

Castrol India Limited

CIN L23200MH1979PLC021359
Technopolis Knowledge Park,
Mahakali Caves Road,
Chakala, Andheri (East),
Mumbai - 400 093.

Tel: (022) 6698 4100
Fax: (022) 6698 4101
<https://www.castrol.com/en in/india.html>
Customer Service Toll Free No. : 1800 222 100 / 1800 209 8100

**4 November 2022****To,****The BSE Limited****Phiroze Jeejeebhoy Towers****Dalal Street****Mumbai 400001****National Stock Exchange of India
Limited****Exchange Plaza, Bandra Kurla Complex****Plot No. C/1, 'G' Block****Bandra (East), Mumbai 400051****Scrip Code: 500870****Symbol : CASTROLIND**

Dear Sir/Madam,

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed Notice of Postal Ballot along with the Explanatory Statement for seeking the approval of the Members of the Company on the following Special Business:

No.	Description of Special Business
1	Alteration of the Objects clause of Memorandum of Association of the Company
2	Alteration of the Articles of Association of the Company

In accordance with Circulars issued by the Ministry of Corporate Affairs, the Notice of Postal Ballot is being sent only by electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on Tuesday, 1 November 2022 ("Cut-off Date") and whose e-mail addresses are registered with the Company/Depositories.

The Company has engaged the services of Central Depository Services (India) Limited for providing remote e-voting facility to the Members. The e-voting will commence on **Saturday, 5 November 2022 from 9:00 a.m. (IST)** and shall end on Sunday,

4 December 2022 at 5.00 p.m. (IST). The results of Postal Ballot will be declared by the Company on or before Tuesday, 6 December 2022.

This intimation is being made available on the website of the Company at

https://www.castrol.com/en_in/india/home/investors/general-meeting.html

Request you to take the above on record.

Thanking you,

Yours faithfully,

For Castrol India Limited

Hemangi Ghag

Company Secretary & Compliance Officer

Encl: A/a.

*Registered Office Address: Technopolis Knowledge Park,
Mahakali Caves Road,
Chakala, Andheri (East)
Mumbai- 400093*



CASTROL INDIA LIMITED

CIN: L23200MH1979PLC021359

Registered Office: Technopolis Knowledge Park, Mahakali Caves Road,
Andheri (E), Mumbai – 400 093

Website: https://www.castrol.com/en_in/india/home.html | **E-mail Id:** investorrelations.india@castrol.com

Tel: +91 22 66984100 | **Fax:** +91 22 66984101

E-voting starts on	E-voting ends on
Saturday, 5 November 2022	Sunday, 4 December 2022

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), read with General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021 and 3/2022 dated 5 May 2022 issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as the “MCA Circulars”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and pursuant to other applicable laws and regulations, the special resolutions set out below are proposed to be passed by the Members of the Company through Postal Ballot by Remote E-voting process (“E-voting”).

The Board of Directors of the Company (“Board”) at its meeting held on 31 October 2022, appointed Mr. K. G. Saraf, Proprietor of M/s. Saraf and Associates, Company Secretaries (COP No. 642), as the Scrutinizer for conducting the Postal Ballot through E-voting in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, Members can vote only through E-voting. Hence, physical copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members. Accordingly, the Company is pleased to offer E-voting facility to the Members to cast their votes electronically and instructions regarding the same are provided in the Notes to this postal ballot notice (“Postal Ballot Notice” or “Notice”). Members may note that the **E-voting commences on Saturday, 5 November 2022 from 9:00 a.m. IST and ends on Sunday, 4 December 2022 at 5:00 p.m. IST.** Members are therefore requested to cast their vote **not later than 5:00 p.m. IST on Sunday, 4 December 2022** to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail address. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to the Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the E-voting. The results shall be declared at the registered office of the Company on or before Tuesday, 6 December 2022 and communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) (together the “Stock Exchanges”), National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”), and will also be displayed on the website of the Company at https://www.castrol.com/en_in/india/home.html and CDSL at www.evotingindia.com.

SPECIAL BUSINESS:

1. To alter the Objects clause of Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, the object clause of the Memorandum of Association of the Company, be and is hereby altered as follows:

- I. Present Clause No.: 1 of III A of the Main Object Clause of the Memorandum of Association of the Company be and is hereby deleted and the following new clauses 1.1 to 1.5 be inserted in its place;

- 1.1 To manufacture, buy, sell, improve process, acquire, develop, distribute, deal, purchase, sell, import, export, formulate, license, process, assemble, apply, blend, refine, transport, market, supply, or otherwise deal in the business of lubricating products, coolants, hydrocarbons, fluids, liquid and industrial gases & alcohol including automotive and industrial lubricants, greases, solvents, petroleum products, shock absorber oils, brake fluids, diesel emission fluids, automobile aftermarket care products such as engine shampoos, surface cleaners, surface shiners, and by-products, other auxiliary & related research and development activities for the purpose.
- 1.2 To carry on the business in India including collaboration or entering into any joint venture in respect of products and services across the Electric Vehicles (EV) value-chain.
- 1.3 To carry on in India or elsewhere the business of buying, selling, marketing, supplying, importing, exporting, trading, storing, distributing, transporting or otherwise dealing in all other related products and / or services in relation to the above objects, and provision of e-mobility / advanced mobility services and to act as selling agents, commission agents, sales organizers, distributors, stockists, del-credre agents, C&F agents, wholesalers and retailers for the aforesaid products and to provide other related and / or ancillary services, facilities, assets or infrastructure, including but not limited to value added services of garages / workshops, fleet management services, service stations, and to provide digital services of all types in the field of logistics, delivery, payments, transportation, maintenance, loyalty & incentives programs for the purpose of carrying out the above objects of the Company.
- 1.4 To carry out activities that support the environmental, sustainability and social initiatives or programs of the Company and customers of the Company across their value chain.
- 1.5 To carry out activities within India or elsewhere to help enterprises address their environmental and sustainability needs by providing them with solutions of all kinds including but not limited to providing products, tools, resources, technology, solutions, infrastructure, equipment, services of all kinds like training and awareness, analysis, research and development, risk assessment, resources planning, resource optimization, process redesigning, automation, developing capabilities, generating/offering carbon offsets, and for that purpose to collaborate with service providers and enablers.

II. Deletion of Clause III C 46 to C 55 – Other Objects.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To alter Articles of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and Rules made thereunder, consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company as per the proposed draft which is available for inspection by Members of the Company and also placed on the website of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

On behalf of the Board of Directors

Hemangi Ghag
Company Secretary & Compliance Officer
Membership no.: FCS 9329

Place : Mumbai

Date : 31 October 2022

Registered Office:

Technopolis Knowledge Park,
Mahakali Caves Road,
Andheri (East), Mumbai – 400 093

NOTES:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Act and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
2. The Postal Ballot Notice is being sent only by electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Tuesday, 1 November 2022 “Cut-off Date”** and whose e-mail addresses are registered with the Company/Depositories.
3. Postal Ballot Notice will also be available on the Company’s website https://www.castrol.com/en_in/india/home/investors/general-meeting.html, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
4. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the E-voting service facility arranged by CDSL. Members can vote only through E-voting and are requested to read the instructions on the same in serial no. 14 under the Notes to this Postal Ballot Notice. Members whose names appear in the Register of Members/List of Beneficial Owners as on Tuesday, 1 November 2022 i.e. Cut-off Date, will be considered for the purpose of E-voting.
5. Non-individual Members (i.e., Institutional / Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Company and the Scrutinizer at castrolpb2022@sarafandassociates.com and investorrelations.india@castrol.com.
6. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot through the E-voting process will be announced by the Chairman or any person authorised by him, on or before Tuesday, 6 December 2022 and will also be displayed on the website of the Company (https://www.castrol.com/en_in/india/home.html), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
7. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified for E-voting, i.e. **Sunday, 4 December 2022**, and as if they have been passed at a general meeting of the Members.
8. Relevant documents referred to in the Postal Ballot Notice shall be made available for inspection electronically by the Members in accordance with the applicable statutory requirements based on the requests received at investorrelations.india@castrol.com mentioning their name, Folio No./ DP ID and Client ID, until the last date for receipt of votes through E-voting.
9. Members, whose email address is not registered with the Company /RTA or with their respective Depository Participant(s) are requested to register their e-mail address in the following manner:
 - Members holding shares in physical form can register their e-mail id with the RTA by clicking the link https://linkintime.co.in/emailreg/email_register.html. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in.
 - Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
10. The Securities and Exchange Board of India (“SEBI”) has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1 January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1 April 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at https://www.castrol.com/en_in/india/home/investors/information-for-shareholders.html.
11. In order to increase the efficiency of the voting process and in terms with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, Demat account holders are being provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting service providers, thereby facilitating seamless authentication and convenience of participating in the E-voting process.

12. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the Cut-off Date. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of demat shareholding) maintained by the depositories as on the Cut-off Date, only shall be entitled to avail the facility of E-voting. A person who is not a Member as on the Cut-off Date should treat the Postal Ballot Notice for information purposes only.
13. The E-voting period commences on **Saturday, 5 November 2022** from **9:00 a.m. IST** and ends on **Sunday, 4 December 2022** at **5:00 p.m. IST**. The E-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
14. The procedure for E-voting is as under:

A. The detailed process and manner for E-voting for Individual shareholders holding securities in Demat mode are explained herein below:

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting their vote during the E-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all E-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the E-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from an E-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin the system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of all E-voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-voting services. Click on "Access to E-voting" under E-voting services and you will be able to see E-voting page. Click on company name or E-voting service provider name and you will be re-directed to E-voting service provider website for casting your vote during the E-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the E-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or E-voting service provider name and you will be redirected to E-voting service provider website for casting your vote during the E-voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. After Successful login, you will be able to see E-voting option. Once you click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or E-voting service provider name and you will be redirected to E-voting service provider website for casting your vote during the E-voting period or joining virtual meeting and voting during the E-voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. Login method for E-voting for physical shareholders and shareholders other than individual holding in demat form:

- i. Shareholders should log on to the E-voting website www.evotingindia.com.
- ii. Click on "Shareholders" module.
- iii. Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits ClientID
 - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and click on "Login".
- v. If you are holding shares in dematerialised form and had logged on to www.evotingindia.com and voted on an earlier E-voting of any company, then your existing password is to be used.
- vi. If you are a first time users follow the steps given below:

	For Shareholders holding shares in Dematerialised Form (other than individual Shareholders) or Physical Form
PAN	Enter your 10 digital alpha-numeric *PAN issued by the Income Tax Department Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth ("DOB")	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix. For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for CASTROL INDIA LIMITED.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to a resolution and option NO implies that you dissent to a Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if they wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.

15. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for E-voting for the resolutions proposed in this Notice

- i. For shareholders holding shares in physical form - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at investorrelations.india@castrol.com or rnt.helpdesk@linkintime.co.in respectively.
- ii. For shareholders holding shares in dematerialised form - please update your e-mail id and mobile no. with your respective Depository Participant (DP).
- iii. For individual shareholders holding shares in dematerialised form - please update your e-mail id and mobile no. with your respective Depository Participant (DP) which is mandatory while E-voting.

Instructions for Non-Individual Shareholders and Custodians

- 16. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 17. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 18. After receiving the login details a "Compliance User" should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- 19. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 20. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 21. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- 22. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., to the Scrutinizer and to the Company at the email address viz castrolpb2022@sarafandassociates.com and investorrelations.india@castrol.com respectively if they have voted from individual tab and not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.

Other Instructions

- 23. Members who need assistance or have any queries or issues regarding E-voting, you can write an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800225533.
- 24. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800225533.
- 25. Communication of assent or dissent of the Members will take place only through the E-voting system.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1 – Alteration of Memorandum of Association of the Company.

As a part of its sustainability strategy, the Company aims to advance interventions in its operations, packaging, and distribution and likewise across its entire value chain, with a focus on saving waste, reducing carbon, and improving people's lives. Further, the Company intends to explore new business opportunities as a part of its future-ready growth strategy to cater to the evolving trends in the automotive sector such as electric mobility, service, maintenance & repair, etc. and further to help other businesses address their environmental and sustainability needs. In view of this, it is proposed to widen the scope of the existing object clause of the Memorandum of Association of the Company to facilitate carrying on of such new initiatives in furtherance of the sustainability and business strategy of the Company.

Accordingly, the Board of Directors ("Board") have proposed to alter Clause III-A of the Objects clause of the Memorandum of Association of the Company as set out in the resolution at Item No. 1. The aforesaid alteration, if approved by the Members, shall be registered by the Registrar of Companies, Maharashtra, Mumbai ('ROC'), as per the provisions of the Act with such modifications as may be advised by the ROC.

Further, the Board has proposed to delete the Other Objects Clause C 46 to C 55 of the Memorandum of Association of the Company in order to align the Memorandum of Association with the provisions of the Companies Act, 2013.

A copy of the altered Memorandum of Association with the proposed changes is available on the website of the Company at https://www.castrol.com/en_in/india/home/investors/general-meeting.html under the tab Postal Ballot --- 2022 and shall also be available for inspection upto and including the last date of voting through Postal Ballot based on the requests received by the Company at investorrelations.india@castrol.com.

None of the Directors or the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the **Special Resolution** as set out at Item No. 1 of the Notice for approval by the Members.

Item No. 2 – Alteration of Articles of Association of the Company.

With the introduction of the Companies Act, 2013, the Members adopted the new set of Articles of Association in the Annual General Meeting held on 5 May 2016. In order to align the Articles with the provisions of Section 152 of the Companies Act, 2013 with respect to retirement by rotation of Directors and to carry out other pertinent miscellaneous changes and further to make the Articles consistent with the amendments to the Companies Act, 2013 and other applicable laws in force, the Board of Directors at its meeting held on 31 October 2022 approved and proposed to the Members alteration of the Articles of Association of the Company.

A copy of the altered Articles of Association highlighting the proposed changes is available on the website of the Company at https://www.castrol.com/en_in/india/home/investors/general-meeting.html under the tab Postal Ballot --- 2022 and shall also be available for inspection upto and including the last date of voting through Postal Ballot based on the requests received by the Company at investorrelations.india@castrol.com.

None of the Directors or the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the **Special Resolution** as set out at Item No. 2 of the Notice for approval by the Members.

On behalf of the Board of Directors

Hemangi Ghag
Company Secretary & Compliance Officer
Membership no.: FCS 9329

Place : Mumbai

Date : 31 October 2022

Registered Office:

Technopolis Knowledge Park,
Mahakali Caves Road,
Andheri (East), Mumbai – 400 093