

**Castrol India Limited**

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

Tel: (022) 6698 4100  
Fax: (022) 66984101  
<https://www.castrol.com/en/in/india.html>  
Customer Service Toll Free No. : 1800 222 100 / 1800 209 8100



16 July 2020

To,  
**The BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400001.**

**National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East, Mumbai 400051**

**Scrip Code: 500870**

**Scrip Symbol: CASTROLIND**

Dear Sir/Madam,

**Subject: Proceedings and Voting Results of the 42<sup>nd</sup> Annual General Meeting of the Company held on 15 July 2020- Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

This is to inform you that the 42<sup>nd</sup> Annual General Meeting (AGM) of Castrol India Limited was held on Wednesday, 15 July 2020 at 3:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and concluded at 4.36 p.m.

We are enclosing the following information by way of Annexures in connection with the proceedings and voting results of the aforesaid AGM, pursuant to Regulation 30 and Regulation 44(3) of the Listing Regulations and Rule 20 of The Companies (Management and Administration) Rules, 2014 :

1. Proceedings of the AGM of the Company pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Annexure A)
2. Details regarding the Voting Results of the business transacted at the AGM of the Company in the format prescribed pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) (Annexure B)
3. Report dated 16 July 2020, from the Scrutinizer (Annexure C).

You are requested to take the above information on your record.

Thanking you,

**For Castrol India Limited**

**Dhar,  
Chandana**

Digitally signed by  
Dhar, Chandana  
Date: 2020.07.16  
14:17:05 +05'30'



**Chandana Dhar  
Company Secretary and Compliance Officer**

Encl.As above

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**Proceedings of Forty Second (42<sup>nd</sup>) Annual General Meeting of  
 Castrol India Limited held on 15 July 2020, being submitted on 16 July 2020**

The 42<sup>nd</sup> Annual General Meeting (“AGM” or “Meeting”) of Castrol India Limited (“Company”) was held on Wednesday, 15 July 2020 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). The Meeting commenced at 3.00 p.m. (IST) and concluded at 4:36 p.m. (IST).

The Meeting was attended by all Directors (except the Chief Financial Officer and the Wholetime Director and one nominee director could not join the Meeting, due to unavoidable circumstances), Company Secretary and representatives of the Statutory Auditors and the Secretarial Auditors.

The requisite quorum being present, the Chairman commenced the Meeting at 3.00 p.m. Mr. R. Gopalakrishnan, the Chairman of the Company, chaired the proceeding of the Meeting and stated that since the Meeting is being conducted virtually where members can join in person, the proxy facility is not necessitated and accordingly has not been provided. On Chairman’s proposal, the Directors elected Mr. Uday Khanna as Alternate Chairman to maintain the continuity of the Meeting in the unlikely event of technology connectivity being lost for the Chairman.

The Notice convening the AGM was taken as read. The Chairman stated that the reports from the Statutory Auditor and the Secretarial Auditor did not contain any qualification, reservation or adverse remark and were therefore, taken as read with permission of the members present. He then requested the Directors present, to introduce themselves.

The Chairman informed that the Company has appointed Mr. K.G. Saraf, Proprietor of M/s. Saraf & Associates, Practising Company Secretaries, as Scrutinizer for the remote e-voting and the e-voting at the Meeting.

The Company Secretary of the Company then provided general instructions to the members present regarding participation and voting at the Meeting. It was also stated that Company had provided its members facility to exercise their right to vote on resolutions proposed to be considered at the 42<sup>nd</sup> AGM, by electronic means (remote e-voting). The remote e-voting period began on 11 July 2020 at 9.00 am (IST) and ended on 14 July 2020 at 5.00 p.m. (IST). During this period, Members of the Company, who held shares either in physical form or in dematerialized form, as on the cut-off date being 3 July 2020, were eligible to vote by electronic means or at the AGM. Further, members present at the Meeting could cast their votes by means of electronic voting (e-voting) that was made available during and for 15 minutes after the conclusion of the Meeting, in respect of all the resolutions. Members who had already cast their votes through remote e-voting system were requested to abstain from the e-voting process at the Meeting as the votes cast through remote e-voting prevail and further e-voting at the Meeting is treated invalid.





Mr. R. Gopalakrishnan, the Chairman of the Company then addressed the Meeting and also briefed the Members on the operational and financial performance of the Company for the financial year ended 31 December 2019.

Thereafter, members who had registered themselves as speakers were requested to ask questions and /or express their views, which were later responded to / addressed by Mr. Sandeep Sangwan, Managing Director.

After answering the pertinent and material questions raised by speaker shareholders, the following items of business as set out in the Notice were put for the Members' approval by way of e-voting:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31 December 2019 and the reports of the Board of Directors and the statutory auditors thereon.
2. To appoint a Director in place of Ms. Rashmi Joshi (DIN 06641898), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and ratify the remuneration payable to M/s. Kishore Bhatia & Associates, cost accountants for the financial year ending 31 December 2020.
4. To consider the re-appointment of Mr. Omer Dormen (DIN 07282001) as the Managing Director of the Company for a period from 12 October 2019 to 31 December 2019.
5. To consider the re-appointment of Mr. Jayanta Chatterjee (DIN 06986918) as a Wholetime Director of the Company for a period of five years effective 30 October 2019.
6. To consider the re-appointment of Mr. R. Gopalakrishnan (DIN 00027858) as an Independent Director of the Company for a term of 5 (five) years effective 1 October 2019.
7. To consider the re-appointment of Mr. Uday Khanna (DIN 00079129) as an Independent Director of the Company for a term of 5 (five) years effective 1 October 2019.
8. To consider the re-appointment of Mr. Rakesh Makhija (DIN 00117692) as an Independent Director of the Company for a period of 5 (five) years effective 1 October 2019.
9. To consider appointment of Mr. Sandeep Sangwan (DIN 08617717) as Director of the Company.
10. To appoint Mr. Sandeep Sangwan (DIN 08617717) as the Managing Director of the Company for the period of 5 (five) years effective from 1 January 2020.
11. To approve remuneration (other than sitting fees) payable to non-executive directors of the Company.



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The members were informed that the consolidated result of remote e-voting and e-voting conducted at the AGM would be declared within 48 hours of the conclusion of the AGM and will be shared with the Stock Exchanges and uploaded on the websites of the Company and CDSL.

Mr. R. Gopalakrishnan then concluded the meeting and informed the members that the e-voting facility will be available for 15 minutes after the closure of the meeting. He thanked the Directors and Members for participating in the Meeting and wished everyone good health and safety in days to come.

**For Castrol India Limited**

**Dhar,  
Chandana**

Digitally signed by  
Dhar, Chandana  
Date: 2020.07.16  
14:20:22 +05'30'



**Chandana Dhar  
Company Secretary & Compliance Officer**



Name of the Company		Castrol India Limited						
Date of the AGM/EGM		7/15/2020						
Total number of shareholders on record date		214772						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		NA						
Public:		NA						
No. of Shareholders attended the meeting through Promoters and Promoter Group:		3						
Public:		72						
Resolution Required : (Ordinary)		1 - To receive, consider and adopt the audited financial statements for the financial year ended 31 December 2019 and the reports of the Board of Directors and the statutory auditor thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		504452416	$[3]=\frac{[2]}{[1]}*100$	504452416	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	504452416						
	<b>Total</b>			<b>100.0000</b>	<b>504452416</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		259404435	87.0549	259404435	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	297978131						
	<b>Total</b>			<b>87.0549</b>	<b>259404435</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		5216928	2.7944	5210546	6382	99.8777	0.1223
	Poll*		8491	0.0045	8491	0	100.0000	0.0000
	Postal Ballot	186691837						
	<b>Total</b>		<b>5225419</b>	<b>2.7990</b>	<b>5219037</b>	<b>6382</b>	<b>99.8779</b>	<b>0.1221</b>
<b>Total</b>		<b>989122384</b>	<b>769082270</b>	<b>77.7540</b>	<b>769075888</b>	<b>6382</b>	<b>99.9992</b>	<b>0.0008</b>

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



## Castrol India Limited

Resolution Required : (Ordinary)		2 - To appoint a director in place of Ms. Rashmi Joshi (DIN 06641898), who retires by rotation and being eligible, offers herself for re-appointment									
Whether promoter/ promoter group are Interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100			
Promoter and Promoter Group	E-Voting		504452416	100.0000	504452416	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	504452416	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>504452416</b>	<b>100.0000</b>	<b>504452416</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		259467627	87.0761	251107676	8359951	96.7780	3.2220			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	297978131	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>259467627</b>	<b>87.0761</b>	<b>251107676</b>	<b>8359951</b>	<b>96.7780</b>	<b>3.2220</b>			
Public Non Institutions	E-Voting		5216927	2.7944	5186390	30537	99.4147	0.5853			
	Poll*		6991	0.0037	6991	0	100.0000	0.0000			
	Postal Ballot	186691837	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5223918</b>	<b>2.7982</b>	<b>5193381</b>	<b>30537</b>	<b>99.4154</b>	<b>0.5846</b>			
<b>Total</b>		<b>989122384</b>	<b>769143961</b>	<b>77.7602</b>	<b>760753473</b>	<b>8390488</b>	<b>98.9091</b>	<b>1.0909</b>			

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



## Castrol India Limited

**3 - To consider and ratify the remuneration payable to M/s. Kishore Bhatia & Associates, cost accountants for the financial year ending 31 December 2020.**

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are Interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100			
Promoter and Promoter Group	E-Voting		504452416	100.0000	504452416	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	504452416	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>504452416</b>	<b>100.0000</b>	<b>504452416</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		259467627	87.0761	259467627	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	297978131	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>259467627</b>	<b>87.0761</b>	<b>259467627</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Non Institutions	E-Voting		5216917	2.7944	5198650	18267	99.6499	0.3501			
	Poll*		6991	0.0037	6591	400	94.2784	5.7216			
	Postal Ballot	186691837	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5223908</b>	<b>2.7981</b>	<b>5205241</b>	<b>18667</b>	<b>99.6427</b>	<b>0.3573</b>			
<b>Total</b>		<b>989122384</b>	<b>769143951</b>	<b>77.7602</b>	<b>769125284</b>	<b>18667</b>	<b>99.9976</b>	<b>0.0024</b>			

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



## Castrol India Limited

4 - To consider the re-appointment of Mr. Omer Dormen (DIN: 07282001) as the Managing Director of the Company for a period from 12 October 2019 to 31 December 2019

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are Interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100			
Promoter and Promoter Group	E-Voting		504452416	100.0000	504452416	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	504452416	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>504452416</b>	<b>100.0000</b>	<b>504452416</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		259467627	87.0761	259467627	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	297978131	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>259467627</b>	<b>87.0761</b>	<b>259467627</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Non Institutions	E-Voting		5216817	2.7943	5166419	50398	99.0339	0.9661			
	Poll*		6991	0.0037	6991	0	100.0000	0.0000			
	Postal Ballot	186691837	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5223808</b>	<b>2.7981</b>	<b>5173410</b>	<b>50398</b>	<b>99.0352</b>	<b>0.9648</b>			
<b>Total</b>		<b>989122384</b>	<b>769143851</b>	<b>77.7602</b>	<b>769093453</b>	<b>50398</b>	<b>99.9934</b>	<b>0.0066</b>			

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



## Castrol India Limited

5 - To consider the re-appointment of Mr. Jayanta Chatterjee (DIN: 06986918) as a Wholetime Director of the Company for a period of five years effective 30 October 2019.

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100			
Promoter and Promoter Group	E-Voting		504452416	100.0000	504452416	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	504452416	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>504452416</b>	<b>100.0000</b>	<b>504452416</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		237599257	79.7371	181629583	55969674	76.4437	23.5563			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	297978131	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>237599257</b>	<b>79.7371</b>	<b>181629583</b>	<b>55969674</b>	<b>76.4437</b>	<b>23.5563</b>			
Public Non Institutions	E-Voting		5216927	2.7944	5186664	30263	99.4199	0.5801			
	Poll*		6991	0.0037	6991	0	100.0000	0.0000			
	Postal Ballot	186691837	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5223918</b>	<b>2.7982</b>	<b>5193655</b>	<b>30263</b>	<b>99.4207</b>	<b>0.5793</b>			
<b>Total</b>		<b>989122384</b>	<b>747275591</b>	<b>75.5494</b>	<b>691275654</b>	<b>55999937</b>	<b>92.5061</b>	<b>7.4939</b>			

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM





## Castrol India Limited

6 - To consider the re-appointment of Mr. R. Gopalakrishnan (DIN: 00027858) as an Independent Director of the Company for a term of 5 (five) years effective 1 October 2019.

Resolution Required : (Special)		NO									
Whether promoter/ promoter group are Interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100			
Promoter and Promoter Group	E-Voting		504452416	100.0000	504452416	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	504452416	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>504452416</b>	<b>100.0000</b>	<b>504452416</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		157431180	52.8331	148162310	9268870	94.1124	5.8876			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	297978131	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>157431180</b>	<b>52.8331</b>	<b>148162310</b>	<b>9268870</b>	<b>94.1124</b>	<b>5.8876</b>			
Public Non Institutions	E-Voting		5216927	2.7944	5186114	30813	99.4094	0.5906			
	Poll*		6991	0.0037	6991	0	100.0000	0.0000			
	Postal Ballot	186691837	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5223918</b>	<b>2.7982</b>	<b>5193105</b>	<b>30813</b>	<b>99.4102</b>	<b>0.5898</b>			
<b>Total</b>		<b>989122384</b>	<b>667107514</b>	<b>67.4444</b>	<b>657807831</b>	<b>9299683</b>	<b>98.6060</b>	<b>1.3940</b>			

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



## Castrol India Limited

7 - To consider the re-appointment of Mr. Uday Khanna (DIN: 00079129) as an Independent Director of the Company for a term of 5 (five) years effective 1 October 2019.

Resolution Required : (Special)		NO									
Whether promoter/ promoter group are Interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$			
Promoter and Promoter Group	E-Voting	504452416	504452416	100.0000	504452416	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	504452416	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>504452416</b>	<b>100.0000</b>	<b>504452416</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting	259467627	259467627	87.0761	255368098	4099529	98.4200	1.5800			
	Poll	0	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	297978131	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>259467627</b>	<b>87.0761</b>	<b>255368098</b>	<b>4099529</b>	<b>98.4200</b>	<b>1.5800</b>			
Public Non Institutions	E-Voting	5207152	5207152	2.7892	5197944	9208	99.8232	0.1768			
	Poll*	186691837	6991	0.0037	6991	0	100.0000	0.0000			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5214143</b>	<b>2.7929</b>	<b>5204935</b>	<b>9208</b>	<b>99.8234</b>	<b>0.1766</b>			
<b>Total</b>		<b>989122384</b>	<b>769134186</b>	<b>77.7593</b>	<b>765025449</b>	<b>4108737</b>	<b>99.4658</b>	<b>0.5342</b>			

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



## Castrol India Limited

8 - To consider the appointment of Mr. Rakesh Makhija (DIN:00117692) as an Independent Director of the Company for a period of 5 (five) years effective 1 October 2019.

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are Interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100			
Promoter and Promoter Group	E-Voting		504452416	100.0000	504452416	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	504452416	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>504452416</b>	<b>100.0000</b>	<b>504452416</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		259467627	87.0761	256576143	2891484	98.8856	1.1144			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	297978131	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>259467627</b>	<b>87.0761</b>	<b>256576143</b>	<b>2891484</b>	<b>98.8856</b>	<b>1.1144</b>			
Public Non Institutions	E-Voting		5216927	2.7944	5207749	9178	99.8241	0.1759			
	Poll*		6991	0.0037	6991	0	100.0000	0.0000			
	Postal Ballot	186691837	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5223918</b>	<b>2.7982</b>	<b>5214740</b>	<b>9178</b>	<b>99.8243</b>	<b>0.1757</b>			
<b>Total</b>		<b>989122384</b>	<b>769143961</b>	<b>77.7602</b>	<b>766243299</b>	<b>2900662</b>	<b>99.6229</b>	<b>0.3771</b>			

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



## Castrol India Limited

**Resolution Required : (Ordinary)** 9 - To consider the appointment of Mr. Sandeep Sangwan (DIN:08617717) as Director of the Company.

Whether promoter/ promoter group are Interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100			
Promoter and Promoter Group	E-Voting		504452416	100.0000	504452416	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	504452416	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>504452416</b>	<b>100.0000</b>	<b>504452416</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		259467627	87.0761	253062541	6405086	97.5315	2.4685			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	297978131	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>259467627</b>	<b>87.0761</b>	<b>253062541</b>	<b>6405086</b>	<b>97.5315</b>	<b>2.4685</b>			
Public Non Institutions	E-Voting		5216927	2.7944	5208514	8413	99.8387	0.1613			
	Poll*		6991	0.0037	6991	0	100.0000	0.0000			
	Postal Ballot	186691837	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>5223918</b>	<b>2.7982</b>	<b>5215505</b>	<b>8413</b>	<b>99.8390</b>	<b>0.1610</b>			
<b>Total</b>		<b>989122384</b>	<b>769143961</b>	<b>77.7602</b>	<b>762730462</b>	<b>6413499</b>	<b>99.1662</b>	<b>0.8338</b>			

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



## Castrol India Limited

10 - To appoint Mr. Sandeep Sangwan (DIN: 08617717) as the Managing Director of the Company for the period of 5 (five) years effective from 1 January 2020.

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are Interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100			
Promoter and Promoter Group	E-Voting		504452416	100.0000	504452416	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	504452416	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>			<b>100.0000</b>	<b>504452416</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
Public Institutions	E-Voting		259467627	87.0761	255954025	3513602	98.6458	1.3542			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	297978131	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>			<b>87.0761</b>	<b>255954025</b>	<b>3513602</b>	<b>98.6458</b>	<b>1.3542</b>			
Public Non Institutions	E-Voting		5216927	2.7944	5208289	8638	99.8344	0.1656			
	Poll*		6991	0.0037	6991	0	100.0000	0.0000			
	Postal Ballot	186691837	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>			<b>2.7982</b>	<b>5215280</b>	<b>8638</b>	<b>99.8346</b>	<b>0.1654</b>			
<b>Total</b>		<b>989122384</b>	<b>769143961</b>	<b>77.7602</b>	<b>765621721</b>	<b>3522240</b>	<b>99.5421</b>	<b>0.4579</b>			

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM





## Castrol India Limited

**Resolution Required : (Ordinary)** 11 - To approve remuneration (other than sitting fees) payable to non-executive directors of the Company.

**Whether promoter/ promoter group are Interested in the agenda/resolution?**

NO

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting		504452416	100.0000	504452416	0	100.0000	0.0000
	Poll	504452416	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>504452416</b>	<b>100.0000</b>	<b>504452416</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		259467627	87.0761	258937534	530093	99.7957	0.2043
	Poll	297978131	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>259467627</b>	<b>87.0761</b>	<b>258937534</b>	<b>530093</b>	<b>99.7957</b>	<b>0.2043</b>
Public Non Institutions	E-Voting		5216927	2.7944	5187525	29402	99.4364	0.5636
	Poll*	186691837	6991	0.0037	6991	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5223918</b>	<b>2.7982</b>	<b>5194516</b>	<b>29402</b>	<b>99.4372</b>	<b>0.5628</b>
<b>Total</b>		<b>989122384</b>	<b>769143961</b>	<b>77.7602</b>	<b>768584466</b>	<b>559495</b>	<b>99.9273</b>	<b>0.0727</b>

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

**Dhar,**  
Digitally signed  
by Dhar,  
Chandana  
Date: 2020.07.16  
14:25:16 +05'30'



Combined Report of Scrutinizer on  
Remote E-Voting and  
Electronic Voting by Members  
During the 42<sup>nd</sup> Annual General Meeting of  
**Castrol India Limited**

(L23200MH1979PLC021359)

Held on Wednesday, 15 July 2020 at 3.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

Scrutinizer:  
**K.G.Saraf**  
**Saraf and Associates**  
(Company Secretaries)  
423 Hind Rajasthan Building,  
95 Dadasaheb Phalke Road,  
Dadar East, Mumbai 400022  
Ph –022-24130371/24153887  
Mob – 9820320072/ 9773393877  
E-mail– [kamalax\\_saraf@hotmail.com](mailto:kamalax_saraf@hotmail.com)  
[kgsaraf@sarafandassociates.com](mailto:kgsaraf@sarafandassociates.com)  
Website – [www.sarafandassociates.com](http://www.sarafandassociates.com)

# SARAF & ASSOCIATES

## COMPANY SECRETARIES

www.sarafandassociates.com

423, Hind Rajasthan Building, 95, Dadasaheb Phalke Road, Dadar (C.Rly.), Mumbai - 400 014.

☎ (022) 2413 0371 / 2415 3887 📞 +91 98203 20072 ✉ kamalax\_saraf@hotmail.com

16.07.2020

To,  
The Chairman.  
Castrol India Limited.  
Technopolis Knowledge Park,  
Mahakali Caves Road,  
Andheri (East),  
Maharashtra,  
Mumbai 400093.

**Ref :** 42<sup>nd</sup> Annual General Meeting of the members of **CASTROL INDIA LIMITED** held on Wednesday, 15 July 2020 at 3.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

Dear Sir,

I, **K.G.Saraf, Practicing Company Secretary, Proprietor of Saraf and Associates Company Secretaries, Mumbai**, was appointed as the Scrutinizer by the Board of Directors of **CASTROL INDIA LIMITED** for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) on the Resolutions contained in the Notice of the 42<sup>nd</sup> AGM of the members of the Company held on Wednesday, 15 July 2020 at 3.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) during the AGM by the shareholders on the resolutions proposed in the Notice of the 42<sup>nd</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) during the AGM are conducted in a fair and transparent manner and to issue a consolidated Scrutinizer’s Report of the total votes cast in favour or against if any on the resolutions, to the Chairman of the Company.

The Notice dated 17<sup>th</sup> June, 2020 as confirmed by the Company was sent in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to the shareholders whose email addresses are registered with the Company / Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and SEBI Circular dated May 12, 2020.

#### Remote E-voting and Electronic voting during the AGM

- Thee-voting facility both fore-voting prior to the AGM (remote e-voting) and Electronic voting during the AGM (e-voting) was provided by Central Depository Services (India) Limited (CDSL)
- The Shareholders of the Company holding shares as on the "cutoff" date **3<sup>rd</sup> July 2020** were entitled to vote on the proposed resolutions as set out at Item No's. 1 to 11 in the Notice of the AGM of Castrol India Limited.
- The voting period for remote E-voting remained open from **9.00 a.m. (IST) on 11 July 2020 to 5.00 p.m. (IST) on 14 July 2020** and the Central Depository Services (India) Limited (CDSL) Remote e-voting platform was blocked thereafter.
- The Company had also provided Electronic voting facility to the shareholders attending the AGM through VC / OAVM and who had not cast their vote earlier.
- After the closure of Electronic voting at the AGM, the report on voting done during the AGM and the Votes cast under remote e-voting facility prior to the AGM were both unblocked in the presence of two witnesses, who are not in the employment of the company and downloaded from the E-voting website of Central Depository Services (India) Limited (CDSL).
- Based on data downloaded from the E-voting website of Central Depository Services (India) Limited (CDSL) pertaining to the Electronic voting done during the AGM and the Votes cast under remote e-voting facility prior to the AGM, I now submit a combined Scrutinizers report **as under:**

**Item No 1. To receive, consider and adopt the audited financial statements for the financial year ended 31 December 2019 and the reports of the Board of Directors and the statutory auditor thereon. (Ordinary Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	392	769,262,926
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A)</b>	<b>391</b>	<b>769,073,779</b>

**E-Voting during the AGM**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	17	8,491
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>17</b>	<b>8,491</b>

**Remote E-Voting and E-Voting during the AGM (Combined)**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	409	769,271,417
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A+B)</b>	<b>408</b>	<b>769,082,270</b>

**1. Voted in Favour of the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	379	769,067,397	99.9992
E-Voting during the AGM	17	8,491	100
<b>Combined</b>	<b>396</b>	<b>769,075,888</b>	<b>99.9992</b>

**2. Voted in Against the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	12	6,382	0.0008
E-Voting during the AGM	-	-	0.0000
<b>Combined</b>	<b>12</b>	<b>6,382</b>	<b>0.0008</b>

**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
<b>Total (I)</b>	<b>1</b>	<b>189,147</b>

**E-Voting at the AGM**

Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>1</b>	<b>189,147</b>



**Item No 2. To appoint a director in place of Ms. Rashmi Joshi (DIN 06641898), who retires by rotation and being eligible, offers herself for re-appointment.  
(Ordinary Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	392	769,326,117
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A)</b>	<b>391</b>	<b>769,136,970</b>

**E-Voting during the AGM**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	16	6,991
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>16</b>	<b>6,991</b>

**Remote E-Voting and E-Voting during the AGM (Combined)**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	408	769,333,108
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A+B)</b>	<b>407</b>	<b>769,143,961</b>

**1. Voted in Favour of the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	358	760,746,482	98.9091
E-Voting during the AGM	16	6,991	100
<b>Combined</b>	<b>374</b>	<b>760,753,473</b>	<b>98.9091</b>

**2. Voted in Against the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	33	8,390,488	1.0909
E-Voting during the AGM	-	-	0.0000
<b>Combined</b>	<b>33</b>	<b>8,390,488</b>	<b>1.0909</b>

**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
<b>Total (I)</b>	<b>1</b>	<b>189,147</b>

**E-Voting at the AGM**

Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>1</b>	<b>189,147</b>

**Item No 3. To consider and ratify the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants for the financial year ending 31 December 2020.  
(Ordinary Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	391	769,326,107
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A)</b>	<b>390</b>	<b>769,136,960</b>

**E-Voting during the AGM**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	16	6,991
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>16</b>	<b>6,991</b>

**Remote E-Voting and E-Voting during the AGM (Combined)**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	407	769,333,098
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A+B)</b>	<b>406</b>	<b>769,143,951</b>

**1. Voted in Favour of the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	375	769,118,693	99.9976
E-Voting during the AGM	15	6,591	94
<b>Combined</b>	<b>390</b>	<b>769,125,284</b>	<b>99.9976</b>

**2. Voted in Against the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	15	18,267	0.0024
E-Voting during the AGM	1	400	5.7216
<b>Combined</b>	<b>16</b>	<b>18,667</b>	<b>0.0024</b>

**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
<b>Total (I)</b>	<b>1</b>	<b>189,147</b>

**E-Voting at the AGM**

Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>1</b>	<b>189,147</b>

**Item No 4. To consider the re-appointment of Mr. Omer Dormen (DIN: 07282001) as the Managing Director of the Company for a period from 12 October 2019 to 31 December 2019 (Ordinary Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	390	769,326,007
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A)</b>	<b>389</b>	<b>769,136,860</b>

**E-Voting during the AGM**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	16	6,991
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>16</b>	<b>6,991</b>

**Remote E-Voting and E-Voting during the AGM (Combined)**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	406	769,332,998
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A+B)</b>	<b>405</b>	<b>769,143,851</b>

**1. Voted in Favour of the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	362	769,086,462	99.9934
E-Voting during the AGM	16	6,991	100
<b>Combined</b>	<b>378</b>	<b>769,093,453</b>	<b>99.9934</b>

**2. Voted in Against the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	27	50,398	0.0066
E-Voting during the AGM	-	-	0.0000
<b>Combined</b>	<b>27</b>	<b>50,398</b>	<b>0.0066</b>

**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
<b>Total (I)</b>	<b>1</b>	<b>189,147</b>

**E-Voting at the AGM**

Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>1</b>	<b>189,147</b>

**Item No 5. To consider the re-appointment of Mr. Jayanta Chatterjee (DIN: 06986918) as a Wholetime Director of the Company for a period of five years effective 30 October 2019 (Ordinary Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	386	747,457,747
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A)</b>	<b>385</b>	<b>747,268,600</b>

**E-Voting during the AGM**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	16	6,991
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>16</b>	<b>6,991</b>

**Remote E-Voting and E-Voting during the AGM (Combined)**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	402	747,464,738
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A+B)</b>	<b>401</b>	<b>747,275,591</b>

**1. Voted in Favour of the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	289	691,268,663	92.5060
E-Voting during the AGM	16	6,991	100
<b>Combined</b>	<b>305</b>	<b>691,275,654</b>	<b>92.5061</b>

**2. Voted in Against the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	96	55,999,937	7.4940
E-Voting during the AGM	-	-	0.0000
<b>Combined</b>	<b>96</b>	<b>55,999,937</b>	<b>7.4939</b>

**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
<b>Total (I)</b>	<b>1</b>	<b>189,147</b>

**E-Voting at the AGM**

Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>1</b>	<b>189,147</b>

**Item No 6. To consider the re-appointment of Mr. R. Gopalakrishnan (DIN: 00027858) as an Independent Director of the Company for a term of 5 (five) years effective 1 October 2019 (Special Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	382	667,289,670
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A)</b>	<b>381</b>	<b>667,100,523</b>

**E-Voting during the AGM**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	16	6,991
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>16</b>	<b>6,991</b>

**Remote E-Voting and E-Voting during the AGM (Combined)**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	398	667,296,661
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A+B)</b>	<b>397</b>	<b>667,107,514</b>

**1. Voted in Favour of the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	330	657,800,840	98.6060
E-Voting during the AGM	16	6,991	100
<b>Combined</b>	<b>346</b>	<b>657,807,831</b>	<b>98.6060</b>

**2. Voted in Against the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	51	9,299,683	1.3940
E-Voting during the AGM	-	-	0.0000
<b>Combined</b>	<b>51</b>	<b>9,299,683</b>	<b>1.3940</b>

**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
<b>Total (I)</b>	<b>1</b>	<b>189,147</b>

**E-Voting at the AGM**

Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>1</b>	<b>189,147</b>



**Item No 7. To consider the re-appointment of Mr. Uday Khanna (DIN: 00079129) as an Independent Director of the Company for a term of 5 (five) years effective 1 October 2019 (Special Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	391	769,316,342
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A)</b>	<b>390</b>	<b>769,127,195</b>

**E-Voting during the AGM**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	16	6,991
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>16</b>	<b>6,991</b>

**Remote E-Voting and E-Voting during the AGM (Combined)**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	407	769,323,333
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A+B)</b>	<b>406</b>	<b>769,134,186</b>

**1. Voted in Favour of the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	361	765,018,458	99.4658
E-Voting during the AGM	16	6,991	100
<b>Combined</b>	<b>377</b>	<b>765,025,449</b>	<b>99.4658</b>

**2. Voted in Against the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	29	4,108,737	0.5342
E-Voting during the AGM	-	-	0.0000
<b>Combined</b>	<b>29</b>	<b>4,108,737</b>	<b>0.5342</b>

**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
<b>Total (I)</b>	<b>1</b>	<b>189,147</b>

**E-Voting at the AGM**

Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>1</b>	<b>189,147</b>

**Item No 8. To consider the appointment of Mr. Rakesh Makhija (DIN:00117692) as an Independent Director of the Company for a period of 5 (five) years effective 1 October 2019 (Ordinary Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	392	769,326,117
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A)</b>	<b>391</b>	<b>769,136,970</b>

**E-Voting during the AGM**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	16	6,991
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>16</b>	<b>6,991</b>

**Remote E-Voting and E-Voting during the AGM (Combined)**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	408	769,333,108
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A+B)</b>	<b>407</b>	<b>769,143,961</b>

**1. Voted in Favour of the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	367	766,236,308	99.6229
E-Voting during the AGM	16	6,991	100
<b>Combined</b>	<b>383</b>	<b>766,243,299</b>	<b>99.6229</b>

**2. Voted in Against the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	24	2,900,662	0.3771
E-Voting during the AGM	-	-	0.0000
<b>Combined</b>	<b>24</b>	<b>2,900,662</b>	<b>0.3771</b>

**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
<b>Total (I)</b>	<b>1</b>	<b>189,147</b>

**E-Voting at the AGM**

Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>1</b>	<b>189,147</b>

**Item No 9. To consider the appointment of Mr. Sandeep Sangwan (DIN:08617717) as Director of the Company.  
(Ordinary Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	392	769,326,117
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A)</b>	<b>391</b>	<b>769,136,970</b>

**E-Voting during the AGM**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	16	6,991
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>16</b>	<b>6,991</b>

**Remote E-Voting and E-Voting during the AGM (Combined)**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	408	769,333,108
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A+B)</b>	<b>407</b>	<b>769,143,961</b>

**1. Voted in Favour of the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	364	762,723,471	99.1661
E-Voting during the AGM	16	6,991	100
<b>Combined</b>	<b>380</b>	<b>762,730,462</b>	<b>99.1662</b>

**2. Voted in Against the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	27	6,413,499	0.8339
E-Voting during the AGM	-	-	0.0000
<b>Combined</b>	<b>27</b>	<b>6,413,499</b>	<b>0.8338</b>

**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
<b>Total (I)</b>	<b>1</b>	<b>189,147</b>

**E-Voting at the AGM**

Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>1</b>	<b>189,147</b>

**Item No 10. To appoint Mr. Sandeep Sangwan (DIN: 08617717) as the Managing Director of the Company for the period of 5 (five) years effective from 1 January 2020 (Ordinary Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	392	769,326,117
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A)</b>	<b>391</b>	<b>769,136,970</b>

**E-Voting during the AGM**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	16	6,991
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>16</b>	<b>6,991</b>

**Remote E-Voting and E-Voting during the AGM (Combined)**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	408	769,333,108
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A+B)</b>	<b>407</b>	<b>769,143,961</b>

**1. Voted in Favour of the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	365	765,614,730	99.5421
E-Voting during the AGM	16	6,991	100
<b>Combined</b>	<b>381</b>	<b>765,621,721</b>	<b>99.5421</b>

**2. Voted in Against the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	26	3,522,240	0.4579
E-Voting during the AGM	-	-	0.0000
<b>Combined</b>	<b>26</b>	<b>3,522,240</b>	<b>0.4579</b>

**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
<b>Total (I)</b>	<b>1</b>	<b>189,147</b>

**E-Voting at the AGM**

Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>1</b>	<b>189,147</b>

**Item No 11. To approve remuneration (other than sitting fees) payable to non-executive directors of the Company.  
(Ordinary Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	392	769,326,117
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A)</b>	<b>391</b>	<b>769,136,970</b>

**E-Voting during the AGM**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	16	6,991
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>16</b>	<b>6,991</b>

**Remote E-Voting and E-Voting during the AGM (Combined)**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	408	769,333,108
Less: Total Number of Invalid Votes	1	189,147
<b>Total Number of Valid Votes (A+B)</b>	<b>407</b>	<b>769,143,961</b>

**1. Voted in Favour of the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	354	768,577,475	99.9273
E-Voting during the AGM	16	6,991	100
<b>Combined</b>	<b>370</b>	<b>768,584,466</b>	<b>99.9273</b>

**2. Voted in Against the resolution:**

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	37	559,495	0.0727
E-Voting during the AGM	-	-	0.0000
<b>Combined</b>	<b>37</b>	<b>559,495</b>	<b>0.0727</b>

**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
<b>Total (I)</b>	<b>1</b>	<b>189,147</b>

**E-Voting at the AGM**

Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>1</b>	<b>189,147</b>



- Votes cast by Corporate/Institutional Members who have not emailed the scanned certified true copy of Board Resolution/Power of Attorney/Authority letter etc on the email ID castrolagm2019@sarafandassociates.com, investorrelations.india@castrol.com or who have not uploaded same in the CDSL e-voting system have been considered Invalid.
- All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 42<sup>nd</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping
- You may accordingly declare the result of voting.

Thanking you,  
Yours faithfully,  
For Saraf and Associates  
(Company Secretaries)

**KAMALAX  
GANAPAYYA  
SARAF**

Digitally signed by KAMALAX GANAPAYYA SARAF  
DN: c=IN, o=Personal,  
2.5.4.20=c2318f76e272bdb5413b5135d4be18b00  
9d48d182b57b30d3d68329bb6e851c1  
postalCode=400022, st=MAHARASHTRA  
serialNumber=#79055b2251202c41585dcf82a22  
95f57a6a899e7e1e44047881cd514fba3,  
cn=KAMALAX GANAPAYYA SARAF  
Date: 2020.07.16 11:01:10 +05'30'

Name of Proprietor : Kamalax. G. Saraf  
Membership No : 1596  
COP No : 642  
Date : 16.07.2020  
Place : Mumbai.  
UDIN : F001596B000459823