



EXTRACT FROM THE RESOLUTION PASSED BY POSTAL BALLOT
ON 24th AUGUST, 2012

Re: Increase in the Authorised Share Capital

"RESOLVED THAT the authorized share capital of the Company be and is hereby increased from Rs. 248,00,00,000 (Rupees two hundred and forty eight crores only) divided into 24,80,00,000 (twenty four crores and eighty lacs) Equity Shares of Rs. 10/- (Rupees ten only) each to Rs. 495,00,00,000 (Rupees four hundred and ninety five crores only) divided into 49,50,00,000 (forty nine crores and fifty lacs only) Equity Shares of Rs.10/- (Rupees ten only) each."

CERTIFIED TRUE COPY
CASTROL INDIA LIMITED

A handwritten signature in black ink, appearing to be "A.H. Mody", written over a horizontal line.

(A.H. MODY)
GENERAL MANAGER – LEGAL & COMPANY SECRETARY



EXTRACT FROM THE RESOLUTION PASSED BY POSTAL BALLOT
ON 24th AUGUST, 2012

Re: Amendment to Memorandum of Association of the Company

RESOLVED THAT Clause V(a) of the Memorandum of Association of the Company be deleted and the following clause be substituted in its place:—

"V(a) The authorized share capital of the Company is Rs. 495,00,00,000 (Rupees four hundred and ninety five crores only) divided into 49,50,00,000 (forty nine crores and fifty lacs only) Equity Shares of Rs.10/- (Rupees ten only) each."

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(A.H. MODY)

GENERAL MANAGER – LEGAL & COMPANY SECRETARY



EXTRACT FROM THE RESOLUTION PASSED BY POSTAL BALLOT
ON 24th AUGUST, 2012

Re: Amendment to the Articles of Association of the Company

RESOLVED THAT the first para of Article 3 beginning with the words "The authorized share capital" and ending with the words "(Rupees ten) each" of the Articles of Association of the Company be deleted and the following para be substituted in its place:—

"3. The authorized share capital of the Company is Rs. 495,00,00,000 (Rupees four hundred and ninety five crores only) divided into 49,50,00,000 (forty nine crores and fifty lacs) Equity Shares of Rs. 10/- (Rupees ten only) each."

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ON 24th AUGUST, 2012

Re: Issue of Bonus Shares

"RESOLVED THAT

- i) pursuant to the applicable provisions of the Companies Act, 1956, Article 168 of the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the Regulations), subject to the necessary approvals and/or sanctions of Reserve Bank of India and such other appropriate/ concerned authorities, as may be necessary and modifications as may be specified whilst granting the said approvals, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers including but not limited to powers conferred by this Resolution) for capitalization of a sum of Rs. 247,28,05,960/- (Rupees two hundred and forty seven crores twenty eight lacs five thousand nine hundred and sixty only) out of the balance standing to the credit of the General Reserves as on 31st December, 2011 and for applying the same in paying up in full at par 24,72,80,596 (twenty four crores seventy two lacs eighty thousand five hundred and ninety six) Equity Shares of Rs. 10/- (Rupees ten only) each in the capital of the Company, such shares to be appropriated as capital and as fully paid Bonus Shares allotted and distributed to and amongst persons who at the close of business on the date so determined by the Directors in consultation with the Stock Exchange (Record Date) are entitled to become the registered holders of the Equity Shares of the Company in the proportion of one new equity share for every one existing Equity Share held on such Record Date by such holders respectively;
- ii) the shares so distributed shall be treated for all purposes as an increase in the amount of capital held by each Member and not as income;
- iii) the said 24,72,80,596 (twenty four crores seventy two lacs eighty thousand five hundred and ninety six) new equity shares to be issued and allotted as fully paid-up Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall subject thereto rank pari passu with existing Equity Shares in all respects save and except that such new equity shares shall carry the right to receive dividend that may be paid/declared on or after the allotment of such Bonus Shares;
- iv) such allotment of Bonus Shares to non-resident shareholders of the Company shall be subject to the approval of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999;




- v) this Resolution will not be operative in the event of the Company being unable to obtain all necessary approvals/consents of the appropriate authorities to enable allotment of Bonus Shares to Castrol Limited, U.K. in the proportion mentioned in (i) above;
- vi) no letter of allotment shall be issued in respect of the Bonus Shares but in the case of Members who hold Equity Shares (or opt to receive the Bonus Shares) in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Share shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps to list the Bonus Shares issued on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby also authorized to give such direction/s, as may be necessary or desirable and to settle any questions or difficulties whatsoever including any question or difficulty in connection with any deceased or insolvent shareholder or a shareholder suffering from any disability or otherwise as it may think fit without required the Board to secure any further consent or approval thereto of the members of the Company.

CERTIFIED TRUE COPY
CASTROL INDIA LIMITED



(A.H. MODY)

GENERAL MANAGER – LEGAL & COMPANY SECRETARY