 2 below)	110625.00	107847.00
(c) Estimated amount of contracts remaining to be executed on capital account [Net of advance of ₹ 34.83 Lakhs (As at 31st March 2014 - ₹ 155.67 Lakhs)]	56.58	1,487.54

Notes:

1) (a) The Company has given Corporate Guarantees aggregating to ₹ 12,913.00 Lakhs (31st March 2014 - ₹ 12,913.00 Lakhs) to the banks on behalf of its wholly owned subsidiary, IDL Explosives Limited. The amount of loan outstanding as on 31st March 2015 is ₹ 5,818.95 Lakhs (31st March 2014 - ₹3,338.83 Lakhs)

(b) During the current year, the Company has given Corporate Guarantee for sums not exceeding ₹ 34,500 Lakhs to the banks on behalf of its one of the group company, Gulf Oil Lubricants India Limited. The amount of loan outstanding as on 31st March 2015 is ₹ 21,562.75 Lakhs.

2). During the year ended 31st March 2013, the Company through its then stepdown subsidiary GHGL London Limited, UK (immediate subsidiary being HGHL Holdings Limited) (HGHL), had acquired Houghton International Inc. in USA. HGHL had taken a loan of USD 300 million from Lenders to part finance the acquisition. During the previous year, USD 120 million was repaid by HGHL to the Lenders. The amount of loan outstanding as on 31st March 2015 is ₹ 110,625 Lakhs (31st March 2014 - ₹ 107,847 Lakhs). The said loan was extended on the basis of Letter of Comfort/Stand-By Letter of Credit Facility Agreement between the Company, HGHL (both being Co-Obligators to the said Facility) and lenders on the strength of guarantee of Gulf Oil International Limited, Cayman and Cash Deficit Undertaking from its specified subsidiaries and also from the Company, wherein they are obligated to make contributions to HGHL in case of deficiencies in resources for servicing the said facilities. Gulf Oil International Limited, Cayman has provided a Guarantee to the Company for due serving and repayment of entire balance outstanding loan, as per repayment schedule of the Lender. During the current year, Gulf Oil Lubricants India Limited has also provided the similar Cash Deficit Undertaking in favour of the SBLC lenders.

In terms of the aforesaid agreement, the loan is also secured by: (i) first pari-passu charge by way of equitable mortgage on land of the Company admeasuring 64.125 acres at Kukatpally, Hyderabad and (ii) first pari-passu charge along with existing lenders by way of equitable mortgage on land admeasuring 115.10 acres at Hyderabad and buildings, and plant & machinery belonging to Energetics Division. GHGL London Limited and its step down subsidiaries including Houghton International Inc. ceased to be subsidiaries of the company, consequent to infusion of fresh equity to the extent of 90% by Gulf Oil International Limited in GHGL London Limited during the previous year.

3) The Competition Commission of India has passed an order in a case filed by a customer imposing a penalty of ₹ 2,894.76 Lakhs during the previous year. Against the said order, the Company filed an appeal in Competition Appellate Tribunal ("COMPAT"). The appeal was disposed off by reducing the penalty amount to ₹ 289 Lakhs. The Company filed an appeal in the Supreme Court and the appeal has been admitted. The interim stay on deposit of penalty amount of ₹ 289 lakhs to continue till the next date of hearing. The case was not heard by the Honourable Supreme Court during the year as the pleadings are in progress before the Judicial Registrar and the same is pending.

4) The Company has registered lease deeds of land on various dates with Sri Udasin Mutt for certain parcels of land at Kukatpally, Hyderabad for 99 years after obtaining permission from the then Government of Andhra Pradesh. However, the Mutt filed eviction proceedings before the AP Endowment Tribunal on various untenable grounds and claimed use and occupation charges.

Aggrieved by the Tribunal order, the Company filed a Writ Petition (WP) in 2011 in the Hon'ble High Court of Andhra Pradesh (AP High Court). The Mutt has also filed a separate Writ Petition in the AP High Court with regard to the Tribunal's decision on use and occupation charges. The AP High Court vide common order dismissed the WP filed by the Company and allowed the WP filed by the Mutt.

Both the parties filed Special Leave Petition (SLP) in 2013 before the Hon'ble Supreme Court against the aforesaid common order. The Hon'ble Supreme Court directed the parties to maintain status quo in all respects. Subsequently in August 2014, the Hon'ble Supreme Court while granting leave, directed the Company to deposit ₹100 Lakhs per annum for the year 2014 provisionally towards use and occupation of the subject land, which the Company has deposited with the Supreme Court Registry.

29.2 Expenditure in Foreign Currency

	Year ended 31st March 2015 (₹ Lakhs)	Year ended 31st March 2014 (₹ Lakhs)
Interest on Borrowings	-	224.29
Commission on Exports	125.81	78.48
Export Freight Expenses	336.56	155.59
Others-Travelling Expenses	0.88	37.08
Royalty	103.13	1281.27
Costs related to sale of Investments	-	265.74
29.3 Earnings in Foreign Currency		
Export of Goods on F O B Basis	2007.45	1690.64
Commission on Corporate Guarantee	554.71	637.71
Advisory and Consultancy fee	310.36	1237.94
29.4 Value of Imports of C I F Basis		
Raw Materials	213.64	24155.26
Capital Goods	5.10	2183.73
Stores and Spares	-	1.14
Traded Goods	-	568.68
29.5 Amount remitted during the year in Foreign Currency on account of Dividend		
Number of Non-Resident Shareholders	1	1
Number of Shares held	54486335	49536335
Dividend amount remitted	1362.16	1089.80
Dividend on account of year	2013-14	2012-13

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

29.6 Consumption of Raw Materials

	Year Ended 31st March 2015		Year Ended 31st March 2014	
	₹ Lakhs	Percentage	₹ Lakhs	Percentage
Imported	308.29	12.91	26314.11	54.36
Indigenous	2078.69	87.09	22085.21	45.63
	2386.98	100.00	48399.32	100.00

30. Fixed Assets: Buildings include:

(i) ₹7.09 Lakhs, which represents the cost of ownership of the flats ₹ 7.08 Lakhs and ₹ 0.01 Lakh being the value of share money in Sett Minar Co-operative Housing Society Limited.

(ii) ₹ 4.70 Lakhs, which represents the cost of ownership of five flats ₹ 4.43 Lakhs and ₹ 0.27 Lakh being the value of 270 ordinary shares of ₹100 each, fully paid up in Shree Nirmal Commercial Limited

31. Odisha Sales Tax

The Honorable Supreme Court vide its order dated 16th November 2007, held that the stock transfers constituted inter-state sale in respect of assessment year viz., 1976-77 to 1983-84, 1989-90 & 1990-91 and also directed the authorities to examine the factual aspects and assess tax on supplies made by the Company to the subsidiaries of Coal India Limited (CIL) as inter-state sale. The Company filed writ petitions in the Honorable High Court of Odisha in August 2009 impleading other state Governments, CIL and its subsidiary companies seeking directions for issue of Form 'C' and pass over of local sales tax to the State of Odisha. The Honorable Supreme Court has permitted the Company to take the matter in appropriate Forum.

The Company has been legally advised that as per the settled cases, the Company is entitled for concessional sales tax rates as per Central Sales Tax and Interest should be charged from re-computation order.

However, necessary provision has been made and is included in Provision – Indirect Taxes under Note 6.

32. The Company has not received any intimation from "Suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure if any, relating to amounts unpaid as at the year-end together with interest paid/ payable as required under the said Act have not been given.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

33. Employee Benefits

(i) Disclosure in respect of Gratuity as required under Accounting Standard 15–Employee Benefits:

	Year Ended 31st March 2015 (₹ Lakhs)	Year Ended 31st March 2014 (₹ Lakhs)
Components of employer's expense		
Current service cost	48.67	98.68
Interest cost	55.02	83.32
Expected return on plan assets	(43.86)	(49.75)
Actuarial loss recognized in the year	1.31	38.44
Total expense recognized in the Statement of Profit and Loss	61.14	170.69
Actual contribution and benefit payments for the year		
Actual benefit payments	(177.42)	(193.30)
Actual contributions	200.97	428.72
Net asset / (liability) recognized in the Balance Sheet		
Benefit obligation	(726.16)	(1081.03)
Fair value on plan assets	582.42	761.52
Net liability recognized in the Balance Sheet	(143.74)	(319.51)
Change in defined benefit obligations (DBO) during the year		
Present value of DBO at the beginning of the year	1081.03	1059.81
Less: Transferred pursuant to the Scheme of Arrangement (Refer Note 28)	(283.33)	-
Current service cost	48.67	98.68
Interest cost	55.02	83.32
Actuarial loss	2.19	32.52
Benefits paid	(177.42)	(193.30)
Present value of DBO at the end of the year	726.16	1081.03
Change in fair value of assets during the year		
Plan assets at the beginning of the year	761.52	482.26
Less: Transferred pursuant to the Scheme of Arrangement (Refer Note 28)	(247.39)	-
Expected return on plan assets	43.86	49.75
Actual company contributions	200.97	428.72
Benefits paid	(177.42)	(193.30)
Actuarial gain on Plan Assets	0.88	(5.92)
Plan assets at the end of the year	582.42	761.52
Actuarial assumptions		
Discount rate	7.76%	8.88%
Expected return on plan assets	8%	8%
Salary escalation	4%	4%
Attrition	3%	3%
Mortality Tables	L.I.C 2006-08 Ultimate	L.I.C 2006-08 Ultimate
Major categories of plan assets as a percentage of total plan - Funded with LIC	100%	100%

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(ii) The details of Experience Adjustments arising on accounts of plan assets and liabilities as required by paragraph 120(n) (ii) of AS 15 (Revised) on "Employee Benefits" are as under:

(₹ Lakhs)

	2014-15	2013-14	2012-13	2011-12	2010-11
Present Value of DBO	726.16	1081.03	1059.81	1696.01	1031.83
Fair Value of plan assets	(582.42)	(761.52)	(482.26)	(446.05)	(425.51)
Funded Status [(Surplus)/Deficit]	143.74	319.51	577.55	1249.96	606.32
Experience (gain) / loss adjustment on plan liabilities	2.19	32.52	15.53	7.31	(88.79)
Experience gain / (loss) adjustment on plan assets	0.88	(5.92)	11.45	1.17	14.31

(iii) Assumptions for Compensated Absences:

	2014-15	2013-14
Discount Rate (%)	7.76%	8.88%
Salary escalation	4%	4%
Mortality table	L.I.C 2006-08 Ultimate	L.I.C 1994-96 Ultimate

(iv) The Company makes Provident Fund, Superannuation Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognized ₹ 96.28 Lakhs (Previous Year: ₹ 270.10 Lakhs) for Provident Fund contributions, ₹ 44.54 Lakhs (Previous Year: ₹ 110.29 Lakhs) for Superannuation Fund contributions and ₹ 1.98 Lakhs (Previous Year: ₹ 38.80 Lakhs) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

34. Details on derivatives instruments and unhedged foreign currency exposures:

(i) The Company entered into Forward Exchange Contracts, the outstanding balance as on 31st March 2015 are as under:

As at 31st March 2015				As at 31st March 2014			
Currency	Amount	Buy / Sell	Cross Currency	Currency	Amount	Buy / Sell	Cross Currency
-	-	-	-	USD	11338238	Buy	INR

(ii) The year-end foreign currency exposures in respect of amounts receivable / (payable) that have not been hedged by a derivative instrument or otherwise are given below:

	Foreign Currency (FC)	As at 31st March 2015		As at 31st March 2014	
		FC Amount	₹ Lakhs	FC Amount	₹ Lakhs
Export of Goods	USD	830487	508.54	1176047	693.48
Export of Goods	EURO	424848	285.46	46636	38.56
Export of Services	USD	25612	16.75	-	-
Import of Goods	USD	-	-	(9648354)	(5780.81)
Import of Service	USD	165000	103.13	2138479	1281.27
FCNRB Loan	USD	-	-	(2000000)	(1198.30)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

35. Details of contract Revenue and Costs:

	Year Ended 31st March 2015 (₹ Lakhs)	Year Ended 31st March 2014 (₹ Lakhs)
Contract revenue recognized during the year	918.58	-
Aggregate amount of contract costs incurred in respect of contracts net of recognized profits (less recognized losses) up to 31st March 2015	874.70	-
Retention Amount	43.11	-
Gross amount due from customers	89.32	59.45

36. Earnings per Share:

Profit After Tax (₹ Lakhs)		
A. Total Operations	3068.16	5833.62
B. Continuing Operations	3068.16	(880.52)
Weighted average number of Equity Shares outstanding during the year	49572490	99144980
Weighted Average number of Equity shares in computing diluted earnings per share	49572490	99144980
Face value of each Equity share (₹)	2.00	2.00
Earnings per ShareBasic and Diluted (₹)		
A. Continuing Operations	6.19	(0.89)
B. Total Operations	6.19	5.88

37. Related Party Disclosure:

(i) Information relating to Related Party Transactions as per “Accounting Standard 18 - Related Party Transactions”:

A. Holding Company:

Gulf Oil International (Mauritius) Inc. (Till 17th March 2015)

Hinduja Power Limited (from 18th March 2015)

B. Subsidiaries:

1. IDL Explosives Limited
2. HGHL Holdings Limited
3. Gulf Oil Lubricants India Limited (Till 31st March 2014)
4. IDL Buildware Limited
5. Gulf Carosserie India Limited
6. Gulf Oil Bangladesh Limited (Till 31st December 2013)
7. PT Gulf Oil Lubricants Indonesia (Till 31st December 2013)
8. Gulf Oil (Yantai) Limited, China (Till 31st December 2013)

C. Entity Holding More than 20% of the shareholding in the company:

Gulf Oil International (Mauritius) Inc. (Till 1st April 2014)

D. Key Management Personnel:

Mr. S. Pramanik – Managing Director

E. Fellow Subsidiary:

Gulf Oil Lubricants India Limited (Till 17th March 2015)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(ii) Details of transactions between the Company and Related Parties and the status of Outstanding balances at the year ended 31st March 2015:

a. **Transactions during the Year:**

(₹ Lakhs)

Nature of Transaction	Name of the Related Party	Subsidiaries/ Fellow Subsidiary		Holding Company [Refer Note 37(1)]		Key Management Personnel	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(a) Sale of Goods	PT Gulf Oil Lubricants Indonesia	-	20.48	-	-	-	-
	Gulf Oil Bangladesh Limited	-	142.87	-	-	-	-
	IDL Explosives Limited	1665.99	1781.62	-	-	-	-
(b) Sale of Fixed Assets	IDL Explosives Limited	12.50	-	-	-	-	-
(c) Commission on Corporate Guarantee Given	HGHL Holdings Limited	554.71	637.71	-	-	-	-
	IDL Explosives Limited	64.40	112.57	-	-	-	-
	Gulf Oil Lubricants India Limited	177.50	-	-	-	-	-
(d) Other Income	IDL Buildware Limited	0.06	-	-	-	-	-
(e) Royalty	Gulf Oil International (Mauritius) Inc.	-	-	103.13	1281.27	-	-
(f) Purchase of Goods	IDL Explosives Limited	10.91	-	-	-	-	-
	IDL Buildware Limited	4.03	-	-	-	-	-
(g) Purchase of Fixed Assets	IDL Explosives Limited	1.21	-	-	-	-	-
	IDL Buildware Limited	513.44	-	-	-	-	-
(h) Expenses Reimbursed by	IDL Explosives Limited	152.95	44.25	-	-	-	-
	Gulf Oil Lubricants India Limited	6.00	-	-	-	-	-
(i) Marketing Services Fee Paid	IDL Explosives Limited	573.57	547.55	-	-	-	-
(j) Advances Given	IDL Buildware Limited	-	14.32	-	-	-	-
	Gulf Carosserie India Limited	1.60	0.42	-	-	-	-
	IDL Explosives Limited	-	39.45	-	-	-	-
	Gulf Oil Lubricants India Limited	40.29	-	-	-	-	-
(k) Redemption of Preference Shares held	IDL Explosives Limited	600.00	-	-	-	-	-
	IDL Buildware Limited	40.00	-	-	-	-	-
(l) Interest and Other Reimbursements made	IDL Explosives Limited	-	48.25	-	-	-	-
(m) Interest Received on Inter-Corporate Deposits	IDL Explosives Limited	364.70	384.87	-	-	-	-
(n) Dividend Paid	Gulf Oil International (Mauritius) Inc.	-	-	1362.16	1089.80	-	-
	S. Pramanik	-	-	-	-	0.18	0.12
(o) Dividend Received	IDL Explosives Limited	73.79	-	-	-	-	-
	IDL Buildware Limited	139.33	-	-	-	-	-
(p) Directors' Remuneration	S. Pramanik	-	-	-	-	127.40	107.95
(q) Inter Corporate Deposits	Gulf Oil Lubricants India Limited	-	1860.00	-	-	-	-
(r) Inter Corporate Deposits-Repayment Received	IDL Explosives Limited	-	580.00	-	-	-	-
	IDL Buildware Limited	(370.21)	-	-	-	-	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

b. Outstanding Balances as at year end:

(₹ Lakhs)

Nature of Transaction	Name of the Related Party	Subsidiaries/ Fellow Subsidiary		Holding Company [Refer Note 37(1)]		Key Management Personnel	
		As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
(a) Receivables	IDL Explosives Limited	342.68	743.60	-	-	-	-
	HGHL Holdings Limited	-	22.80	-	-	-	-
(b) Payables	Gulf Oil International (Mauritius) Inc.	-	-	103.13	1281.27	-	-
(c) Advances Given	IDL Buildware Limited	-	14.32	-	-	-	-
	Gulf Oil Lubricants India Limited	40.29	-	-	-	-	-
	Gulf Carosserie India Limited	1.60	-	-	-	-	-
(d) Inter-Corporate Deposits	IDL Explosives Limited	3103.87	3103.87	-	-	-	-
	Gulf Oil Lubricants India Limited	-	1860.00	-	-	-	-
(e) Preference Shares	IDL Explosives Limited	1890.00	2490.00	-	-	-	-
(f) Corporate Guarantee (Given)	IDL Explosives Limited	12913.00	12913.00	-	-	-	-
	Gulf Oil Lubricants India Limited	34500.00	-	-	-	-	-
(g) Comfort Letter (Given)	HGHL Holdings Limited	110625.00	107847.00	-	-	-	-
(h) Interest receivable	IDL Explosives Limited	80.93	28.78	-	-	-	-

38. Loans and advances in the nature of loans given to subsidiaries, associates, firms / companies in which directors are interested:

(₹ Lakhs)

Name of Subsidiary	Balance outstanding as at		Maximum balance	
	31st March 2015	31st March 2014	2014-15	2013-14
IDL Explosives Limited	3103.87	3103.87	3103.87	3683.87
Gulf Oil Lubricants India Ltd.	-	1860.00	-	1860.00
IDL Buildware Limited (Net of provision)	-	14.32	14.32	14.32

39. Leases

(i) Operating Lease: Where the Company is a Lessee:

a. The Company's significant leasing arrangements are in respect of operating leases for premises (residences, office, storage godowns for finished goods etc.).The leasing arrangements, which are not non-cancellable range generally between 11 months to 5 years and are usually renewable by mutual consent on agreed terms. The aggregate lease rents payable are charged as rent in the Statement of Profit and Loss.

b. The Company has taken certain vehicles under non-cancellable lease. The future minimum lease payments in respect of these as at 31st March 2015 are as follows:

	As at 31st March 2015 (₹ Lakhs)	As at 31st March 2014 (₹ Lakhs)
Payments not later than one year	231.04	1.00
Payments later than one year but not later than five years	552.15	-
Total	783.19	1.00

Lease Rent on the aforesaid vehicles amounting to ₹121.73 Lakhs (31st March 2014 - ₹ Nil) has been charged to Statement of Profit and Loss under Rent.

(ii) Where the Company is Lessor:

Details in respect of assets given on operating lease:

(₹ Lakhs)

	As at 31st March 2015		As at 31st March 2014	
	Building	Plant & Machinery	Building	Plant & Machinery
Gross Block	71.09	80.32	71.09	80.32
Accumulated Depreciation	13.54	70.70	12.26	69.74
Depreciation for the year	1.28	0.96	1.28	3.82

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The assets given on lease are not non-cancellable and range generally between 11 months to 5 years and are usually renewable by mutual consent, on agreeable terms. The aggregate lease rentals are recognized as income from property in the Statement of Profit and Loss. Initial direct costs are recognized as an expense in the year in which these are incurred.

40. Segment information for the year ended 31st March 2015

(i) Primary Business Segments

(₹ Lakhs)

Particulars	Energetics (formerly Explosives)		Mining & Infrastructure (Formerly Consult)		Realty (Formerly Property Development)		Lubricants		Others		Unallocated		Eliminations		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15 (Refer Note 28)	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
REVENUE																
External	7999.22	6977.30	1910.86	491.80	1347.67	-	-	87800.87	-	-	2076.27	4617.58	-	-	13334.02	99887.55
Inter-Segment	-	-	-	-	-	-	-	380.76	-	-	-	-	-	(380.76)	-	-
Total Revenue	7999.22	6977.30	1910.86	491.80	1347.67	-	-	88181.63	-	-	2076.27	4617.58	-	(380.76)	13334.02	99887.55
RESULT																
Segment Result	858.95	677.93	579.11	(5184.96)	1326.87	-	-	10546.29	-	-	-	-	-	-	2764.93	6039.26
Unallocated Corporate Income net of unallocated Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	29.98	584.54
Interest Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(216.98)	(3381.18)
Interest Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	710.79	2280.51
Dividend Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	214.34	42.71
Profit before Taxation & Exceptional Items	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3503.06	5565.84
Exceptional Item	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(684.10)	(2316.78)
Net Profit	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4187.16	7882.62
OTHER INFORMATION																
Segment Assets	6161.80	5914.06	818.81	442.59	99441.64*	97617.30	-	41857.58	8.32	8.32	8825.62	11480.33	-	-	115256.19	157320.18
Segment Liabilities	1976.67	1968.15	570.84	983.44	24.03	-	-	25212.35	6.01	6.01	11930.53	15770.95	-	-	14508.08	43940.90
Capital Expenditure	227.34	355.10	-	0.42	552.00	-	-	2735.26	-	-	207.69	15.87	-	-	987.03	3106.65
Depreciation and Amortization	113.91	113.95	-	1019.82	-	-	-	271.59	-	-	31.75	37.72	-	-	145.66	1443.08
Non-cash expenses other than Depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

*Includes ₹ 92,697.34 lakhs (31st March 2014 - ₹ 92,697.34 lakhs) arising on revaluation of fixed assets (Refer Note 27).

ii) Information about Secondary Business Segments

(₹ Lakhs)

Particulars	India		Outside India		Total	
	Year ended 31st March 2015	Year ended 31st March 2014	Year ended 31st March 2015	Year ended 31st March 2014	Year ended 31st March 2015	Year ended 31st March 2014
Revenue by Geographical market	10312.78	96171.79	3021.24	3715.76	13334.02	99887.55
Carrying amount of segment assets	114445.44	156588.14	810.75	732.04	115256.19	157320.18
Additions to Fixed Assets	886.51	3106.65	-	-	886.51	3106.65

Notes:

(a) Business Segment:

The Company has considered business segment as the primary segment for disclosure.

Segments are identified and reported taking into account the Organization structure, the nature of products and services, the deferring risks and the returns of the segments.

The business segments of the Company are (i) Energetics, (ii) Mining and Infrastructure Contracts, (iii) Realty (iv) Lubricating Oils and (v) Others.

(b) Geographical Segment:

The Geographical segments considered for disclosure are as follows:

- Revenue within India includes sales to customers located within India and earnings in India, and
- Revenue outside India includes sales to customers located outside India and earnings outside India.

41. Previous year's figures have been regrouped / reclassified, wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors

Place : Mumbai	A. Satyanarayana	Ravi Jain	S. Pramanik	Ajay P. Hinduja
Date : May 28, 2015	**Company Secretary**	**Chief Financial Officer**	**Managing Director**	**Chairman**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

GULF OIL CORPORATION LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **GULF OIL CORPORATION LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March 2015, and their consolidated profit /loss and their consolidated cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements / financial information of 3 subsidiaries, whose financial statements/ financial information reflect total assets (net) of ₹ 128,417.63 Lakhs as at 31st March 2015, total revenues of ₹ 6,897.35 Lakhs and net cash in-flows amounting to

₹ 547.80 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section143(3) of the Act, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e. On the basis of the written representations received from the directors of the Holding Company as on 31st March 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, in accordance with the generally accepted accounting practice - also refer Note 28 A and Note 30 to the Consolidated financial statements;

      ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, incorporated in India.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

Ganesh Balakrishnan
Partner
(Membership No. 201193)

Place : Secunderabad
Date : 28th May 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT
ON THE CONSOLIDATED FINANCIAL STATEMENTS

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Our reporting on the Order includes two subsidiary companies incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

(i) In respect of its fixed assets of the Holding Company and subsidiary companies incorporated in India:

  (a) The respective entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

  (b) Some of the fixed assets were physically verified during the year by the Management of the respective entities in accordance with a programme of verification, which in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(ii) In respect of the inventories of the Holding Company and subsidiary companies incorporated in India:

  (a) As explained to us and the other auditors, the inventories were physically verified during the year by the Management of the respective entities at reasonable intervals and in respect of inventories with third parties for which confirmations were obtained.

  (b) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the procedures of physical verification of inventories followed by the Management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.

  (c) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the respective entities have maintained proper records of their inventories and no material discrepancies were noticed on physical verification.

(iii) The Holding Company and subsidiary companies incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 by the respective entities.

(iv) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there is an adequate internal control system in the Holding Company and subsidiary companies incorporated in India, commensurate with the size of the respective entities and the nature of their business for the purchase of inventory and fixed assets and for the sale of goods and during the course of our and the other auditors audit, no major weaknesses in such internal control system has been observed.

(v) According to the information and explanations given to us, the Holding Company and subsidiary companies incorporated in India have not accepted any deposit during the year. There are no unclaimed deposits outstanding at the end of the year.

(vi) According to the information and explanations given to us, in our opinion, the Holding Company and subsidiary company incorporated in India have, *prima facie*, made and maintained the prescribed cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under subsection (1) of Section 148 of the Companies Act, 2013. We have however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues of the Holding Company and subsidiary companies incorporated in India:

  (a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities.

  (b) There were no undisputed amounts payable by the respective entities in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess which have not been deposited as on 31st March 2015 on account of disputes by the aforesaid entities are given below:

Name of the Statute	Nature of Dues	Period to which the amount relates	Amount (₹ lakhs)	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	1980-87	6.12	Assistant Commissioner Central Excise & Customs
		1992-96 &1992-93	1.87	Commissioner Appeals, Central Excise & Customs
		1980-81 to 1986-87 & 1993-95	7.23	Deputy Commissioner, Central Excise & Customs
		2006-07	631.44	Central Excise and Service Tax Appellate Tribunal
		2003-04	4.61	High Court of Andhra Pradesh
Sales Tax Act	Sales Tax	1992-93, 1994-95, 1995-96, 1998-99, 2003-04, 2006-07 & 2007-08	1,379.55	Sales Tax Tribunal, Orissa
		1998-99	4.32	Sales Tax Appellate Tribunal
		1976-77 to 1983-84, 1987-88, 1989-90 and 1990-91	1,208.16	High Court, Orissa
		1996-98, 1999-2000	10.52	Deputy Commissioner (Appeals)
		1976-77 to 1983-84 and 2008-09	902.37	Additional Commissioner Commercial Taxes
		1976-77 to 1983-84,1997-98,	188.32	Commissioner Commercial Taxes
		2001-02 & 2003-04 and 2004-05	7.10	Assistant Commissioner Commercial Taxes
		2002-03 to 2011-12	259.67	Joint Commissioner
		1995- 1996	0.41	Additional Commissioner
		2007-08 to 2010-11	14.82	Deputy Commissioner
		2001-02	0.12	Sales tax Officer
Finance Act, 1994	Service Tax	2005-06 to 2008-09	1,454.30	Central Excise and Service Tax Appellate Tribunal
Income-tax Act, 1961	Income -tax	2002-03, 2010-11	2,152.09	Income Tax Appellate Tribunal

(d) The Holding Company has been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time. In respect of other entities, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.

(viii) The Group does not have consolidated accumulated losses at the end of the financial year and the Group, have not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.

(ix) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the Holding Company and subsidiary companies, incorporated in India have not defaulted in the repayment of dues to financial institutions and banks. The Holding Company and subsidiary companies, incorporated in India have not issued any debentures.

(x) According to the information and explanations given to us, the Holding Company and subsidiary companies incorporated in India have not given guarantees for loans taken by others outside of the Group from banks and financial institutions.

(xi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Holding Company and subsidiary company incorporated in India during the year for the purposes for which they were obtained, other than temporary deployment pending application.

(xii) To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Holding Company and its subsidiary companies incorporated in India and no material fraud on the Holding Company and its subsidiary companies incorporated in India has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

Ganesh Balakrishnan
Partner
(Membership No. 201193)

Place : Secunderabad
Date : 28th May 2015

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2015

	Notes	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	991.45	1982.90
Reserves and Surplus	3	99743.17	110713.12
		100734.62	112696.02
Non- current Liabilities			
Long-term Borrowings	4	112065.82	125422.07
Deferred Tax Liabilities (Net)	5	38.40	59.19
Other Long-term Liabilities	6	30.16	89.16
Long-term Provisions	7	9247.52	9603.72
		121381.90	135174.14
Current Liabilities			
Short-term Borrowings	8	4671.13	16770.46
Trade Payables	9	6103.61	15289.78
Other Current Liabilities	10	18694.23	9365.80
Short-term Provisions	7	1498.81	449.29
		30967.78	41875.33
TOTAL		253084.30	289745.49
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	11A	97060.58	102896.06
Intangible Assets	11B	46.73	101.76
Capital Work-in-Progress		1345.26	3682.56
		98452.57	106680.38
Non-current Investments	12	104.94	239.93
Deferred Tax Assets (Net)	5A	471.90	648.69
Long-term Loans and Advances	13	124780.41	119034.02
Other Non-current Assets	14	4105.81	4297.76
		227915.63	230900.78
Current Assets			
Inventories	15	9753.72	22414.57
Trade Receivables	16	8987.14	19191.60
Cash and Bank Balances	17	2031.74	10841.04
Short-term Loans and Advances	13	2643.12	4333.08
Other Current Assets	14	1752.95	2064.42
		25168.67	58844.71
TOTAL		253084.30	289745.49
Corporate Information and Significant Accounting Policies	1		
See accompanying notes forming part of the Consolidated Financial Statements			

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Ganesh Balakrishnan
Partner

For and on behalf of the Board of Directors

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director

Ajay P. Hinduja
Chairman

A. Satyanarayana
Company Secretary

Place : Secunderabad
Date : 28th May 2015

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2015

		Notes	Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
I.	**Revenue**			
	Revenue from Operations (Gross)		43189.09	147716.48
	Less: Excise Duty		4180.13	17478.52
	Revenue from Operations (Net)	18	39008.96	130237.96
	Other Income	19	8222.71	10867.06
	Total Revenue (I)		47231.67	141105.02
II.	**Expenses**			
	Cost of Materials Consumed	20A	21222.61	67796.63
	Purchase of Stock -in -Trade	20B	29.78	7367.21
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	249.52	(2075.93)
	Employee Benefits Expense	22	4875.10	8967.37
	Finance Costs	23	6316.90	10051.58
	Depreciation and Amortization Expense	11C	487.80	1818.25
	Other Expenses	24	9609.80	36810.00
	Total Expenses (II)		42791.51	130735.11
III.	**Profit before Exceptional Items and Tax (I - II)**		4440.16	10369.91
	(Add) / Less: Exceptional Items (Net)	25	(803.40)	1086.29
IV.	**Profit before Tax**		5243.56	9283.62
V.	**Tax Expenses**			
	Current Tax - Current Year		1029.61	2955.76
	- Prior Year		3.77	-
	Less: MAT Credit		(192.64)	(45.00)
	Net Current Tax Expense		840.74	2910.76
	Deferred Tax		241.75	(652.09)
	Total Tax Expense		1082.49	2258.67
VI.	**Profit after Taxation Before Minority Interest (IV-V)**		4161.07	7024.95
VII.	Less: Minority Interest		-	252.63
VIII.	**Profit for the year (VI-VII)**		4161.07	6772.32
	Profit / (Loss) from Continuing Operations before Tax		5243.56	(1607.45)
	Less: Tax expense of Continuing Operations		1082.49	(1383.46)
	Profit / (Loss) from Continuing Operations		4161.07	(223.99)
	Profit from Discontinuing Operations before Tax		-	10891.06
	Less: Tax expense of Discontinuing Operations		-	3642.12
	Profit from Discontinuing Operations		-	7248.94
	Profit for the Year - Total Operations		4161.07	7024.95
	Profit for the year attributable to the shareholders of the Company		4161.07	6772.32
	Earnings per Equity Share (Face value of ₹ 2 per share)			
	Basic and Diluted (in ₹)	35		
	(i) Continuing Operations		8.39	(0.23)
	(ii) Total Operations		8.39	6.83
Corporate Information and Significant Accounting Policies		1		
See accompanying notes forming part of the Consolidated Financial Statements				

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Ganesh Balakrishnan
Partner

For and on behalf of the Board of Directors

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director

Ajay P. Hinduja
Chairman

A. Satyanarayana
Company Secretary

Place : Secunderabad
Date : 28th May 2015

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2015

	For the year ended 31st March 2015 ₹ Lakhs	For the year ended 31st March 2015 ₹ Lakhs	For the year ended 31st March 2014 ₹ Lakhs	For the year ended 31st March 2014 ₹ Lakhs
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Profit before Tax and after Exceptional Items		5243.56		9283.62
Adjustments for:				
Depreciation and Amortisation Expense	487.80		1818.25	
Dividend Income	(1.23)		(42.71)	
(Profit) / Loss on sale of Fixed Assets	(162.24)		199.10	
Impairment of Fixed Assets	-		2159.50	
Liabilities / Provision no longer required written back	(404.76)		(3.55)	
Provision for Doubtful Trade and Other Receivables, Loans and Advances written off	8.00		282.73	
Recoveries against amounts, which were adjusted to Revaluation Reserve in earlier years (Refer Note 32)				
Loans and Advances	(493.73)		-	
Redemption of Preference Shares	(40.00)		-	
Profit on sale of Long-Term Investments	(198.46)		(2096.01)	
Profit on sale of Current Investment	-		(14.95)	
Interest Income	(7203.45)		(9450.26)	
Unrealised Gain on Exchange (Net)	(17.57)		(117.65)	
Finance cost	6316.90	(1708.74)	10051.58	2786.03
Operating Profit before working Capital changes		3534.82		12069.65
Changes in working capital:				
Isncrease in Trade and Other Receivables, Loans and Advances & Other Assets	(1417.33)		(4472.86)	
Increase in Inventories	(1970.40)		(1970.88)	
(Decrease) / Increase in Trade Payables and Other Liabilities including Provisions	(2358.28)	(5746.01)	2112.04	(4331.70)
Cash generated from Operations		(2211.19)		7737.95
Net Income Taxes paid		(503.21)		(2637.74)
NET CASH (USED IN) / FROM OPERATING ACTIVITIES		(2714.40)		5100.21
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Capital Expenditure on Fixed Assets including Capital Advances	(749.42)		(5371.95)	
Proceeds from Sale of Fixed Assets	164.04		316.71	
Procceds from Sale of Investments:				
- Cost	(38.67)		(50.00)	
- Proceeds from sale	384.70		64.95	
Proceeds from Sale of Investment in Subsidaries	-		5227.25	
Bank balance not considered as Cash and Cash Equivalents:				
- Placed	(10396.68)		(18228.47)	
- Matured	10868.93		28180.55	
Advance to Companies:				
- Given	(5400.79)		-	
- Realised	137.84		50689.31	
Interest Received	7218.35		9729.51	
Dividend Received	1.23		42.71	
NET CASH FROM INVESTING ACTIVITIES		2189.53		70600.57

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2015

	For the year ended 31st March 2015 ₹ Lakhs	For the year ended 31st March 2015 ₹ Lakhs	For the year ended 31st March 2014 ₹ Lakhs	For the year ended 31st March 2014 ₹ Lakhs
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Long-Term Borrowings	260.76		3153.95	
Repayment of Long Term Borrowings	(937.79)		(57105.10)	
Net increase / (decrease) in Working Capital Borrowings	3096.46		(10944.67)	
Repayment of Public Deposits	-		(114.13)	
Proceeds from Loans from Companies	3450.10		4997.97	
Finance cost	(5574.73)		(9677.89)	
Dividend paid	-		(4659.81)	
Tax on dividend	-		(791.93)	
NET CASH (USED IN) / FROM FINANCIAL ACTIVITIES		294.80		(75141.61)
Net increase/(decrease) in Cash and Cash Equivalents		(230.07)		559.17
Cash and Cash Equivalents as at the commencement of the year		4321.35		5141.99
Less: Cash and Cash Equivalents related to Subsidiaries which have been disposed		-		(1379.81)
Less: Cash and Cash Equivalents transferred to Pursuant to the Scheme of Arrangement (Refer Note 32)		(2985.17)		-
Cash and Cash Equivalents as at the end of the year (Refer Note below)		1106.11		4321.35

Note:

1. Cash and Cash Equivalents comprise (Note 17) :

	As at 31st March 2015 (₹ Lakhs)	As at 31st March 2014 (₹ Lakhs)
(a) Cash on hand	28.31	17.04
(b) Balance with banks		
(i) In Current Accounts	270.31	4130.87
(ii) In Deposits Accounts	807.49	173.44
Total	1106.11	4321.35

2. The Consolidated Cash Flow Statement reflects the combined cash flows pertaining to continuing and discontinuing operations.

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Ganesh Balakrishnan
Partner

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director

Ajay P. Hinduja
Chairman

A. Satyanarayana
Company Secretary

Place : Secunderabad
Date : 28th May 2015

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1. CORPORATE INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES

A. CORPORATE INFORMATION

The Company is in the business of Energetics (Formerly Industrial Explosives), Mining & Infrastructure Services (Formerly Consult) and Realty (Formerly Property Development).

B. SIGNIFICANT ACCOUNTING POLICIES

(a) BASIS OF ACCOUNTING AND PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company and its subsidiaries (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The Consolidated Financial Statements have been prepared on accrual basis under the historical cost convention except for categories of fixed assets i.e., land which is carried at revalued amounts. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

(b) PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements relate to Gulf Oil Corporation Limited (the 'Company') and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

(i) The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as that of the company i.e., 31st March 2015.

(ii) The financial statement of the company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealized profit or losses, unless cost cannot be recovered.

(iii) The excess of cost to the Group of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies were made, is recognized as "Goodwill" being as asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the shares of equity in the subsidiary companies as on date of investment is in excess of cost of investment of the group, it is recognized as "Capital Reserve" and shown under the head of "Reserves & Surplus" in the consolidated financial statements. The "Goodwill" / "Capital Reserve" is determined separately for each subsidiary company and such amounts are not set off between different entities

(iv) Minority Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.

(v) Amount of net assets and net profit or loss needs to be determined based on the amounts included in the Consolidated Financial Statements, i.e. after inter-company eliminations, such that the sum of all the individual percentages aggregate to 100 % and the aggregate amounts of net assets and net profit or loss agree with the respective amounts as per the Consolidated Financial Statements.

The net asset of a subsidiary may be positive (net asset) or a negative (net liability) amount / percentage.

(vi) Goodwill arising on consolidation is not amortized but tested for impairment.

(vii) The following subsidiaries have been considered in the preparation of these consolidated financial statements :

Name of the entity	Relationship	Country of Incorporation	Percentage of holding and voting power	
			As at 31st March 2015	As at 31st March 2014
IDL Buildware Limited	Subsidiary	India	100.00	100.00
HGHL Holdings Limited	Subsidiary	United Kingdom	100.00	100.00
IDL Explosives Limited	Subsidiary	India	100.00	100.00
Gulf Carosserie India Limited	Subsidiary	India	95.00	95.00
Gulf Oil Lubricants India Limited	Subisidiary	India	-	100.00

Ownership of the above Subsidiaries is held by the Company.

(c) USE OF ESTIMATES

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

(d) FIXED ASSETS

Fixed assets are shown at cost / revalued amount less depreciation. Cost comprises the purchase price and other attributable expenses.

(e) DEPRECIATION AND AMORTIZATION

(i) Depreciable amount for assets is the cost of an asset or other amount substituted for cost, less its estimate residual value

(ii) Depreciation on tangible fixed assets have been provided on the straight- line method as per the useful life prescribed in Schedule II of the Companies Act, 2013.

(iii) Leasehold land is being amortized in equal installments over the lease period.

(iv) Intangibles are amortized over the period of its useful life, on straight line method.

(f) IMPAIRMENT OF ASSETS

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

(a) an intangible asset that is not yet available for use; and (b) an intangible asset that is amortised over a period exceeding ten years from the date when the asset is available for use.

If the carrying amount of the assets exceeds the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

(g) INVESTMENTS

Long term Investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current Investments are carried individually at lower of cost and fair value.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(h) INVENTORIES

Inventories are valued at lower of cost and the net realizable value after providing obsolesces and other losses, which are considered necessary. The method of arriving at cost of various categories of inventories is as below:

i) Stores and Spares, Raw and Packing material	First-In-First-Out method / Weighted Average method
ii) Finished Goods and Work-In-Progress - Manufactured	Weighted average cost of production, which comprises direct material costs, direct wages and appropriate overheads.
- Traded	Weighted Average method.
iii) Contracts Work-in-Progress	Represents expenses incurred on execution of contracts till Balance Sheet date.

(i) FOREIGN CURRENCY TRANSACTIONS

(i) Transactions in foreign currency entered into by the company are accounted at the exchange rate prevailing on date of transaction. Monetary assets on liabilities denominated in foreign currency are stated at the year- end rates. Non-monetary items of the company are carried at historical cost. Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets /liabilities are recognized as income or expenses in the Consolidated Statement of Profit and Loss.

(ii) In respect of forward exchange contracts, the premium or discount at the inception of such a forward exchange contract is amortized as expense or income over life of the contract. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized in the Consolidated Statement of Profit and Loss.

(iii) Gain or loss on transaction of long - term monetary liabilities intended to acquire fixed assets is capitalized as part of the depreciable fixed assets to which the monetary items relates and depreciated over the remaining useful life of such assets.

(iv) All assets and liabilities of non-integral foreign operations are translated at the year-end rates and income and expenditure at average rates. The exchange difference relating to non-integral foreign operations are accounted in a “Foreign Currency Translation Reserve” until disposal of the operations, in which case the accounted balance in “Foreign Currency Translation Reserve” is recognized as income/expenses in the same period in which the gain or loss on disposal is recognized.

(j) REVENUE RECOGNITION

(i) Sale of goods net of returns and trade discounts is recognized at the point of dispatch of finished goods to customers. Sales include amount recovered towards excise duty but exclude sales tax and value added tax.

(ii) Income from services is recognized at the time of rendering the services.

(iii) Contract revenue is recognized on percentage completion method as required under revised Accounting Standard 7 - Construction Contracts. The stage of completion is determined as a proportion that contract costs bear to the estimated total costs. When it is probable that at any stage of the contract, the total cost will exceed the total contract revenue, the expected loss is recognized immediately.

(iv) Unbilled revenue represents value of work executed, to be billed subsequent to the Balance Sheet date and is valued at contract price.

(v) Dividend income is accounted for when the right to receive is established.

(vi) Export incentive under the Duty Entitlement Pass Book scheme has been recognized on the basis of credits afforded in the passbook.

(k) RESEARCH AND DEVELOPMENT EXPENSES

Research and Development Expenditure of revenue nature is written off in the year in which it is incurred and expenditure of a capital nature is added to fixed assets.

(l) EMPLOYEE BENEFITS

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

Defined Contribution Plans

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme by the entity in the Group are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employee.

Defined Benefit Plans

For defined benefit plans in the form of gratuity fund the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance sheet date. Actuarial gains and losses are recognized in the Consolidated Statement of Profit and Loss in the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise is amortized on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognized in the Consolidated Balance Sheet represents the present value of the defined benefit obligation as adjusted for un-recognized past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

(i) In case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(ii) In case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognized as a liability at the present value of the defined benefit obligation as at the Balance Sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognized as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

(m) BORROWING COSTS

All borrowing costs are charged to the Consolidated Statement of Profit and Loss except expenses incurred on raising long term borrowings are amortized over the period of borrowings.

(n) PROVISIONS AND CONTINGENCIES

A provision is recognized when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are disclosed in the Notes. Contingent assets are not recognized in the consolidated financial statements.

(o) TAXES ON INCOME

Current tax is determined on the basis of taxable income and tax credits computed for each of the entities in the Group in accordance with the applicable tax rates and the provisions of applicable tax laws of the respective jurisdictions where the entities are located.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the entity will pay normal income tax. Accordingly, MAT is recognized as an asset in the Consolidated Balance Sheet when it is probable that future economic benefit associated with it will flow to the entity.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Group has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their reliability.

The Group offsets deferred tax assets and deferred tax liabilities, and advance income - tax and provision for tax, if it has a legally enforceable right and these relate to taxes in income levies by the same governing taxation laws.

(p) SEGMENT REPORTING

The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market/ fair value factors.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.

(q) EARNINGS PER SHARE

Basic earnings per share is computed by dividing the Profit / (Loss) after tax for the year by the weighted average number of equity shares outstanding during the year.

(r) CASH AND CASH EQUIVALENTS (FOR PURPOSES OF CASH FLOW STATEMENT)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(s) CASH FLOW STATEMENT

Cash flows are reported using the indirect method, where by profit / (loss) before extraordinary items and tax is adjusted for the effects of transaction of non-cash nature. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

(t) LEASES

Where the Group as a lessor leases assets under finance leases, such amounts are recognized as receivables at an amount equal to the net investment in the lease and the finance income is recognized based on a constant rate of return on the outstanding net investment.

Assets leased by the Group in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Group are classified as finance leases. Such leases are capitalized at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year

Lease arrangements where the risks and rewards incidental of ownership of an asset substantially rests with the lessor are recognized as operating leases. Lease rental under operating leases are recognized in the Consolidated Statement of Profit and Loss on a straight line basis over the lease term.

(u) OPERATING CYCLE

Based on the nature of products / activities of the Group and normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 2 Share Capital		
Authorised: (Refer Note 32)		
7,54,27,510 (31.03.2014 : 12,50,00,000) Equity Shares of ₹ 2 each	1508.55	2500.00
Issued, Subscribed and Fully Paid-up: (Refer Note 32)		
4,95,72,490 (31.03.2014 : 9,91,44,980) Equity Shares of ₹ 2 each	991.45	1982.90
Total	991.45	1982.90

a. **Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting year:**

	Year ended 31st March 2015		Year ended 31st March 2014	
	Number of shares	₹ Lakhs	Number of shares	₹ Lakhs
At the beginning of the year	99144980	1982.90	99144980	1982.90
Reduction of Share Capital pursuant to the Scheme of Arrangement (Refer Note 32)	49572490	991.45	-	-
Outstanding at the end of the year	49572490	991.45	99144980	1982.90

b. **Terms / Rights attached to Equity Shares**

The Company has one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution shall be according to the members right and interest in the Company.

c. **Details of shareholders holding more than 5% Equity Shares in the Company:**

	As at 31st March 2015		As at 31st March 2014	
	Number of shares held	Percentage of holding	Number of shares held	Percentage of holding
Equity shares of ₹ 2 each Fully Paid-up				
Hinduja Power Limited, Mauritius	29718167	59.95%	-	-
Gulf Oil International (Mauritius) Inc.	-	-	49536335*	49.96%
Bridge India Fund	-	-	7680657	7.75%

* Does not include additional 49,50,000 shares (4.99%) acquired on 27th March, 2014 as credit to demat received on 2nd April, 2014.

	As at 31st March 2015 ₹ Lakhs		As at 31st March 2014 ₹ Lakhs	
Note 3 Reserves and Surplus				
Capital Reserve on Consolidation				
Opening Balance	0.03		66.11	
Add: Effect of Foreign Exchange Rate	-		360.18	
Less: Transfer on Disposal of Investments in Subsidiaries	-	0.03	(426.26)	0.03
Reserve on Consolidation				
Opening Balance	770.99		770.99	
Less: Amount Realised	395.92	375.07	-	770.99
Capital Reserve		0.75		0.75
Export Allowance Reserve		10.50		10.50
Securities Premium Account	12139.52		12139.52	
Less: Transfer pursuant to the Scheme of Arrangement (Refer Note 32)	12139.52	-	-	12139.52
Revaluation Reserve		67326.58		67326.58
General Reserve				
Opening Balance	21859.50		21259.50	
Add: Transferred from Surplus in Consolidated Statement of Profit and Loss	310.00		600.00	
Less: Transfer pursuant to the Scheme of Arrangement (Refer Note 32)	1231.68	20937.82	-	21859.50
Foreign Currency Translation Reserve				
Opening Balance	(7.29)		98.85	
Less: Effect of Foreign Exchange Rate Variations during the Year	43.06		(129.86)	
Less: Transferred to Consolidated Statement of Profit and Loss on disposal of the Net Investment in Non-Integral Operations	-	35.77	23.72	(7.29)
Surplus in the Consolidated Statement of Profit and Loss				
Opening Balance	8612.54		5340.08	
Profit for the Year	4161.07		6772.32	
	12773.61		12112.40	
Less:				
Depreciation on transition to Schedule II of the Companies Act, 2013 on fixed assets with Nil remaining useful life (Net of deferred tax) (Refer Note 38)	181.06		-	
Interim Dividend Distributed	-		2478.62	
Dividend Proposed to be distributed to Equity Shareholders	991.45		-	
Tax on Dividend	234.45		421.24	
Transferred to General Reserve	310.00		600.00	
Closing Balance		11056.65		8612.54
		99743.17		110713.12

	As at 31st March 2015		As at 31st March 2014	
	Non-current ₹ Lakhs	Current ₹ Lakhs	Non-current ₹ Lakhs	Current ₹ Lakhs
Note 4 Long-term Borrowings				
Term Loans				
From Banks (Secured)				
State Bank of India	95650.00	14975.00	107847.00	-
Karur Vysya Bank	-	-	-	1500.00
Yes Bank Limited	-	2083.33	1997.17	998.58
From Others:				
Gulf International Lubricants Limited (Unsecured)	16250.00	-	15577.90	-
Vehicles Loans (Secured)	165.82	74.13	-	4.56
	112065.82	17132.46	125422.07	2503.14

Security / Terms and Conditions of Repayment

(i) Term Loan from State Bank of India was taken during the year 2009-10 and carries floating rate of interest (14.25% p.a. as on 31st March 2015) with reset after 2 years from the date of 1st disbursement. The loan is repayable in 36 monthly installments of ₹ 69.45 Lakhs after a moratorium of 12 months from the date of first disbursement. The loan is secured by a primary charge by way of hypothecation of raw material, finished goods, stocks-in-process, stores & spares and receivables of the Company ranking pari-passu with other working capital lenders under consortium arrangement and collateral security by way of (a) first pari passu charge along with consortium working capital bankers and term lenders on land admeasuring acres 115.10 at Kukatpally, Hyderabad belonging to the Holding Company, and (b) second charge on building, plant and machinery charged to term lenders. The amount outstanding as at 31st March 2015 is ₹ Nil.

(ii) Term Loan from Karur Vysya Bank was taken during 2012-13 at a floating rate of interest of 1.50% over and above the base rate of the bank (12.50% p.a. as on 31st March 2014) with an option to reset after one year from the date of disbursement. The loan tenure was 3 years including initial moratorium period of one year. Loan was payable in two installments of ₹1,000 Lakhs at end of 24th month and balance at the end of 36th month from the date of disbursement. The loan was secured by an exclusive charge on the Industrial land admeasuring 4.29 acres located at Kukatpally, Hyderabad owned by the Holding Company. The amount outstanding as at 31st March 2015 is ₹ Nil (31st March 2014 - ₹ 1,500 lakhs).

(iii) Term loan for acquiring vehicle is repayable in 48 equated monthly instalments over a period of 48 months from the date of availing respective loan. Rate of interest is 10.01% per annum and number of instalments pending for payments are 44 instalments as at the Balance Sheet date.

In respect of Subsidiary Companies:

(i) During the year ended 31st March 2013, the Holding Company through its then stepdown subsidiary GHGL London Limited, UK (immediate subsidiary being HGHL Holdings Limited) (HGHL), had acquired Houghton International Inc. in USA. HGHL had taken a loan of USD 300 million from Lenders to part finance the acquisition. During the previous year, USD 120 million was repaid by HGHL to the Lenders. The amount of loan outstanding as on 31st March 2015 is ₹110,625 Lakhs (31st March 2014 - ₹107,847 Lakhs). The said loan was extended on the basis of Letter of Comfort/Stand-By Letter of Credit Facility Agreement between the Company, HGHL (both being Co-Obligators to the said Facility) and lenders on the strength of guarantee of Gulf Oil International Limited, Cayman and Cash Deficit Undertaking from its specified subsidiaries and also from the Company, wherein they are obligated to make contributions to HGHL in case of deficiencies in resources for servicing the said facilities. Gulf Oil International Limited, Cayman has provided a Guarantee to the Holding Company for due serving and repayment of entire balance outstanding loan, as per repayment schedule of the Lender. During the current year, Gulf Oil Lubricants India Limited has also provided the similar Cash Deficit Undertaking in favour of the SBLC lenders.

In terms of the aforesaid agreement, the loan is also secured by: (i) first pari-passu charge by way of equitable mortgage on land of the Company admeasuring 64.125 acres at Kukatpally, Hyderabad and (ii) first pari-passu charge along with existing lenders by way of equitable mortgage on land admeasuring 115.10 acres at Hyderabad and buildings, and plant & machinery belonging to Energetics Division. GHGL London Limited and its step down subsidiaries including Houghton International Inc. ceased to be subsidiaries of the Company, consequent to infusion of fresh equity to the extent of 90% by Gulf Oil International Limited in GHGL London Limited during the previous year.

(ii) In respect of FCNR Loan from Yes Bank obtained by IDL Explosives Limited:

(a) FCNR Loan of USD 5 Million carries interest rate of 7% p.a. and includes 6 months USD LIBOR plus spread, upfront fee and LIBOR hedging cost. Yes Bank has hedged the interest rate from floating rate to fixed rate. The rate of interest has been fixed at 6% per annum.

(b) The loan is repayable in 6 Quarterly installments of USD 8,33,333 starting from the end of 15th month of disbursement (i.e., date of disbursement 12th July 2013) and interest shall be payable at monthly rests. Total tenor of the loan is 30 months and 4 quarterly installments are payable as at the Balance Sheet date.

(c) The loan is secured by first pari-passu charge on all the current assets of the Subsidiary Company both present and future and first charge on urban immovable property having market value of ₹1,250 Lakhs. The loan is further secured by a corporate guarantee of ₹ 3,000 Lakhs given by the Holding Company.

(iii) Loan from Gulf International Lubricants Limited is taken by one of the subsidiary of Company, which is interest free.

(iv) Term loan for acquiring equipment is repayable in 34 equated monthly instalments over a period of 36 months (moratorium period of 2 months) from the date of availing respective loan. Rate of interest is in the range of 11.50% - 12.01% per annum and number of instalments pending for payments are ranging between 26-34 instalments as at the Balance Sheet date.

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 5 Deferred Tax Liabilities (Net)		
Tax effects of Items constituting Deferred Tax Liabilities		
On difference between book balance and tax balance of fixed assets	425.52	461.23
	425.52	461.23
Tax effects of Items constituting Deferred Tax Assets		
Provision for compensated absences, gratuity and other employee benefits	134.37	156.50
Provision for doubtful receivables / advances and others	48.57	44.99
Unabsorbed depreciation carried forward	204.18	200.55
	387.12	402.04
Deferred Tax Liabilities (Net)*	38.40	59.19
Note 5A Deferred Tax Assets (Net)		
Tax effects of Items constituting Deferred Tax Assets		
On difference between book balance and tax balance of fixed assets	578.10	347.56
Provision for doubtful debts / advances and others	91.07	320.89
Provision for compensated absences, gratuity and other employee benefits	65.13	237.95
	734.30	906.40
Tax effects of Items constituting Deferred Tax Liabilities		
On surplus arising on transfer of Explosives Undertaking	262.40	257.71
	262.40	257.71
Deferred Tax Assets (Net)*	471.90	648.69

* As at 31st March 2015, after adjusting ₹93.22 lakhs to opening surplus in the Statement of Profit and Loss on account of transitional provision of Schedule II of the Companies Act, 2013 (Refer No 38).

Note 6 Other Long-term Liabilities		
Deposits from Service providers	30.16	89.16
	30.16	89.16

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	As at 31st March 2015		As at 31st March 2014	
	Long-term ₹ Lakhs	Short-term ₹ Lakhs	Long-term ₹ Lakhs	Short-term ₹ Lakhs
Note 7 Provisions				
Provision for Employee Benefits:				
Gratuity (Refer Note 33)	309.20	196.42	472.08	279.10
Compensated absences	168.61	23.55	361.93	89.50
	477.81	219.97	834.01	368.60
Others:				
Provision for				
- Indirect Taxes (Refer Note 30)	8394.10	-	8394.10	-
- Others	375.61	-	375.61	-
Provision for Tax	-	41.04	-	32.58
Provision for Fringe Benefit Tax	-	48.11	-	48.11
Proposed Dividend	-	991.45	-	-
Provision for Tax on Proposed Dividend	-	198.24	-	-
	8769.71	1278.84	8769.71	80.69
	9247.52	1498.81	9603.72	449.29

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 8 Short-term Borrowings		
From Banks (Secured):		
Cash Credit	2226.20	2680.35
Working Capital Demand Loan (Foreign Currency)	-	1198.30
Buyers Credit	2444.93	12891.81
	4671.13	16770.46

Security / Terms and Conditions of Repayment :

(i) Cash Credit facilities from Consortium banks is secured by hypothecation of all current assets of the Company including raw materials, finished goods, stock-in-process, stores and spares (not relating to plant & machinery) and present and future book debts of the Company ranking pari-passu and collateral security by (i) first pari passu charge by way of equitable mortgage on the land owned by the Company admeasuring 115.10 acres situated at Kukatpally, Hyderabad and (ii) second pari passu charge on buildings, plant and machinery charged to other Letter of Comfort (LOC)/ Term lenders.

(ii) Consequent to demerger of Lubricants Undertaking of Holding Company, the working capital limits of the Company reduced during the year. As stipulated by the working capital lenders, the Company has offered second pari passu charge on the land owned by the Company admeasuring 115.10 acres situated at Kukatpally, Hyderabad and also secured by Corporate guarantee given by Holding Company, in respect of the total working capital facilities of ₹ 34,500 Lakhs to Gulf Oil Lubricants India Limited (Also Refer Note 32).

In respect of IDL Explosive Limited (Subsidiary Company):

(iii) Cash Credit facilities from State Bank of Hyderabad is secured by a primary charge by way of hypothecation of raw material, finished goods, stocks-in-process, stores & spares and receivables ranking pari passu with other working capital lenders and collateral security by way of a second charge on its fixed assets ranking pari passu with the working capital lenders. The Cash Credit is repayable on demand.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(iv) Cash Credit facilities and other working capital facilities from State Bank of India is secured by a first pari-passu hypothecation charge on its current assets along with State Bank of Hyderabad and second charge on its fixed assets, pari-passu basis with State Bank of Hyderabad. The Cash Credit is repayable on demand.

(v) Cash Credits facilities and other working capital facilities from State Bank of Hyderabad and State Bank of India are further secured by corporate guarantee amounting to ₹ 9,913 Lakhs given by the Holding Company.

(vi) Working Capital Credit facilities from Yes Bank Limited are secured by first pari passu charge on its current assets, first charge on the immovable property having a market value of ₹ 1,250 Lakhs and corporate guarantee of ₹ 3,000 Lakhs given by the Holding Company.

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 9 Trade Payables		
Acceptances	159.72	206.50
Other than Acceptances	5943.89	15083.28
	6103.61	15289.78
Note 10 Other Current Liabilities		
Current Maturities of Long-term Borrowings (Refer Note 4)	17132.46	2503.14
Interest Accrued but not due on Borrowings	123.18	135.19
Interim Dividend	-	2478.62
Unpaid Dividend	132.15	124.05
Unclaimed Share Application Money - Rights Issue	1.95	1.95
Others:		
Advance from Customers	334.51	432.09
Payables on Purchase of Fixed Assets	65.33	1513.63
Statutory Remittances	275.46	1940.28
Trade Deposits Received	66.43	60.43
Other Payables	562.76	176.42
	18694.23	9365.80

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

₹ Lakhs

Particulars	GROSS BLOCK						DEPRECIATION / AMORTIZATION								NET BLOCK	
	Cost / Revaluation 1st April 2014	Additions	Deletions / Withdrawals	Transfer as per Scheme of Arrangement (Refer Note 32)	Currency Re-alignment	Cost / Revaluation 31st March 2015	As at 1st April 2014	For the Year	On Deduction/ Withdrawals	Adjusted on transition to Schedule II (Refer Note 38)	Transfer as per Scheme of Arrangement (Refer Note 32)	Impairment Losses Recognised in Statement of Profit and Loss	Currency Re-alignment	As at 31st March 2015	As at 31st March 2015	As at 31st March 2014
Note 11A Fixed Assets - Tangible Assets																
Land-Freehold																
(Refer Note 27)	96379.21	38.56	-	3543.84	-	92873.93	-	-	-	-	-	-	-	-	92873.93	-
(Previous year)	(92997.46)	(3381.75)	-	-	-	(96379.21)	-	-	-	-	-	-	-	-	-	(96379.21)
Land-Leasehold	25.90	-	-	-	-	25.90	12.68	0.22	-	-	-	-		12.90	13.00	-
(Previous year)	(610.25)	-	(678.99)	-	(94.64)	(25.90)	(249.85)	(12.45)	(288.57)	-	-	-	(38.95)	(12.68)	-	(13.22)
Buildings-																
Owned	3051.37	138.61	0.57	1217.11	-	1972.30	1282.35	73.49	0.16	54.82	534.71	-	-	875.79	1096.51	-
(Previous year)	(3652.71)	(481.77)	(1251.33)	-	(168.22)	(3051.37)	(1531.90)	(114.64)	(413.86)	-	-	-	(49.67)	(1282.35)	-	(1769.02)
Given under operating lease	71.09	-	-	-	-	71.09	12.26	1.28	-	-	-	-	-	13.54	57.55	-
(Previous year)	(71.09)	-	-	-	-	(71.09)	(10.98)	(1.28)	-	-	-	-	-	(12.26)	-	(58.83)
Total	3122.46	138.61	0.57	1217.11	-	2043.39	1294.61	74.77	0.16	54.82	534.71	-	-	889.33	1154.06	-
(Previous year)	(3723.80)	(481.77)	(1251.33)	-	(168.22)	(3122.46)	(1542.88)	(115.92)	(413.86)	-	-	-	(49.67)	(1294.61)	-	(1827.85
Plant & Machinery, Equipments etc.																
Owned	16496.91	250.59	1346.91	2741.80	-	12658.79	12605.77	326.22	1345.50	150.36	1743.58	-	-	9993.27	2665.52	-
(Previous year)	(20598.74)	(601.64)	(4870.93)	-	(167.46)	(16496.91)	(12836.36)	(1421.96)	(3861.74)	-	-	(2129.57)	(79.62)	(12605.77)	-	(3891.14)
Given under operating lease	80.32	-	-	-	-	80.32	69.94	0.96	-	-	-	-	-	70.90	9.42	-
(Previous year)	(80.32)	-	-	-	-	(80.32)	(66.12)	(3.82)	-	-	-	-	-	(69.94)	-	(10.38)
Total	16577.23	250.59	1346.91	2741.80	-	12739.11	12675.71	327.18	1345.50	150.36	1743.58	-	-	10064.17	2674.94	-
(Previous year)	(20679.06)	(601.64)	(4870.93)	-	(167.46)	(16577.23)	(12902.48)	(1425.78)	(3861.74)	-	-	(2129.57)	(79.62)	(12675.71)	-	(3901.52)
Furniture & Fixtures	299.86	0.25	(84.81)	198.24	-	186.68	115.52	8.54	(95.82)	9.38	123.30	-	-	105.96	80.72	-
(Previous year)	(620.57)	(39.78)	(381.64)	-	(21.15)	(299.86)	(413.43)	(22.04)	(335.89)	-	-	-	(15.94)	(115.52)	-	(184.34)
Office Equipments																
Owned	292.75	19.13	81.65	108.88	-	121.35	150.46	20.47	92.67	35.43	28.99	-	-	84.70	36.65	-
(Previous year)	(407.22)	(19.77)	(134.21)	-	0.03	(292.75)	(226.71)	(18.37)	(98.31)	-	-	(2.07)	(1.62)	(150.46)	-	(142.29)
Given under operating lease	2.72	-	-	-	-	2.72	2.02	0.69	-	-	-	-	-	2.71	0.01	-
(Previous year)	(2.72)	-	-	-	-	(2.72)	(1.89)	(0.13)	-	-	-	-	-	(2.02)	-	(0.70)
Total	295.47	19.13	81.65	108.88	-	124.07	152.48	21.16	92.67	35.43	28.99	-	-	87.41	36.66	-
(Previous year)	(409.94)	(19.77)	(134.21)	-	0.03	(295.47)	(228.60)	(18.50)	(98.31)	-	-	(2.07)	(1.62)	(152.48)	-	(142.99)
Vehicles																
Owned	540.74	129.16	8.49	264.84	-	396.57	262.42	23.66	8.49	14.57	71.66	-	-	220.50	176.07	-
(Previous year)	(918.96)	(1.49)	(393.97)	-	(14.26)	(540.74)	(497.64)	(62.61)	(325.89)	-	-	(16.92)	(11.14)	(262.42)	-	(278.32)
Given under operating lease	3.90	-	-	-	-	3.90	3.90	-	-	-	-	-	-	3.90	-	-
(Previous year)	(3.90)	-	-	-	-	(3.90)	(3.90)	-	-	-	-	-	-	(3.90)	-	-
Taken Under Finance Lease	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(Previous year)	(11.67)	-	(13.21)	-	(1.54)	-	(5.08)	(1.93)	(7.75)	-	-	-	(0.74)	-	-	-
Total	544.64	129.16	8.49	264.84	-	400.47	266.32	23.66	8.49	14.57	71.66	-	-	224.40	176.07	-
(Previous year)	(934.53)	(1.49)	(407.18)	-	(15.80)	(544.64)	(506.62)	(64.54)	(333.64)	-	-	(16.92)	(11.88)	(266.32)	-	(278.32)
Computers															-	
Owned	651.76	25.32	14.18	251.04	-	411.86	483.15	24.95	14.19	9.72	142.97	-	-	360.66	51.20	-
(Previous year)	(677.15)	(26.50)	(51.89)	-	-	(651.76)	(448.45)	(75.39)	(50.97)	-	-	(10.28)	-	(483.15)	-	(168.61)
Given under operating lease	30.88	-	-	-	-	30.88	30.88	-	-	-	-	-	-	30.88	-	-
(Previous year)	(30.88)	-	-	-	-	(30.88)	(30.88)	-	-	-	-	-	-	(30.88)	-	-
Total	682.64	25.32	14.18	251.04	-	442.74	514.03	24.95	14.19	9.72	142.97	-	-	391.54	51.20	-
(Previous year)	(708.03)	(26.50)	(51.89)	-	-	(682.64)	(479.33)	(75.39)	(50.97)	-	-	(10.28)	-	(514.03)	-	(168.61)
Total	**117927.41**	**601.62**	**1366.99**	**8325.75**	**-**	**108836.29**	**15031.35**	**480.48**	**1365.19**	**274.28**	**2645.21**	**-**	**-**	**11775.71**	**97060.58**	**-**
(Previous year)	**(120683.64)**	**(4552.70)**	**(7776.17)**	**-**	**(467.24)**	**(117927.41)**	**(16323.19)**	**(1734.62)**	**(5382.98)**	**-**	**-**	**(2158.84)**	**(197.68)**	**(15031.35)**	**-**	**(102896.06)**
Note 11B Fixed Assets - Intangible Assets																
Trade Mark	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(Previous year)	(68.03)	-	(79.05)	-	(11.02)	-	(4.03)	(5.63)	(10.54)	-	-	-	(0.88)	-	-	-
Software	473.96	48.86	-	279.30	-	243.52	372.20	7.32	-	-	182.73	-	-	196.79	46.73	-
(Previous year)	(457.40)	(65.16)	(53.86)	-	(5.26)	(473.96)	(329.26)	(78.00)	(38.48)	-	-	(0.66)	(2.76)	(372.20)	-	(101.76)
Technical Know-how	140.66	-	-	-	-	140.66	140.66	-	-	-	-	-	-	140.66	-	-
(Previous year)	(140.66)	-	-	-	-	(140.66)	(140.66)	-	-	-	-	-	-	(140.66)	-	-
Total	**614.62**	**48.86**	**-**	**279.30**	**-**	**384.18**	**512.86**	**7.32**	**-**	**-**	**182.73**	**-**	**-**	**337.45**	**46.73**	**-**
(Previous year)	(666.09)	(65.16)	(132.91)	-	(16.28)	(614.62)	(473.95)	(83.63)	(49.02)	-	-	(0.66)	(3.64)	(512.86)	-	(101.76)
Total Assets	**118542.03**	**650.48**	**1366.99**	**8605.05**	**-**	**109220.47**	**15544.21**	**487.80**	**1365.19**	**274.28**	**2827.94**	**-**	**-**	**12113.16**	**97107.31**	**-**
(Previous year)	(121349.73)	(4617.86)	(7909.08)	-	(483.52)	(118542.03)	(16797.14)	(1818.25)	(5432.00)	-	-	(2159.50)	(201.32)	(15544.21)	-	(102997.82)

Note 11C. Depreciation and Amortization expenses for the year

Particulars	**Year ended 31st March 2015 (₹ Lakhs)**	Year ended 31st March 2014 (₹ Lakhs)
Depreciation and amortization expenses on Tangible Assets	**480.48**	1734.62
Amortization on Intangible Assets	**7.32**	83.63
Total	**487.80**	**1818.25**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 12 Non-Current Investments		
I. Trade investments (valued at cost unless stated otherwise)		
(a) In Equity Shares (Unquoted)		
500 Shares of ₹10 each fully paid-up in IDL Chemicals Employees' Co-operative Credit Society Limited	0.05	0.05
500 Shares of ₹10 each fully paid-up in IDL Chemicals Employees' Co-operative Credit Society Limited, Rourkela	0.05	0.05
Nil (31.03.2014: 114,000) Shares of ₹100 each fully paid-up in Gulf Ashley Motors Limited	-	114.00
12,490 Shares of ₹ 10 each fully paid-up in Mangalam Retail Services Limited	1.25	1.25
100 Shares of GBP 1 each fully paid-up in GHG Lubricants Holdings Limited	0.09	0.09
100,000 Shares of GBP 1 each fully paid-up in GHGL London Limited	100.29	96.14
	101.73	211.58
(b) Others		
27,978 units of ₹10 each fully paid-up in UTI Bond Fund of Unit Trust of India	2.97	2.97
	2.97	2.97
Total (I)	104.70	214.55
II. Non-trade Investments (valued at cost unless stated otherwise)		
Equity Shares (Quoted)		
Nil (31.03.2014: 200,000) Shares of ₹ 1 each fully paid-up in Ashok Leyland Limited	-	24.23
48 Shares of ₹ 10 each fully paid-up in Hinduja Global Solutions Limited	0.03	0.03
48 Shares of ₹ 10 each fully paid-up in Hinduja Ventures Limited	0.03	0.03
Nil (31.03.2014: 2,400) Shares of ₹ 10 each fully paid-up in Jammu & Kashmir Bank Limited	-	0.91
400 Shares of ₹10 each fully paid-up in IndusInd Bank Limited	0.18	0.18
Total (II)	0.24	25.38
Total (I+II)	104.94	239.93
Note:		
1. Aggregate Cost of Quoted Investments	0.24	25.38
2. Aggregate Market Value of Quoted Investments	1.41	74.79
3. Aggregate Cost of Unquoted Investments	104.70	214.55

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	As at 31st March 2015		As at 31st March 2014	
	Long-term	Short-term	Long-term	Short-term
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Note 13 Loans and Advances (unsecured, considered good unless otherwise specified)				
Capital Advances	92.23	-	157.66	-
Security Deposits				
Considered Good	464.17	253.35	375.28	927.70
Considered Doubtful	110.17	-	110.17	-
Less: Provision for Doubtful Deposits	(110.17)	-	(110.17)	-
	464.17	253.35	375.28	927.70
Loans and Advances to Other Companies				
GHGL London Limited	122812.19	-	117411.40	-
Gulf Oil Lubricants India Limited	-	40.29	-	-
IDL Speciality Chemicals Limited	-	-	-	137.84
Less: Provision for Doubtful Loans and Advances	-	-	-	(137.84)
	122812.19	40.29	117411.40	-
Advance to Suppliers and Service Providers				
Considered Good	-	606.61	-	587.26
Considered Doubtful	-	107.65	-	106.02
Less: Provision for Doubtful Advances	-	(107.65)	-	(106.02)
	-	606.61	-	587.26
Loans and Advances to Employees	-	14.47	-	57.39
Prepaid Expenses	28.11	171.20	54.98	372.59
Advance Income-tax (Net of Provisions)	-	439.03	-	961.51
MAT Credit Entitlement	191.23	45.64	-	45.00
Balance with Government Authorities	-	1072.53	-	1381.63
Deposits with Government Authorities	1192.48	-	1034.70	-
	1411.82	1742.87	1089.68	2818.12
	124780.41	2643.12	119034.02	4333.08

	As at 31st March 2015		As at 31st March 2014	
	Non-current	Current	Non-current	Current
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Note 14 Other Assets (unsecured, considered good unless otherwise specified)				
Unamortised Expense - Ancillary Borrowing Cost	4057.70	1007.62	4282.92	542.86
Interest Receivable on Term Deposits with Banks	48.11	296.24	14.84	1509.34
Unbilled Revenue	-	150.67	-	-
Other Receivables	-	298.42	-	12.22
	4105.81	1752.95	4297.76	2064.42

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	As at 31st March 2015 ₹ Lakhs	As at 31st March 2014 ₹ Lakhs
Note 15 Inventories (valued at lower of cost and net realisable value)		
Raw Materials [includes Stock-in-Transit of ₹ Nil (As at 31st March 2014: ₹ 215.32 Lakhs)]	3939.70	7614.43
Work-in-Progress	782.03	756.21
Finished Goods (Other than those acquired for Trading)	861.06	7823.18
Stock-in-Trade [includes Stock-in-Transit ₹ 48.91 Lakhs (As at 31st March 2014: ₹66.05 Lakhs)]	155.24	1804.73
Stores, Spares and Fuel	151.78	211.89
Packing Materials	253.25	593.47
Land / Buildings for Property Development, at cost (Refer Note 27)	3610.66	3610.66
	9753.72	22414.57
Note 16 Trade Receivables (Unsecured, considered good unless stated otherwise)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	814.48	322.27
Considered Doubtful	1665.44	2453.50
	2479.92	2775.77
Less: Provision for Doubtful Receivables	1665.44	2453.50
	814.48	322.27
Other Trade Receivables	8172.66	18869.33
	8172.66	18869.33
	8987.14	19191.60
Note 17 Cash and Bank Balances		
A. Cash and Cash Equivalents		
Cash on Hand	28.31	17.04
Balances with Banks:		
In Current Accounts	270.31	4130.87
In Deposits Accounts	807.49	173.44
Total Cash and Cash Equivalents (A)	1106.11	4321.35
B. Other Bank Balances:		
In Earmarked Accounts:		
-Margin Money Deposit	791.53	3915.07
-Dividend Accounts	132.15	2602.67
Share Application Money in respect of Rights Issue Allotment due for Refund	1.95	1.95
Total Other Bank Balances (B)	925.63	6519.69
Total (A+B)	2031.74	10841.04

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
Note 18 Revenue from Operations		
Sale of Products	39779.75	146671.57
Realty Income	1347.67	-
Sale of Services [Refer Note (i) below]	1961.09	733.57
Other Operating Income [Refer Note (ii) below]	100.58	311.34
	43189.09	147716.48
Less: Excise duty	4180.13	17478.52
	39008.96	130237.96
Note :		
(i) Sale of Products		
Manufactured Goods		
Detonators	6498.21	7167.40
Detonating Fuse	1778.59	416.88
Cartriged ANFO & NCN (High Explosives)	29801.45	26102.98
Boosters	14.97	0.19
Single or Double or Multilayer clad plates	1256.45	684.27
Lubricating Oils	-	110398.28
Others	216.84	79.05
	39566.50	144849.05
Traded Goods		
Safety Fuse	11.04	19.12
Filters	-	1635.60
Car Care Lube Equipment and Battery	-	124.97
Others	202.21	42.83
	213.25	1822.52
	39779.75	146671.57
(i) Service Income		
Income from Operation / Construction Contracts	1569.77	304.11
Marketing Services	343.58	310.83
Technical Services	47.74	118.63
	1961.09	733.57
(ii) Other Operating Income		
Export Incentives	3.53	6.11
Miscellaneous Income	97.05	305.23
	100.58	311.34

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
Note 19 Other Income		
Interest Income (Refer Note below)	7203.45	9450.26
Commission on Corporate Guarantee	177.50	-
Dividend Income on Long-term Investments	1.23	2.42
Dividend Income on Current Investments	-	40.29
Insurance Claims	24.01	60.50
Profit on Fixed Asset Sold / Scrapped / Written Off	1.19	26.08
Provision no longer required Written Back	249.39	3.55
Advisory and Consultancy Fee	310.36	1237.94
Gain on Sale of Investments	202.68	14.95
Miscellaneous Income	52.90	31.07
	8222.71	10867.06
Note:		
Interest income comprises:		
Interest on Loans and Advances	6738.49	7411.42
Interest on Term Deposits with Banks	195.43	1603.84
Interest on Income tax refund	269.53	8.62
Interest from Customer	-	426.38
	7203.45	9450.26

	Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
Note 20 Cost of Materials Consumed and Purchase of Stock-in-Trade		
A Cost of Materials Consumed		
Opening Stock	7614.43	8456.23
Add: Purchases	23424.87	67956.02
	31039.30	76412.25
Less: Stocks transferred on disposal of Subsidiaries	-	1001.19
Less: Stocks transferred pursuant to the Scheme of Arrangement (Refer Note 32)	5876.99	-
Less: Closing stock	3939.70	7614.43
Cost of Materials Consumed	21222.61	67796.63
Note :		
Details of Materials Consumed		
Coating Materials	459.73	488.77
Chemicals	18671.00	15269.24
Metals	1323.49	1368.48
Yarn and Paper	96.61	26.57
Base Oil	-	39385.73
Additives	-	10872.11
Others	671.78	385.73
	21222.61	67796.63
B Purchase of Stock-in-Trade	29.78	7367.21

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
Note 21 Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Inventories at the end of the year:		
Stock-in-Trade	155.24	1804.73
Work-in-Progress	782.03	756.21
Finished Goods	861.06	7823.18
	1798.33	10384.12
Inventories at the beginning of the year:		
Stock-in-Trade	1804.73	770.40
Work-in-Progress	756.21	787.91
Finished Goods	7823.18	7956.39
	10384.12	9514.70
Less: Stocks transferred on disposal of Subsidiaries	-	1182.02
Less: Stocks transferred pursuant to the Scheme of Arrangement (Refer Note 32)	8332.36	-
	2051.76	8332.68
	253.43	(2051.44)
Excise Duties etc. on decrease of Finished Goods	(3.91)	(24.49)
Net Decrease / (Increase)	249.52	(2075.93)

	Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
Note 22 Employee Benefits Expense		
Salaries, Wages and Bonus	3994.11	7306.53
Contribution to Provident and Other Funds	392.44	788.30
Staff Welfare Expenses	488.55	872.54
	4875.10	8967.37

	Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
Note 23 Finance Costs		
Interest Expenses on:		
Borrowings	5391.81	7049.34
Others	72.62	251.06
Net Loss on Foreign Currency Transactions and Translations	-	614.54
Bank and Other Financial Charges	852.47	2136.64
	6316.90	10051.58

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

		Year ended 31st March 2015 ₹ Lakhs		Year ended 31st March 2014 ₹ Lakhs
Note 24 Other Expenses				
Consumption of Stores and Spares		222.92		362.07
Processing Charges		1167.16		1727.19
Packing Material Consumed		1038.15		6634.07
Power and Fuel		1038.25		1004.74
Expenses on Operation Contracts		1117.29		321.59
Rent		359.66		680.25
Rates and Taxes		222.46		390.17
Insurance		111.91		353.44
Repairs and Maintenance				
Plant and Machinery		569.96		628.85
Buildings		58.30		66.90
Advertising and Sales Promotion		5.69		6436.90
Discounts on Sales		-		6946.67
Selling Commission		178.85		435.09
Travelling and Conveyance		351.25		1016.64
Distribution Expenses		1992.20		4828.83
Postage, Telephone and Telex		70.13		227.91
Legal and Professional Fee		387.97		1123.06
Directors' Sitting Fee		40.52		19.73
Doubtful Trade Receivables, Loans and Advances Written Off	160.13		475.17	
Provision for Doubtful Trade Receivables, Loans and Advances	8.00		282.73	
	168.13		757.90	
Less: Provision for Doubtful Trade Receivables, Loans and Advances Written-Back	151.27	16.86	266.98	490.92
Stores and Spares Written Off		-		204.82
Loss on Fixed Asset Sold / Scrapped / Written Off		-		199.10
Royalty		103.13		1393.44
Net Loss on Foreign Currency Transactions and Translation		124.63		236.69
Miscellaneous Expenses		432.51		1080.93
		9609.80		36810.00
Legal and Professional Fee Includes:				
Auditors' Remuneration:				
Statutory Audit		17.50		17.50
Tax Audit		3.00		3.00
Limited Reviews		5.00		5.00
Other Services		4.60		5.86
Reimbursement of Expenses		1.27		0.78
		31.37		32.14
Branch Auditors' Remuneration:				
Statutory Audit		-		10.00
Tax Audit		-		4.00
Other Services		-		5.03
Reimbursement of Expenses		-		2.75
		-		21.78
Cost Auditors' Remuneration				
Cost Audit		0.75		2.25
		0.75		2.25

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

		Year ended 31st March 2015 ₹ Lakhs	Year ended 31st March 2014 ₹ Lakhs
Note 25 Exceptional Items			
1	Profit on Sale of Fixed Assets fully impaired earlier	(161.05)	-
2	Write back of provision towards costs relates to sale of investments	(155.37)	-
3	Compensation to Employees and Expenses due to accident in Plant	124.19	-
4	Insurance Claim (Net of losses)	(127.78)	-
5	Loss on write off of Investment in subsidiary pursuant to the Scheme of Arrangement (Net of Losses) (Refer Note 32)	4.22	-
6	Recovery against loans and advances given in earlier years and which were adjusted to Revaluation Reserve in pursuance of Scheme of Arrangement approved by the Honorable High Court of Andhra Pradesh in 2008-09.	(493.73)	-
7	Amount received towards redemption of 40,000 8% Redeemable Cumulative Preference Shares of Rs. 100 each held in IDL Buildware Limited. Carrying cost of which was adjusted to Revaluation Reserve in pursuance of Scheme of Arrangement approved by the Honorable High Court of Andhra Pradesh in 2008-09	(40.00)	-
8	Lease charges for land including interest for earlier years	46.12	-
9	Impairment of Fixed Assets	-	2159.50
10	Bad Trade Receivables / Advances Written Off	-	1022.80
11	Profit on Sale of Investments held in Subsidiaries	-	(2096.01)
		(803.40)	1086.29

26. The excess of the net asset value over carrying cost of investment in the subsidiary companies viz., IDL Buildware Limited and Gulf Oil Carosserie India Limited amounting to ₹ 375.07 Lakhs (As at 31st March 2014 - ₹ 765.70 Lakhs) and ₹ Nil (As at 31st March 2014 - ₹ 5.29 Lakhs) respectively has been treated as Reserve on Consolidation.

27. Realty (Formerly Property Development):

(i) Land meant for property development situated at Bengaluru and Hyderabad had been revalued as at 31st March 2008, based on a valuation by an approved valuer. The resultant surplus on such revaluation amounting to ₹ 183,896.69 Lakhs had been credited to Revaluation Reserve in the earlier years. In view of steep recession in the Realty Sector, management reassessed the valuation of the aforesaid properties as on 31st March 2009 and based on the guidelines issued by the Registration and Stamps Department of Karnataka and Andhra Pradesh, the value of the subject lands had been reassessed and the resultant surplus on revaluation amounted to ₹ 43,799.82 Lakhs. The resultant write down aggregating to ₹ 140,096.87 Lakhs, in accordance with the requirement of Accounting Standard-10 "Accounting for Fixed Assets" had been debited to Revaluation Reserve.

(ii) In the financial year 2011-12, the Company surrendered certain portion of the land for road laying and widening purposes to Greater Hyderabad Municipal Corporation. Consequently ₹ 3,285.67 Lakhs had been withdrawn from Revaluation Reserve.

(iii) As at 31st March 2012, land meant for property development situated at Hyderabad, had been revalued based on valuation by an approved valuer. The resultant surplus on such revaluation amounting to ₹ 63,027.56 Lakhs had been credited to Revaluation Reserve.

(iv) In the financial year 2010-11, land at Bengaluru (cost of ₹ 3,610.66 Lakhs) meant for Property Development had been transferred to Inventory as approvals necessary for development of land were obtained. In terms of the Joint Development Agreement between the Holding Company and Hinduja Realty Venture Limited (HRVL), the Company granted development rights to develop the property. In consideration, HRVL, at its own cost and expenses developed the said property. Further the built up area, amenities and facilities so constructed shall be shared by Company and HRVL in the ratio of 30:70 respectively according to the other terms and conditions mentioned in the agreement. The Company created equitable mortgage by way of deposit of title deeds in respect of the aforesaid Land towards loan of ₹85,000 Lakhs availed by Co-Developer, HRVL from various lenders.

28. Contingent Liabilities and Commitments:

		As at 31st March 2015 (₹ Lakhs)	As at 31st March 2014 (₹ Lakhs)
A.	**Contingent Liabilities:**		
	Claims against the Company not acknowledged as Debts		
	(a) Income Tax Demands	2946.19	1454.47
	(b) Wealth Tax Demands	-	-
	(c) Sales Tax Demands	223.46	2111.49
	(d) Excise Demands	659.33	872.04
	(e) Service Tax Demands	4.49	4.49
	(f) Entry Tax Demands	44.56	44.56
	(g) Additional Demands towards Cost of Land	3.81	3.81
	(h) Claims of Workmen / Ex- employees	147.50	145.75
	(i) Other Matters (also Refer Note below)	23.16	24.74
B.	**Commitments:**		
	Estimated amount of contracts remaining to be executed on capital account [Net of advances of ₹ 92.23 Lakhs (As at 31st March 2014 – ₹ 157.66 Lakhs)]	161.18	1498.18

Note:

(a) The Competition Commission of India has passed an order in a case filed by a customer imposing a penalty of ₹ 2,894.76 Lakhs during the previous year. Against the said order, the Company filed an appeal in Competition Appellate Tribunal ("COMPAT"). The appeal was disposed off by reducing the penalty amount to ₹ 289.00 Lakhs. The Company has filed an appeal in the Supreme Court and the appeal has been admitted. The interim stay on deposit of penalty amount of ₹ 289 lakhs to continue till the next date of hearing. The case was not heard by the Honorable Supreme Court during the year as the pleadings are in progress before the Judicial Registrar and the same is pending.

(b) The Company has registered lease deeds of land on various dates with Sri Udasin Mutt for certain parcels of land at Kukatpally, Hyderabad for 99 years after obtaining permission from the then Government of Andhra Pradesh. However, the Mutt filed eviction proceedings before the AP Endowment Tribunal on various untenable grounds and claimed use and occupation charges.

Aggrieved by the Tribunal order, the Company filed a Writ Petition (WP) in 2011 in the Hon'ble High Court of Andhra Pradesh (AP High Court). The Mutt has also filed a separate Writ Petition in the AP High Court with regard to the Tribunal's decision on use and occupation charges. The AP High Court vide common order dismissed the WP filed by the Company and allowed the WP filed by the Mutt.

Both the parties filed Special Leave Petition (SLP) in 2013 before the Hon'ble Supreme Court against the aforesaid common order. The Hon'ble Supreme Court directed the parties to maintain status quo in all respects. Subsequently in August 2014, the Hon'ble Supreme Court while granting leave, directed the Company to deposit ₹100 lakhs per annum for the year 2014 provisionally towards use and occupation of the subject land, which the Company has deposited with the Supreme Court Registry.

29. Fixed Assets:

Buildings include:

(i) ₹ 7.09 Lakhs, which represents the cost of ownership of the flats ₹ 7.08 Lakhs and ₹ 0.01 Lakh being the value of share money in Sett Minar Co-operative Housing Society Limited.

(ii) ₹ 4.70 Lakhs, which, represents the cost of ownership of five flats ₹ 4.43 Lakhs and ₹ 0.27 Lakh being the value of 270 ordinary shares of ₹ 100 each, fully paid-up in Shree Nirmal Commercial Limited.

30. Orissa Sales Tax

The Honorable Supreme Court vide its order dated 16th November 2007, held that the stock transfers constituted inter-state sale in respect of assessment year viz., 1976-77 to 1983-84, 1989-90 & 1990-91 and also directed the authorities to examine the factual aspects and assess tax on supplies made by the company to the subsidiaries of Coal India Limited (CIL) as inter-state sale. The Company filed writ petitions in the Honorable High Court of Orissa in August 2009 impleading other State Governments, CIL and its subsidiary companies seeking directions for issue of Form 'C' and pass over of local sales tax to the State of Orissa. The Honorable Supreme Court has permitted the Company to take the matter in appropriate Forum.

The Company has been legally advised that as per the settled cases, the Company is entitled for concessional sales tax rates as per Central Sales Tax and interest should be charged from re-computation order. However, necessary provision had been made and is included in Provision – Indirect Taxes under Note 7.

31. Miscellaneous

(i) The financial statements of IDL Buildware Limited, one of the subsidiaries, have been prepared on a going concern basis notwithstanding substantial erosion in the net worth of the Company.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(ii) The Board of Directors of the Gulf Carosserie India Limited at their meeting held on 24th March 2003 had, in principle decided to look into various options and procedures for winding up of the Company. Accordingly, the accounts are drawn up on the basis that the going concern assumption is not applicable.

32. Discontinuing Operations

The Board of Directors of the Company in its meeting held on 7th August 2013 approved the Scheme of Arrangement ("the Scheme") between the Company and Gulf Oil Lubricants India Limited (formerly Hinduja Infrastructure Limited) (GOLIL), for demerger of its "Lubricants Undertaking". The Scheme was sanctioned by the Hon'ble High Court Judicature of Andhra Pradesh vide Order dated 16th April 2014, which was thereafter filed with Registrar of Companies. Post demerger, GOLIL has ceased to be subsidiary of the Company.

Pursuant to the Scheme, the assets and liabilities relating to the Lubricants Undertaking were transferred to and vested in GOLIL with effect from 1st April 2014. In terms of the Scheme, the difference between the value of assets and liabilities including allocation of common liabilities amounting to ₹14,362.65 Lakhs has been appropriated first against the paid-up value of the Share Capital cancelled (₹ 991.45 lakhs) pursuant to the Scheme and the balance has been appropriated against Securities Premium Account (₹ 12,139.52 lakhs) and then the remaining difference appropriated to General Reserve (₹ 1,231.68 lakhs) of the Company.

In consideration for the above and in terms of the Scheme, one fully-paid up equity share of face value of ₹ 2 each of GOLIL was allotted to the shareholders of the Company, in lieu of every two equity shares of face value of ₹ 2 each held in the Company, prior to giving effect to reduction of Share Capital (i.e., from ₹1,982.90 Lakhs to ₹ 991.45 Lakhs). The paid-up Share Capital of the Company, consequent to the implementation of the Scheme, comprises of 4,95,72,490 equity shares of ₹ 2 each. Further, as a consequence of the reduction of capital of the Company, the authorised share capital was re-organised to comprise of 7,54,27,510 equity shares of ₹ 2 each.

In the previous year, the Company had sold its stake in the three foreign subsidiaries i.e., Gulf Oil Bangladesh Limited, PT Gulf Oil Lubricants and Gulf Oil (Yantai) Co Limited. Accordingly, the profit on sale of the investments amounting to ₹ 2,096.01 lakhs had been included under "Exceptional items" (Note 25). The above subsidiaries were in business of manufacturing and trading in Lubricants.

In view of the aforesaid implementation of the Scheme with effect from 1st April 2014 and sale of investment subsidiary mentioned above in previous year, the figures for the current year are strictly not comparable with those of corresponding previous year figures.

The operations of the Lubricants Undertaking and aforesaid subsidiaries have been considered as "Discontinuing Operations" and the disclosure as required under AS 24 – Discontinuing Operations is given under:

(₹ Lakhs)

	Year ended 31st March, 2014		
	Continuing Operations	**Discontinuing Operations**	**Total**
Revenue			
Revenue from Operations	34628.95	113087.53	147716.48
Less: Excise Duty	(3675.97)	(13802.55)	(17478.52)
Revenue from Operations (Net)	30952.98	99284.98	130237.96
Other Income	8854.76	2012.30	10867.06
Total Revenue	**39807.74**	**101297.28**	**141105.02**
Expenditure			
Cost of Materials Consumed	17328.20	50468.43	67796.63
Purchase of Stock-in-Trade	110.24	7256.97	7367.21
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(257.66)	(1818.27)	(2075.93)
Employee Benefits Expense	4797.13	4170.24	8967.37
Depreciation and Amortization Expense	1416.17	402.08	1818.25
Other Expenses	9077.15	27732.85	36810.00
Total Expenses	**32471.23**	**88212.30**	**120683.53**
Profit from Operations before Finance Costs and Exceptional Items	**7336.51**	**13084.98**	**20421.49**
Finance Costs	7857.66	2193.92	10051.58
Profit from Ordinary Activities before Exceptional Items	**(521.15)**	**10891.06**	**10369.91**
Exceptional Items	1086.29	-	1086.29
Profit from Ordinary Activities before Tax	**(1607.44)**	**10891.06**	**9283.62**
Less: Tax Expense	1383.45	(3642.12)	(2258.67)
Profit for the Year	**(223.99)**	**7248.94**	**7024.95**
Share of Minority interest	-	(252.63)	(252.63)
Profit after Minority interest	(223.99)	6996.31	6772.32

Assets and Liabilities of Discontinuing Operations:	As at 31st March 2014 (₹ Lakhs)
Carrying Amount of Assets	45243.98
Carrying Amount of Liabilities	28594.53
Net Cash Flows attributable to Discontinuing Operations:	
Cash from Operating Activities	13292.43
Cash from Investing Activities	(13832.27)
Cash from Financial Activities	(7568.05)

33. Employee Benefits

(a) Disclosure in respect of Gratuity as required under Accounting Standard 15 – Employee Benefits:

	Year ended 31st March 2015 (₹ Lakhs)	Year ended 31st March 2014 (₹ Lakhs)
Components of Employer's Expense		
Current Service Cost	72.56	129.49
Interest Cost	82.75	129.37
Expected Return on Plan Assets	(43.86)	(49.75)
Actuarial Loss	29.47	(37.24)
Total Expense recognized in the Statement of Profit and Loss	140.92	171.87
Actual Contribution and Benefit Payments for the year		
Actual Benefit Payments	(326.97)	(369.63)
Actual Contributions	350.52	428.72
Net Liability recognized in the Balance Sheet		
Projected Benefit Obligation at the end of the year	1088.03	1512.68
Fair value on Plan Assets at the end of the year	(582.42)	(761.52)
Liability recognized in the Balance Sheet	505.61	751.16
Change in Defined Benefit Obligation (DBO) during the year		
Present Value of DBO at the beginning of the year	1512.68	1666.60
Less: Transferred pursuant to the Scheme of Arrangement (Refer Note 32)	(283.33)	-
Current Service Cost	72.56	129.49
Interest Cost	82.75	129.37
Actuarial Loss/(Gain)	30.34	(43.15)
Benefits Paid	(326.97)	(369.63)
Present Value of DBO at the end of the year	1088.03	1512.68
Change in the Fair Value of Plan Assets during the year		
Plan assets at the beginning of the year	761.52	482.27
Less: Transferred pursuant to the Scheme of Arrangement (Refer Note 32)	(247.39)	-
Expected Return on Plan Assets	43.86	49.75
Actual Contributions	350.52	428.72
Benefits Paid	(326.97)	(193.30)
Actuarial Gain / (Loss) on Plan Assets	0.88	(5.92)
Plan Assets at the end of the period	582.42	761.52
Assumptions		
Discount Rate	7.76%	8.88%
Long-term Rate of Compensation Increase	4%	4%
Mortality Table	L.I.C 2006-08 Ultimate	L.I.C 2006-08 Ultimate
Attrition Rate	3%	3%
Major categories of Plan Assets as a % of Total Plan - Funded with LIC	100%	100%

(b) The details of Experience Adjustments arising on accounts of plan assets and liabilities as required by paragraph 120(n)(ii) of AS 15 (Revised) on "Employee Benefits" are as under:

(₹ Lakhs)

	2014-15	2013-14	2012-13	2011-12	2010-11
Present Value of Defined Benefit Obligation	1088.03	1512.68	1666.60	1696.01	1699.98
Fair Value of Plan Assets	(582.42)	(761.52)	(482.25)	(446.05)	(425.51)
Funded Status (Surplus / Deficit)	505.61	751.16	1184.35	1249.96	1274.47
Experience (Loss) / Gain adjustment on Plan Liabilities	30.34	(43.15)	124.41	7.31	(44.94)
Experience (Loss) / Gain adjustment on Plan Assets	0.88	(5.92)	11.45	1.17	14.31

(c) Assumptions for Compensated Absences	2014-15	2013-14
Discount Rate	7.76%	8.88%
Long Term rate of Compensation increase	4.00%	4.00%
Attrition Rate	3.00%	3.00%
Mortality Rate	LIC 2006-08	LIC 1994-96
	Ultimate	Ultimate

34. Details of contract revenue and costs:	Year ended 31st March 2015	Year ended 31st March 2014
Contract revenue recognized during the year	918.58	-
Aggregate amount of contract costs incurred in respect of contracts net of recognized profits (less recognized losses) upto 31st March, 2015	874.70	-
Advance payments received (net of recoveries from progressive bills)	-	-
Retention money for contracts in progress	43.11	-
Gross amount due from customers	89.32	59.45

35. Earnings per Share:		
Profit / (Loss) After Tax (₹ Lakhs)		
- Continuing Operations	4161.07	(223.99)
- Total Operations	4161.07	6,772.32
Weighted average number of Equity Shares outstanding during the year	49572,490	99144,980
Weighted Average number of Equity Shares in computing diluted earnings per share	49572,490	99144,980
Face value of each Equity Share (₹)	2.00	2.00
Earnings per Share – Basic and Diluted (₹.)		
- Continuing Operations	8.39	(0.23)
- Total Operations	8.39	6.83

36. Related Party Disclosures:

(i) Information relating to Related Party Transactions as per "Accounting Standard 18 – Related Party Transaction" notified by the Companies (Accounting Standards) Rules, 2006.

Name of the Related Party	Relationship
Gulf Oil International (Mauritius) Inc.	Holding Company (Till 17th March 2015)
Hinduja Power Limited	Holding Company (From18th March 2015)
Gulf Oil International (Mauritius) Inc.	Entity holding more than 20% of the shareholding in the Company (Till 31st March 2014)
S. Pramanik, Managing Director	Key Management Personnel

(ii) Details of transactions between the Company and Related Parties and the status of outstanding balances at the year-end:

(₹ Lakhs)

	Holding Company Refer Note 36 (i)		Key Management Personnel	
	2014-15	2013-14	2014-15	2013-14
Transactions during the Year:				
Royalty	103.13	1281.27	-	-
Dividend paid	1362.16	1089.80	0.18	0.12
Directors' Remuneration	-	-	127.40	107.95
Outstanding Balances:				
Trade Payables	103.13	1281.27	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

37. Leases

(i) Operating Lease: Where the Company is a Lessee:

(a) The Company's significant leasing arrangements are in respect of operating leases for premises (residences, office, storage godowns for finished goods etc.). The leasing arrangements, which are not non-cancellable range generally between 11 months to 5 years and are usually renewable by mutual consent on agreed terms. The aggregate lease rents payable are charged as Rent in the Consolidated Statement of Profit and Loss.

(b) The Company has taken certain Vehicles under non-cancellable leases. The future minimum lease payments in respect of these as at 31st March 2015 are as follows:

(₹ Lakhs)

	As at 31st March 2015	As at 31st March 2014
Payments not later than one year	231.04	1.00
Payments later than one year but not later than five years	552.15	-
Total	**783.19**	**1.00**

(ii) Where the Holding Company is Lessor:

Details in respect of assets given on operating lease:

(₹ Lakhs)

	As at 31st March 2015		As at 31st March 2014	
	Building	Plant & Machinery	Building	Plant & Machinery
Gross Block	71.09	80.32	71.09	80.32
Accumulated Depreciation	13.54	70.70	12.26	69.74
Depreciation for the year	1.28	0.96	1.28	3.82

The assets given on lease are not non-cancellable and range generally between 11 months to 5 years and are usually renewable by mutual consent, on agreeable terms. The aggregate lease rentals are recognized as income from property in the Consolidated Statement of Profit and Loss. Initial direct costs are recognized as an expense in the year in which these are incurred.

38. During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from 1st April 2014, the Company and subsidiaries Companies has revised the estimated useful life of its fixed assets to align the useful life with those specified in Schedule II.

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company and subsidiary Companies has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life was determined to be Nil as on 1st April 2014 and has adjusted ₹181.06 Lakhs (Net of deferred tax of ₹93.22 Lakhs) against the opening balance in the Statement of Profit and Loss under Reserves and Surplus. Consequent to the change in the useful lives of fixed assets, the impact on the depreciation expenses for the year is not material.

39. Segment information for the year ended 31st March 2015

(i) Primary Business Segments **(₹ Lakhs)**

Particulars	Energetics		Mining & Infrastructure Contracts		Realty (Formerly Property Development (Refer Note below)		Lubricating Oils		Others		Unallocated		Eliminations		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Revenue																
External	35913.38	30486.17	1910.86	491.80	1347.67	-	-	98960.87	657.48	29.63	7402.28	11136.55	-	-	47231.67	141105.02
Inter-segment	-	-	-	-	-	-	-	380.76	-	-	-	-	-	(380.76)	-	-
Total Revenue	35913.38	30486.17	1910.86	491.80	1347.67	-	-	99341.63	657.48	29.63	7402.28	11136.55	-	(380.76)	47231.67	141105.02
Result																
Segment result	2468.64	2058.48	579.11	(5184.96)	1326.87	-	-	11193.50	5.10	(32.49)	-	-	-	-	4379.72	8034.53
Unallocated Corporate Income net of unallocated Expenses															(827.34)	2893.99
Interest Expense															(6316.90)	(10051.58)
Interest Income															7203.45	9450.26
Dividend Income															1.23	42.71
Profit before Taxation & Exceptional Items															4440.16	10369.91
Exceptional Items															(803.40)	1086.29
Net Profit															5243.56	9283.62
Other Information																
Segment Assets	21842.01	18026.75	818.81	442.58	98940.77	97617.30	-	41857.58	204.04	10491.84	131278.67	121309.43			253084.30	289745.48
Segment Liabilities	12736.31	9858.41	570.84	983.43	24.03	-	-	25212.35	95.58	3659.44	138922.92	137335.84			152349.68	177049.47
Capital Expenditure	486.50	580.17	-	0.42	-	-	-	2746.20	-	3381.75	759.66	15.93			1246.16	6724.47
Depreciation and Amortization	446.18	346.76	-	1019.82	-	-	-	402.09	9.86	11.85	31.75	37.72			487.80	1,818.25

Note: Includes ₹ 92,697.34 lakhs (31st March 2014 – ₹ 92,697.34 lakhs) arising on revaluation of fixed assets (Refer Note 27)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(ii) **Information about Secondary Business Segments**

(₹ Lakhs)

Particulars	India		Outside India		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Revenue by Geographical Market	36673.30	116821.45	10558.37	24283.56	47231.67	141105.02
Carrying Amount of Segment Assets	123763.71	165458.92	129320.59	124286.57	253084.30	289745.49
Additions to Fixed Assets	1200.27	6724.47	-	-	1200.27	6724.47

Notes:

(a) **Business Segment:**

The Company has considered business segment as the primary segment for disclosure.

Segments are identified and reported taking into account the Organization structure, the nature of products and services, the deferring risks and the returns of the segments.

The business segments of the Company are (i) Energetics (ii) Mining and Infrastructure Contracts, (iii) Realty (iv) Lubricating Oils and (v) Others.

(b) **Geographical Segment:**

The Geographical segments considered for disclosure are as follows:

- Revenue within India includes sales to customers located within India and earnings in India, and
- Revenue outside India includes sales to customers located outside India and earnings outside India.

40. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:

Name of the entity in the	Net assets, i.e., total assets minus total liabilities		Share profit or loss	
	As % of Consolidated net assets	₹Lakhs	As % of Consolidated Profit/Loss	₹ Lakhs
Holding Company				
Gulf Oil Corporation Limited	94.19%	94,883.23	58.18%	2,420.91
Subsidiary Company				
HGHL Holdings Limited	1.22%	1,229.51	25.02%	1,041.16
IDL Explosives Limited	4.54%	4,577.89	15.54%	646.47
IDL Buildware Limited	0.12%	116.01	1.27%	52.72
Gulf Carosserie India Limited	(0.07%)	(72.02)	(0.01%)	(0.19)

41. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification disclosure

For and on behalf of the Board of Directors

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director

Ajay P. Hinduja
Chairman

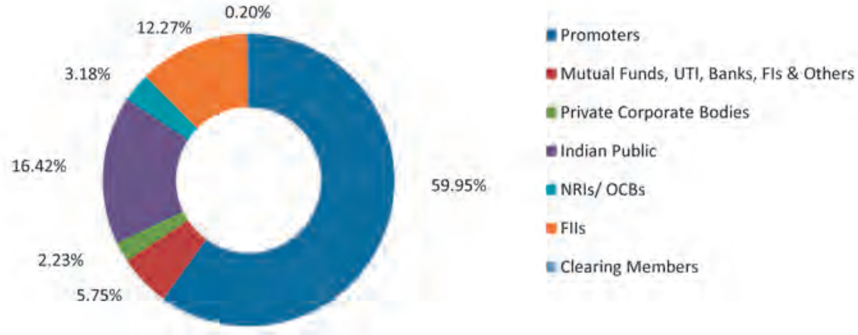
Place : Mumbai
Date : 28th May 2015

A. Satyanarayana
Company Secretary

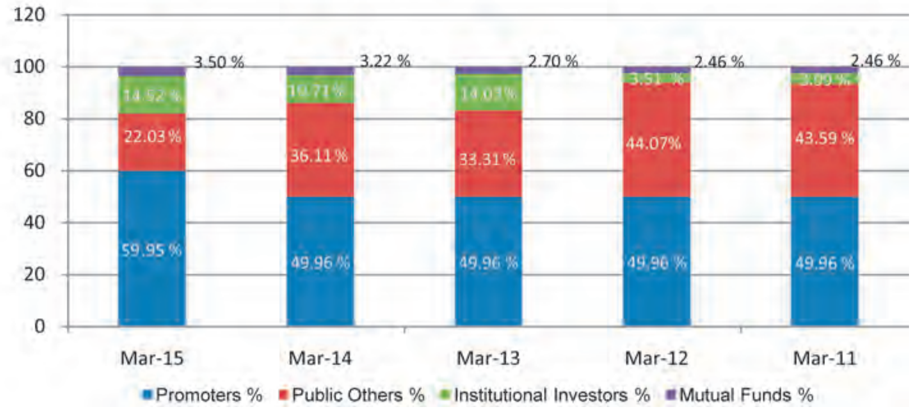
In India

Notes:
1. Not to Scale
2. Boundary representation is not necessarily authoritative
3. Excludes Andaman & Nicobar Islands and Lakshdweep Islands

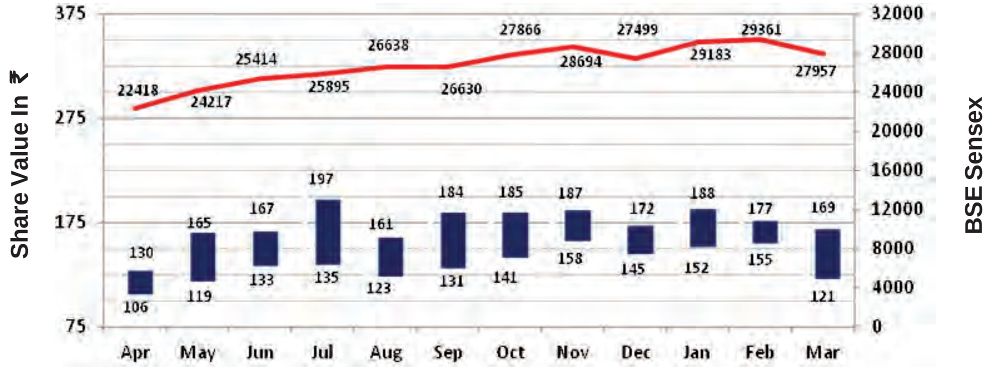
Shareholding Pattern - Current year

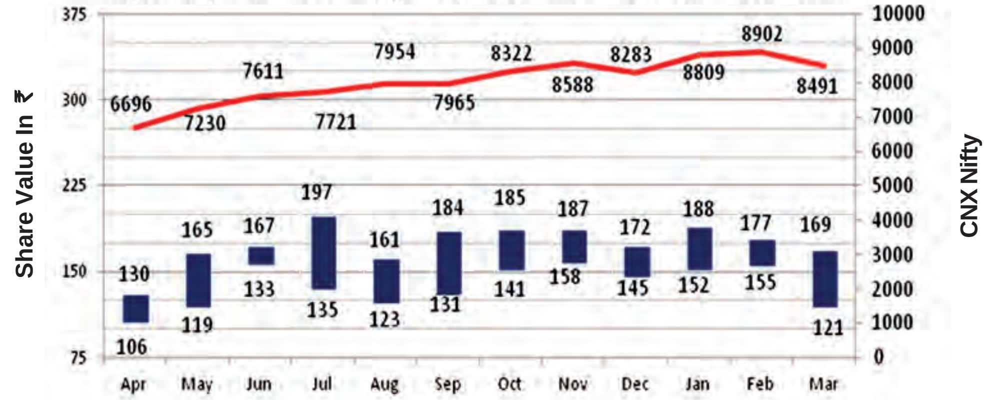


Shareholding Pattern - Last 5 years



Share Price Movement





EVENTS OF THE YEAR

In-house developed mist spray machine (inset)
The machine was inspected by government authorities tested and approved for fire fighting

Ambulance cum Travelling Dispensary donated to the Balanagar Lions Eye Hospital, Hyderabad. Managing Director handing over the keys to First Vice President of Lions International

Wholly Owned Subsidiary - IDL Explosives Limited

Blast carried out at Reliance Power, Sasan coal block using more than 300 tons of customised explosives for dragline equipment (inset). Images are taken by high speed cameras of the Technical Services Group along with the Blasting Team

Toilet blocks under the 'Swach Bharat Abhiyaan' donated to two local schools in Rourkela

Manufacturing facilities at Rourkela Works

Opening of new Bulk support plant at Sirohi, Rajasthan

Gulf Oil Corporation Limited

Registered & Corporate Office
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Sanathnagar (IE) P.O.
Hyderabad 500018

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Manufacturing Facilities
Hyderabad | Rourkela | Singrauli | Korba
Rajrappa | Ramagundam | Dhanbad | Udaipur

Regionl Offices / Marketing Offices
Asansol | Bangalore | Bilaspur | Chandigarh | Delhi
Dhanbad | Hyderabad | Kolkata | Mumbai | Nagpur
Ranchi | Udaipur