



# Gulf Oil Corporation Limited

Report Junction.com

51st

## ANNUAL REPORT

2012



LUBRICANTS



INDUSTRIAL EXPLOSIVES



MINING & INFRASTRUCTURE



PROPERTY DEVELOPMENT



HINDUJA GROUP

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# EVENTS OF THE YEAR



Agreement signing between L&T-Komatsu and Gulf Oil for supply of Co-branded Genuine Oils



Ashok Leyland and Gulf Oil signing AL-GOCL DOST agreement



Gulf Branding on carriers



Special Shop Branding



Gulf - Branding at Chepauk Stadium, Chennai



MS Dhoni endorsing Gulf Oil - Mahindra Co-Branded Oil



Unveiling of special signage by MS Dhoni during a press conference in Chennai



Mr. Sanjay Hinduja with some customers at the F1 Event - Special Gulf



Special Gantry on the Express Way to F1Track, Noida



Gulf Branded Drag Bike in Action in Mumbai during a Live Demo



Release of Special Limited Edition Pack signed by MS Dhoni in the presence of Mr. Sanjay Hinduja



'Meet and Greet Event' Suresh Raina & MS Dhoni giving awards to Gulf Oil Distributors



Gulf Foster a Child campaign



Gulf Dirt Track National Championship 2012 at Bhopal



Gulf Monsoon Scooter Rally at Mumbai







## Gulf Oil Corporation Limited Fifty First Annual Report 2011-12

### Board of Directors

(as on 30th May, 2012)

Chairman	Directors	
S. G. Hinduja	K. N. Venkatasubramanian	Vinoo S. Hinduja
Vice Chairman	H. C. Asher	V. Ramesh Rao
R. P. Hinduja	M. S. Ramachandran	Vinod K. Dasari (upto 30th May 2012)
	Ashok Kini	S. Pramanik, <i>Managing Director</i>
	Prakash Shah	A. V. Dujean, <i>Alternate to R. P. Hinduja (upto 27th April 2012)</i>
	Kanchan Chitale	K. C. Samdani, <i>Alternate to Vinoo S. Hinduja</i>

### Board Committees

<b>Audit</b>	Kanchan Chitale, <i>Chairperson</i>	H.C. Asher	Ashok Kini
<b>Share Transfer &amp; Investors' Grievance</b>	Ashok Kini, <i>Chairman</i>	S.Pramanik	Vinod K. Dasari
<b>Remuneration &amp; Nomination</b>	Prakash Shah, <i>Chairman</i>	H.C. Asher	M.S. Ramachandran Vinoo S. Hinduja
<b>Safety Review</b>	Vinod K. Dasari, <i>Chairman</i>	Ashok Kini	K.N. Venkatasubramanian
<b>Investment Appraisal &amp; Project Review</b>	M.S.Ramachandran, <i>Chairman</i>	Vinoo S Hinduja	Ashok Kini
<b>Company Secretarial</b>	S. Subramanian	<i>Company Secretary (upto 30.09.2011)</i>	A. Satyanarayana <i>Joint General Manager and Deputy Company Secretary</i>
<b>Executive Team:</b>			
<b>Corporate</b>	S. Subramanian	<i>Chief Financial Officer (upto 30.09.2011)</i>	V. Satish Kumar <i>Vice President (Internal Audit)</i>
	Manish Gangwal	<i>Chief Financial Officer (from 1.10.2011)</i>	P. Divakaran <i>General Manager (Finance)</i>
	Ravi Chawla	<i>President &amp; CEO-Lubricants Division</i>	Amrish Kathane <i>Sr. General Manager - Technical Services (B2B &amp; QC)</i>
	Sunil S. Jambavdekar	<i>Vice President-Supply Chain &amp; New Projects</i>	S. Viswanathan <i>Sr. General Manager - Filters</i>
<b>Lubricants Division</b>	Satyabrata Das	<i>Sr. General Manager</i>	Bijoy Paul <i>General Manager - Marketing</i>
	Alok Mahajan	<i>Chief Marketing Officer-Lubes Business</i>	Somesh Sabhani <i>Head - Industrial Sales</i>
	M. P. Sajeev	<i>General Manager-Technical Services</i>	
<b>Explosives Division</b>	Ch. V. Murali Krishna	<i>General Manager (Hyderabad Works)</i>	
<b>Contracts Division</b>	T.T. Das	<i>Associate Vice President-Consult</i>	
<b>Bankers</b>	State Bank of India State Bank of Hyderabad Oriental Bank of Commerce ICICI Bank Limited	Andhra Bank IDBI Bank Ltd Bank of Bahrain & Kuwait B.S.C HSBC Bank	
<b>Auditors</b>	Deloitte Haskins & Sells, Chartered Accountants, Secunderabad Shah & Co., Chartered Accountants, Mumbai (Branch Auditors) Dhananjay V. Joshi & Associates, Cost Accountants, Pune (Cost Auditors)		
<b>Registered/ Corporate Office</b>	Kukatpally, Hyderabad - 500 072 Andhra Pradesh	<b>Registrar &amp; Share Transfer Agents</b>	Karvy Computershare Private Limited Plot No. 17-24, Vithal Rao Nagar, Madhapur, Hyderabad 500 081.

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## A TEN YEAR REVIEW

(Rs. Lakhs)										
Year	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06	2004-05	2003-04	2002-03
<b>INCOME &amp; DIVIDENDS</b>										
Turnover	107576.16	100102.35	106565.94	99588.84	83321.52	66865.64	50724.65	47340.47	41551.04	40534.71
Profit Before Tax	7031.23	6702.03	5430.23	3875.41	2970.60	3183.37	2543.43	2215.07	2798.39	1132.93
Profit After Tax	6211.23	5419.03	4507.23	2904.38	2513.17	2300.59	2278.60	2003.07	2290.80	1531.52
Profit After Tax as percentage of Sales	5.05%	5.41%	4.23%	2.92%	3.02%	3.44%	4.49%	4.23%	5.51%	3.78. %
Earnings Per Share (Rs.)	6.26 #	6.11 #	6.06 #	3.91 #	3.42 #	16.58	16.43	14.44	16.51	11.04
Dividend per fully paid Equity Share (Rs.)	2.20 #	2.00 #	1.80 #	1.70 #	1.50 #	7.50	7.00	6.50	6.00	5.00
Dividend	2181.19	1982.90	1338.46	1264.10	1115.38	1115.38	971.02	901.66	832.30	693.59

Year	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06	2004-05	2003-04	2002-03
<b>CAPITAL EMPLOYED</b>										
Net Fixed Assets	101877.61	43011.36	58103.87	60676.59	200424.32	15647.14	11367.26	10560.95	8215.47	7943.98
Net Working Capital	26850.55	10230.27	11388.15	17835.12	22592.43	14451.81	9597.43	8130.11	9837.19	12593.26
Other Assets	5530.73	8768.26	3204.01	3595.94	6992.93	7980.24	5278.71	4839.49	2394.70	984.10
Total Capital Employed	134258.90	62009.89	72696.03	82107.65	230009.68	38079.19	26243.40	23530.55	20447.36	21521.34

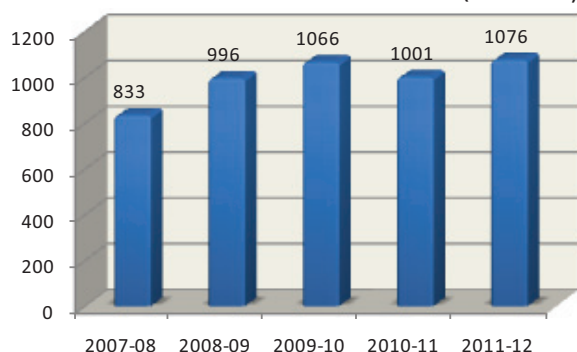
Year	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06	2004-05	2003-04	2002-03
<b>NETWORTH &amp; LOANS</b>										
Shareholders' Funds:										
Capital	1982.90	1982.90	1487.17	1487.17	1487.17	1387.17	1387.17	1387.17	1387.17	1387.17
Reserves	105715.88	42297.79	40789.77	39794.17	203901.39	14388.71	13393.06	12221.67	11246.72	10454.43
Tangible Networth	107698.78	44280.69	42276.94	41281.34	204717.18	15237.06	14284.78	12827.12	12045.21	11841.60
Secured Loans	8457.85	10204.43	17074.51	17122.63	13457.72	15547.27	8147.69	8243.71	6224.07	7593.02
Unsecured Loans	18102.28	7524.77	13344.58	23703.68	11163.40	6251.04	2810.48	1678.00	1589.40	2086.72
Debt Equity	0.25	0.40	0.72	0.99	0.12	1.43	0.77	0.77	0.65	0.82
No. of Shareholders at year end	65289	66661	61276	59476	56218	43790	43840	45893	47605	48945

Note: Sales figure includes Excise Duty

# Equity Shares of face value of Rs. 2 each. Previous years face value of Rs. 10 each

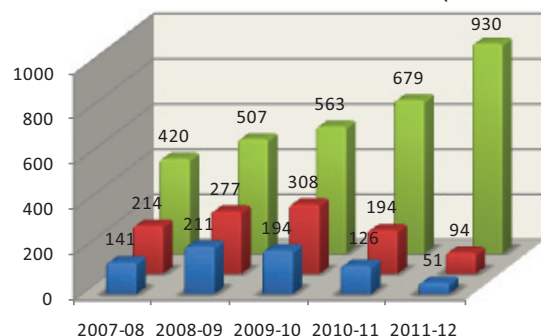
### Turnover

(₹ Crores)



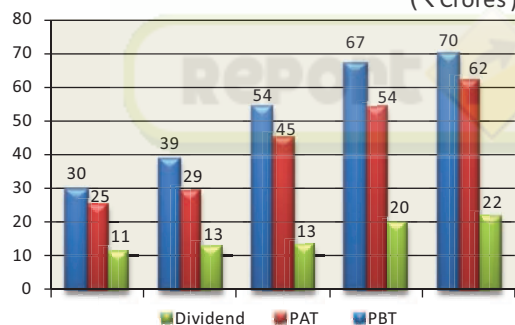
### Segment-wise Turnover

(₹ Crores)



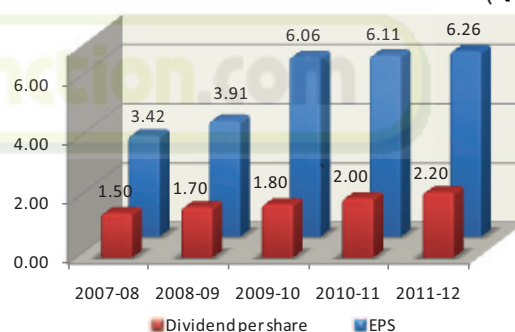
### PAT, PBT and Dividend Payout

(₹ Crores)

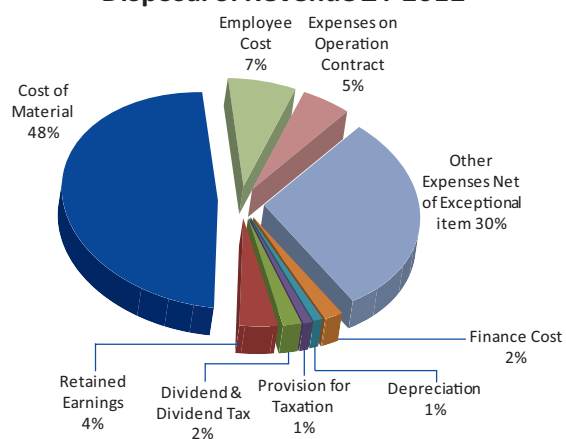


### Dividend per share and EPS

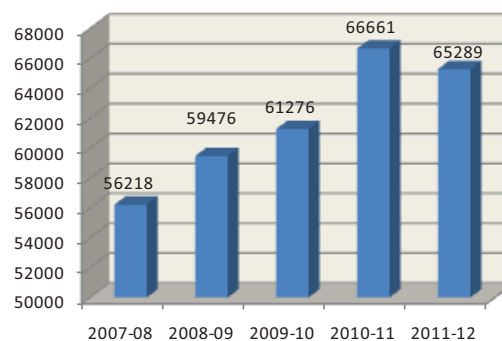
(₹)



### Disposal of Revenue F 2012



### Number of Shareholders





## Chairman's Letter

Dear Shareholders,

I welcome you to the 51st Annual General Meeting of the Company.

The year in retrospect has not been very encouraging for businesses operating in the country. This situation has arisen due to the economy being affected by several policy issues relating to liquidity, interest rates, sectoral focus, environmental concerns and the global slump. In addition, the Rupee also depreciated by more than 11% during the year putting more pressure on the economy and investments.

The Indian economy has also been affected by the global economy passing through a very volatile phase where confidence levels in most countries have been adversely affected. The European debt crises has been instrumental in global markets turning unpredictable and business optimism being severely dented. While, no permanent solution is still in sight for the Euro crises, the Indian economy in our view, can be stabilized through pragmatic policy and remedial action by the Government by announcing comprehensive revival packages especially in the core sectors comprising of coal, crude oil, gas, fertilisers, steel, cement and electricity. Fortunately, crude oil prices which fuelled inflation in India in the previous year have been moving towards realistic levels providing some degree of comfort.

The Indian economy decelerated to 6.5% in 2011-12 as against 8.5% in the previous fiscal and much below the earlier estimates. Manufacturing reduced from 7.6% to 2.5% whilst mining turned negative of 1% over 5% positive last year. Similarly, construction growth reduced to 5.3% against 8% last year. Although the Government has attempted to reverse the trends in the last 2 quarters of 2011-12 the liquidity and interest rates did not support this objective due to high inflation. However, the worrying feature is the investment±GDP ratio falling by 1% over the year and there seems to be no strong signal of revival. Moreover, projections of GDP for 2012±13 are being forecast below 6% and business sentiments have been dampened due to downgrading of sovereign ratings by major rating agencies.

Whilst the overall economic scenario for India has affected our growth vectors, the Lubricants Division of the Company recorded a sales of Rs. 931 crores up by 37% over the previous year. The robust growth in this Division has been mainly on account of aggressive brand building exercises, channel expansion and introduction of new products for the diesel engine and motorcycle segments. The aggressive stance taken by the Division has helped to grow its Bazaar segment<sup>o</sup> nearly three times more than the industry average besides entering into may new tie-up with OEMs.



The other current Divisions of our Company, namely, Explosives Division and Mining & Infrastructures Division did not fare well due to the change in the mining and infrastructure scenario where growth rate dipped to negative for mining and by 3% in construction. For the mining segment it may be noted that it is a first slump in around four decades. This is reflected in the performance of the Explosives Division which decelerated from Rs. 194 crores to Rs. 94 crores, whilst the Mining and Infrastructure Division had to idle its machinery and resources throughout the year and clocked only Rs. 51 crores of service income as against Rs. 126 crores in the previous year.

The loss in growth momentum in the mining and construction sectors has had its effect on the electricity generation which was insufficient to meet the increasing demands and also affected the metal industries. It is expected that the Government will be taking certain bold decisions with regard to competitive bidding of coal blocks for the power, steel and cement sectors, single window clearance mechanism for investors and public-private-partnership model for exploiting the large reserves across the country.

### PROPERTY DEVELOPMENT

We received all SEZ approvals in March 2012 and local clearances thereafter. The Bhoomi Puja was conducted on 25th April and work started on the 30 acre SEZ from 3rd May. As indicated earlier, the 30 acre IT and ITeS Park along with the 10 acres non-SEZ area housing a hotel, service apartments, and shopping mall will be constructed in a phased manner over the next 5 ½ years. The development of 5.05 million square feet will start yielding revenues for your Company from Q4 of 2013-14.

I am also happy to announce the signing of the Development Agreement for the 76 acres development in Kukatpally, Hyderabad with Hinduja Estates Private Ltd. on 30th July. Under this Agreement, your Company will receive 35% of the developed area of 10.50 million square feet. All costs towards this development will be borne by Hinduja Estates. Work on the town planning has been started.

### MAJOR INITIATIVES

The Lubricants Division has been working to consolidate its pioneer position in long drain oils for commercial vehicles by launching long drain oils for other segments. More OEM tie-ups, co-brandings are being worked out with auto majors and heavy equipment manufacturers. The Division is also augmenting resources and building capacities to keep pace with its growth plans. Site selection for its second plant in the South is also being expedited.

### BRAND BUILDING

The Lubricants Division moved ahead with its brand building efforts, with MS Dhoni, India's Cricket Team Captain, being appointed as the Brand Ambassador for GULF. I am sure you would have witnessed several GULF campaigns in the electronic media featuring Dhoni.

With the continuing association with motor sports and the IPL team, Chennai Super Kings, the GULF brand has increased its visibility, highlighted the brand's technology, and boosted the confidence of our trade partners.

In conclusion, our outlook for the future remains cautiously optimistic because of the present challenges facing the Indian and global business environment. However, our teams remain committed to growth in business and shareholder value. I take this opportunity to thank the shareholders and business associates for their support and encouragement.

S. G. Hinduja  
**CHAIRMAN**

August 16, 2012



## NOTICE OF THE FIFTY FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty First Annual General Meeting of the Company will be held at 2.30 p.m. on Friday, the 21st day of September 2012 at Grand Ball Room, Hotel Taj Krishna, Banjara Hills, Hyderabad - 500034 to transact the following:

### ORDINARY BUSINESS

1. To consider and adopt the Directors' Report, the Auditors' Report, the Balance Sheet as at 31st March 2012 and the Profit and Loss Account for the year ended 31st March 2012.
2. To declare dividend for the financial year ended 31st March 2012.
3. To appoint a Director in place of Mr.K.N.Venkatasubramanian, who retires by rotation under Article 122 of the Articles of Association of the Company and is eligible for re-appointment .
4. To appoint a Director in place of Mr.H.C.Asher, who retires by rotation under Article 122 of the Articles of Association of the Company and is eligible for re-appointment.
5. To appoint a Director in place of Mr.Prakash Shah, who retires by rotation under Article 122 of the Articles of Association of the Company and is eligible for re-appointment.
6. To appoint a Director in place of Mr.Ashok Kini, who retires by rotation under Article 122 of the Articles of Association of the Company and is eligible for re-appointment.
7. To consider, and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:  
**"RESOLVED that** M/s Deloitte Haskins & Sells, Chartered Accountants, Secunderabad (Registration No.008072S) be and are hereby appointed Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration to be negotiated and fixed by the Audit Committee/Board of Directors of the Company in addition to actual out-of-pocket expenses incurred by them for the purpose of audit.<sup>9</sup>
8. To consider, and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:  
**"RESOLVED that** M/s. Shah & Co., Chartered Accountants, Mumbai (Registration No.10940W) be and are hereby appointed Branch Auditors of the Company for its Lubricants Division at Mumbai from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration to be negotiated and fixed by the Audit Committee/Board of Directors of the Company in addition to actual out-of-pocket expenses incurred by them for the purpose of audit.<sup>9</sup>

### SPECIAL BUSINESS:

9. <sup>9</sup>To consider, and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:  
**RESOLVED THAT** pursuant to Section 163 and all other applicable provisions, if any, of the Companies Act, 1956 [including any statutory modification or re-enactment thereof, for the time being in force] hereinafter referred to as the <sup>9</sup>Act<sup>9</sup>, consent and approval of the Company be and is hereby accorded for keeping the Register of Members, Index of Members, copies of all Annual Returns under Section 159 and 160 of the Act together with copies of certificates and documents required to be annexed thereto under Sections 160 and 161 of the Act or any one or more of them at the office of Karvy Computershare Private Limited, having office at Plot No.17-24, Vithal Rao Nagar, Madhapur, Hyderabad-500081 instead of being kept at the registered office of the Company or at the office of Sathguru Management Consultants Private Limited, Hyderabad, the erstwhile Registrar & Share Transfer Agent of the Company.
10. To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:  
**"RESOLVED that** in supersession of previous resolution passed by the Members of the Company at their Meeting held on 23rd September 2011 and pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof for the time being in force), and 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 sanctions(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 (<sup>9</sup>the Board<sup>9</sup>) (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 Depository 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 <sup>9</sup>Securities<sup>9</sup>) whether secured or unsecured, and further the Board be and is 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, 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 <sup>a</sup>Investors<sup>o</sup>) 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), 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.550 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 the Company proposes to issue Securities through Qualified Institutional Placement, the 'Relevant Date' in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 shall be August 21, 2012 being the date 30 days prior to the date of this Annual General Meeting or such other date as may be prescribed.

**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 sanctions(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 293(1)(a) of the Companies Act, 1956 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 purposes 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.<sup>o</sup>

11. To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

**RESOLVED THAT** in addition to sitting fees, there shall be paid to such directors who are neither in the whole-time employment of the Company nor the managing director and whose remuneration does not include anything by way of monthly or other periodic payment, commission on net profits of the Company for the year ended 31st March 2013 and four years thereafter of an aggregate amount not exceeding the maximum limit permitted under the provisions of Section 309 and other applicable provisions, if any (the Companies Act, 1956 (<sup>a</sup>the Act<sup>o</sup>) (computed in the manner referred to in Section 198 of the Act) as



## Notice

may be decided by the Chairman of the Board of Directors of the Company/Remuneration & Nomination Committee to be distributed amongst such Directors in such manner and to such extent to each director as may be decided by the Chairman of the Board of Directors/Remuneration & Nomination Committee.

Hyderabad,  
May 30, 2012.

Registered office:  
Kukatpally, Post Bag No.1  
Sanathnagar (IE) PO  
Hyderabad-500018

**By Order of the Board**

A. Satyanarayana  
**Dy Company Secretary**

### 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.**

2. An Explanatory Statement pursuant to Section 173 of the Companies Act 1956, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books will be closed from 15th September, 2012 to 21st September 2012 (both days inclusive) in connection with the ensuing Annual General Meeting and the payment of Dividend.
4. Dividend recommended by the Board and approved by the Members at the AGM, will be paid on or before 20th October 2012. In respect of shares held in physical form, the dividend will be payable to those members whose names appear on the Register of Members on 21st September, 2012. In respect of shares held in electronic form, dividend will be payable to beneficial owners of the shares as per details furnished by the Depositories for this purpose.
5. In terms of Sections 205A and 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 2012-13, the Company would be transferring the unclaimed dividend for the year 2004-05 to the Investor Education and Protection Fund. Members who have not encashed their dividend warrant for the year ended March 31, 2005 or thereafter are requested to write to the Company/Registrars and Share Transfer Agents.

### 6. Details of Unclaimed Shares:

The details of shares remaining unclaimed in the unclaimed suspense account are given below. Prior to such dematerialisation, three reminders were sent to the concerned shareholders.

	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 2011	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 2012	16	1020

7. 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 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.
8. Members holding shares in physical form, are requested to inform the Company/ Registrars and Share Transfer Agents 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 to their Depository Participants.
9. 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.
10. As required under Clause 49 of the Listing Agreement, brief information of Directors, being appointed/reappointed, is given in the Directors' Report.
11. 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.
12. 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.