

MINUTES OF 37<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF  
CASTROL INDIA LIMITED HELD ON THURSDAY, 14<sup>TH</sup> MAY , 2015 AT 3.30 P.M.  
AT BIRLA MATUSHRI SABHAGAR, MARINE LINES, MUMBAI 400 020

**Present:**

Mr. S. M. Datta	Chairman and Independent Director. Also a member of the Company
Mr. R. Gopalakrishnan	Independent Director and Chairman of the Remuneration Committee and CSR Committee
Mr. Uday Khanna	Independent Director and Chairman of Audit Committee. Also a member of the Company
Mr. Ralph Hewins	Nominee Director - Castrol Limited Also authorised representative of Castrol Limited, U.K
Mr. Peter Weidner	Nominee Director - Castrol Limited Also authorised representative of BP Mauritius Limited
Mr. Sashi Mukundan	Nominee Director - Castrol Limited
Mr. Ravi Kirpalani	Managing Director
Ms. Rashmi Joshi	Director- Finance/ Chief Financial Officer
Mr. Jayanta Chatterjee	Director- Supply Chain
Mr. Sandeep Deshmukh	Company Secretary

CA Santosh Maller, representative of M/s. S.R. Batliboi & Co. LLP, the Statutory Auditors of the Company was present by invitation.

200 Members were present in person and 2 members were represented by their authorised representative.

Mr. Baby Thomas, (HSSE Advisor, Castrol India Limited) advised all the persons present in the auditorium about Safety arrangement inside the meeting hall.

Mr. S.M. Datta, Chairman of the Board of Directors took the Chair.

The Chairman announced that the following documents and registers were open for inspection by members-

- i. The Auditor's Report for the Financial year ended 31st December, 2014
- ii. The Proxy Register for valid proxies lodged with the Company
- iii. The Register of Directors' and Key Managerial Personnel and their Shareholding; and
- iv. Register of Contracts or arrangements in which Directors and KMPs are interested

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

At 3.30 pm, the Chairman commenced the proceedings of 37th Annual General Meeting by welcoming the members. The Chairman announced that the requisite quorum is present, the meeting was called to order.

All the Board Members were present and the Chairman introduced the Directors and the Company Secretary to the Members of the Board.

The Chairman then announced receipt of 2 representations under Section 113 of the Companies Act, 2013 from Castrol Limited U.K and B.P. Mauritius Ltd representing 35,12,91,716 (Thirty Five Crores Twelve Lakhs Ninety One Thousand Seven Hundred Sixteen) Equity shares of Rs. 5/- each.

Thereafter, the Chairman took up the formal agenda as per the notice of Annual General Meeting and with the consent of the members, the Notice convening the meeting was taken as read.

The Chairman informed the Members that the Auditor's Report on the Annual Accounts of the Company for the financial year ended 31<sup>st</sup> December, 2014 did not contain any qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company. He stated that in terms of provisions of Section 145 of the Companies Act, 2013, Auditors Report, was not required to be read at the general meeting. Since there were no such qualifications, observations or comments, the Auditors Report was taken as read.

The Chairman stated that pursuant to the provisions of Section 108 of the Companies Act, 2013 and related Rules thereunder, the Company has provided an opportunity to the members to cast their votes by way of e-voting between 10<sup>th</sup> May, 2015 (9.00 a.m.) to 13<sup>th</sup> May, 2015 (5.00 p.m.) in proportion to their shareholding as on the cut-off date 7<sup>th</sup> May, 2015.

He further informed that the members attending the AGM, if haven't cast their votes through e-voting, they can cast their vote at the AGM through ballot papers. The Members can cast their votes in proportion to their shareholding as on cut-off date i.e. 7<sup>th</sup> May, 2015. In case any members who have cast their vote through e-voting can participate at the meeting, but cannot vote again through ballot paper.

The Chairman informed the members that the Company has appointed Mr. B.V.Dholakia, Practising Company Secretary as Scrutinizer for scrutinizing the votes casted via e- voting and for scrutinizing the poll process in a fair and transparent manner.

The Chairman then informed the Members about the revised flow of events at AGM and stated that, he would first move all the resolutions as set out in the Notice of AGM and then, in accordance with the provisions of the Companies Act, 2013 would order for poll on every item of Agenda post which, his speech and the question and answer session would be commenced. The Chairman stated that on conclusion of the question and answer session, the shareholders may cast their vote through ballot paper and that the combined results of e- voting and poll would be displayed on the website of the Company and submitted to the Stock Exchanges.

#### 1. ADOPTION OF ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> DECEMBER, 2014

The Chairman took up Item No. 1 of the agenda on adoption of accounts, etc and the following resolution was proposed for approval as an Ordinary Resolution

"RESOLVED THAT the Audited Balance Sheet as at 31<sup>st</sup> December, 2014 and the Statement of Profit and Loss for the year ended as on that date along with the Reports

  
CHAIRMAN'S INITIALS

of the Board of Directors and Auditors thereon as circulated to the members of the Company be and hereby approved and adopted.”

Mr. Hiranand Kotwani proposed and Mr. P A Vijaykar seconded the resolution

## 2. DECLARATION OF DIVIDEND

The Chairman took up Item No. 2 of the agenda on pertaining to declaration of dividend and the following resolution was proposed for approval as an Ordinary Resolution

“RESOLVED THAT an interim dividend of Rs.3.50 per equity share paid to the Shareholders on 21<sup>st</sup> August, 2014 as per the resolution passed by the Board of Directors at their meeting held on 31<sup>st</sup> July, 2014 be and is hereby noted and confirmed.

RESOLVED FURTHER THAT the final dividend of Rs. 4.00 per equity share for the financial year ended 31<sup>st</sup> December, 2014 as recommended by the Board of Directors at their meeting held on 25<sup>th</sup> February, 2015 be and is hereby declared and approved.”

Mr. P S Mapara proposed and Mr. H V Sanghavi seconded the resolution

## 3. RE-APPOINTMENT OF MR. PETER WEIDNER AS DIRECTOR

The Chairman took up Item No. 3 of the agenda on pertaining to appointment of Mr. Peter Weidner as Director and the following resolution was proposed for approval as an Ordinary Resolution

“RESOLVED THAT Mr. Peter Weidner (DIN 03610389), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director subject to retirement by rotation.”

Mr. Michael Martin proposed and Mr. P A Vijaykar seconded the resolution

## 4. RE-APPOINTMENT OF MR. RAVI KIRPALANI AS DIRECTOR

The Chairman took up Item No. 4 of the agenda on pertaining to appointment of Mr. Ravi Kirpalani as Director and the following resolution was proposed for approval as an Ordinary Resolution

“RESOLVED THAT Mr. Ravi Kirpalani (DIN 02613688), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director subject to retirement by rotation.”

Mr. Rajesh Chainani proposed and Mr. Seshan Krishnamoorthy seconded the resolution

## 5. APPOINTMENT OF AUDITORS AND TO FIX THEIR REMUNERATION

The Chairman took up Item No. 5 of the agenda on pertaining to appointment of M/s. SRBC & Co. LLP, Chartered Accountants, Mumbai as the Statutory Auditors and the following resolution was proposed for approval as an Ordinary Resolution

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. SRBC & Co. LLP (ICAI Firm Registration No. 324982E) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, in place of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E), the retiring Auditors of the Company, on such remuneration as may be decided by the Board of Directors of the Company from time to time.

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution".

Mr. P S Mapara proposed and Mr. P A Vijaykar seconded the resolution

#### 6. PAYMENT OF COMMISSION TO NON EXECUTIVE DIRECTORS OF THE COMPANY

The Chairman took up Item No. 6 of the agenda on pertaining to payment of Commission to Non-Executive Directors of the Company and mentioned that since he is interested in this Item, Mr. Ravi Kirpalani could chair the meeting for the purpose of this Item.

Mr. Ravi Kirpalani occupied the Chair and the following resolution was proposed for approval as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst the directors (other than the managing director or whole-time directors of the Company) or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five financial years commencing from 1st January, 2015, provided that none of the directors aforesaid shall receive individually a sum exceeding Rs. 20,00,000/- (Rupees Twenty lakhs only) in a financial year.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board 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."

Mr. P S Mapara proposed and Mr. H V Sanghavi seconded the resolution

Mr. S.M. Datta occupied the chair again.

#### 7. PAYMENT OF REMUNERATION TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING 2015

The Chairman took up Item No. 7 of the agenda on pertaining to payment of remuneration to Cost Auditors and the following resolution was proposed for approval as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, and as amended from time to time, and such other permissions as may be necessary, the payment of the remuneration of Rs. 3,00,000/- (Rupees Three lacs only) with applicable Service Tax plus reimbursement of out of pocket expenses at actuals to M/s. Kishore Bhatia & Associates, Cost Accountants who were appointed by the Board of Directors of the Company, as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for Financial Year ending 31st December, 2015, be and is hereby ratified and approved."

  
CHAIRMAN'S INITIALS

Mr. Gautam Tiwari proposed and Mr. Dinesh Kotecha seconded the resolution.

The Chairman then gave the speech apprising the members about performance of the Company. The Chairman covered the following aspects in the speech-

1. 2014 presented a challenging business environment due to the twin-effects of a slower GDP growth rate of around 5% and relatively high inflation rate prevailing through most of the year. Adverse forex, higher base oils and additive prices had an adverse impact on the cost of goods to the extent of Rs 190 crores.
2. Despite challenges, the company posted a strong performance. Operating profit was 4% higher than last year, driven by a higher gross profit.
3. The Company continued to maintain a strong focus on safety which helped bring down the number of incidents over the previous year.
5. The Company continued to launch exciting new products and promotions. The company won many awards and recognition for its work and in particular the Brand rankings of the 50 most valuable brands in India ranked Castrol as the 15th most valuable brand in India.
6. The Company's annual report for 2013 received the 'silver shield' in the manufacturing sector category from the Institute of Chartered Accountants of India.

The Chairman also placed on record sincere appreciation of the efforts put in by Company's workers, staff and executives for delivering these strong results in a difficult environment. He Board also appreciated its members, distributors, vendors, customers, bankers, government and other stakeholders for their support.

The Chairman then invited the members (other than those present by proxy) to seek clarification, if any, on financial statements and reports. The following members spoke on various issues and aspects of Annual Accounts for the year and sought clarifications.

Mr. Hiranand Kotwani, Mr. Prakash A Vijayakar, Mr. Rajesh Chainani, Mr. Seshan Krishnamoorthy, Mr. Beruz Framroze, Mr. H V Sanhavi, Mr. P S Mapara, Mr. Michael Martins, Mr. Christopher Rodrigues, Mr. Viraj Kacharia, Mr. Sharadkumar Jivraj Shah, Mr. Dinesh Kotecha, Mr. Gautam Tiwari, Ms. Rohini Parekh, Mr. S.J. Mehta, Mr. Vinay Bhide, Mr. S.A. Khanolkar, Mr. Dinesh Bhatia and Mr. Janak Mathuradas.

**The Members had inter se the following queries/comments:**

1. Appreciated increase of dividend pay-out.
2. Appreciated refund of Rs. 5/- pursuant to Capital Reduction Scheme and suggested to further reduce face value to Re.1.
3. Appreciated the growth in profits despite challenging times on account of slack in automobiles sector.
4. Appreciated the Company for creating best brands and having strong R&D set-up.
5. Appreciated that entire Board is present for the meeting.
6. Suggested to add photograph of Board Members in the Annual Report
7. Suggested to arrange factory visit
8. Suggested to offer company products at the selected outlets
9. Asked about buy-back or bonus plans, if any.
10. Advised to add more information on CSR in the Annual Report.
11. Asked about drop in crude price and impact on the business performance.
12. Asked questions about changing annual report contents and formats.
13. Asked questions about capex plan, if any.
14. Asked if the Company has done any brand valuation.
15. Asked reasons for not having volume growth.
16. Inquired if there are any plans of backward integration by manufacturing base oil

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CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

The Chairman thanked the members for appreciation as well as for criticism and suggestion and stated that members' suggestions and feedback would be evaluated. The Chairman and Managing Director then responded to the queries as follows:

1. There are currently no plans of buy-back or bonus issue.
2. Assured that next year Annual Report will have detailed information on CSR as CSR provisions apply to the Company from FY 2015.
3. Drop in crude price should help in improving margins. However the impact is likely to be felt only from Q1 2015
4. Format of Financial statements is as per the Companies Act and other applicable rules, etc and cannot be changed.
5. There is no major capex planned in near future.
6. The Company has not done any brand valuation and has no plans to do it.
7. There was no growth in volumes particularly because commercial vehicles market remained dampened in the last year.
8. There are no plans to manufacture base oil.

Mr. Ravi Kirpalani also further apprised the about trends in Auto Industry growth and its impact on business, building of high performing brands, introducing speciality products for various segments like scooters, LCVs, impact of Rupee on cost of goods, etc.

After answering all the queries of speakers, the Chairman announced of handing over the Poll process to the Scrutinizers and the Company Secretary and stated that the combined results of e-voting and poll would be announced on Website of the Company and also on the website of the Stock Exchanges.

Total 55 shareholder cast vote by Ballot which was administered by the Scrutinizers.

Mr. Dinesh Bhatia proposed vote of thanks to the Chairman.

The Chairman announced, at about 6.45 pm, that the meeting stands concluded when the last vote was cast.

Consolidated results of e-voting and poll were presented by the Scrutinizers to the Managing Director which declared by the Company on 15<sup>th</sup> May, 2015 at the Registered Office at 6.00 pm and those were published on the website of the Company and shared with the Stock Exchanges. The details of results declaration are enclosed as Annexure 1 to the Minutes.

Place : Mumbai

Date : 09/06/2015

  
CHAIRMAN

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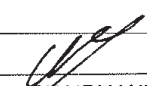
  
(SANDEEP DESHMUKH)  
Company Secretary

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CHAIRMAN'S INITIALS

## Castrol India Limited

## Voting Results

Resolutions		No. of Shares Held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Valid Votes - in favor	No. of Valid Votes - against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Resolution No. 1</b>	<b>Mode of Voting : Electronic</b>							
Ordinary Resolution for Adoption of Annual Accounts and Reports thereon for the financial year ended 31 <sup>st</sup> December, 2014	Total(A)	49,45,61,192	3,30,53,619	6.6834	3,30,51,589	2,030	99.9939	0.0061
	<b>Mode of Voting : Poll</b>							
	Total(B)	49,45,61,192	35,13,59,377	71.0446	35,13,59,377	NIL	100.00	NIL
	Grand Total (A+B)	49,45,61,192	38,44,12,996	77.7280	38,44,10,966	2,030	99.9995	0.0005
<b>Resolution No. 2</b>	<b>Mode of Voting : Electronic</b>							
Ordinary Resolution for Declaration of Dividend	Total(A)	49,45,61,192	3,30,53,313	6.6833	3,30,53,003	310	99.9991	0.0009
	<b>Mode of Voting : Poll</b>							
	Total(B)	49,45,61,192	35,13,59,377	71.0446	35,13,59,377	NIL	100.00	NIL
	Grand Total (A+B)	49,45,61,192	38,44,12,690	77.7280	38,44,12,380	310	99.9999	0.0001
<b>Resolution No. 3</b>	<b>Mode of Voting : Electronic</b>							
Ordinary Resolution for re-appointment of Mr. Peter Weidner as a Director of the Company	Total(A)	49,45,61,192	3,30,53,313	6.6833	3,24,00,583	6,52,730	98.0252	1.9748
	<b>Mode of Voting : Poll</b>							
	Total(B)	49,45,61,192	35,13,59,377	71.0446	35,13,59,377	NIL	100.00	NIL
	Grand Total (A+B)	49,45,61,192	38,44,12,690	77.7280	38,37,59,960	6,52,730	99.8302	0.1698
<b>Resolution No. 4</b>	<b>Mode of Voting : Electronic</b>							
Ordinary Resolution for re-appointment of Mr. Ravi Kirpalani as a Director of the Company	Total(A)	49,45,61,192	3,30,51,439	6.6829	3,26,38,693	4,12,746	98.7512	1.2488
	<b>Mode of Voting : Poll</b>							
	Total(B)	49,45,61,192	35,13,59,377	71.0446	35,13,59,377	NIL	100.00	NIL
	Grand Total (A+B)	49,45,61,192	38,44,10,816	77.7276	38,39,98,070	4,12,746	99.8926	0.1074
<b>Resolution No. 5</b>	<b>Mode of Voting : Electronic</b>							


  
CHAIRMAN'S INITIALS

MINUTE BOOK

PAGE NO. \_\_\_\_\_

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

Ordinary Resolution for appointment of M/s. SRBC & Co. LLP as Statutory Auditors of the Company and fix their remuneration for the financial year ending 31 <sup>st</sup> December, 2015	Total (A)	49,45,61,192	3,30,52,842	6.6832	3,29,28,262	1,24,580	99.6231	0.3769	
	<b>Mode of Voting : Poll</b>								
	Total (B)	49,45,61,192	35,13,59,377	71.0446	35,13,59,377	NIL	100.00	NIL	
	Grand Total (A+B)	49,45,61,192	38,44,12,219	77.7279	38,42,87,639	1,24,580	99.9676	0.0324	
Resolution No. 6	<b>Mode of Voting : Electronic</b>								
Special Resolution for Payment of Commission to Non-Executive Directors of the Company	Total (A)	49,45,61,192	3,30,53,254	6.6833	3,30,24,907	28,347	99.9142	0.0858	
	<b>Mode of Voting : Poll</b>								
	Total (B)	49,45,61,192	35,13,31,493	71.0390	35,13,31,156	337	99.9999	0.0001	
	Grand Total (A+B)	49,45,61,192	38,43,84,747	77.7223	38,43,56,063	28,648	99.9925	0.0075	
Resolution No. 7	<b>Mode of Voting : Electronic</b>								
Ordinary Resolution for Payment of remuneration to the Cost Auditors of the Company for Financial Year ending 31 <sup>st</sup> December, 2015	Total(A)	49,45,61,192	3,30,52,956	6.6832	3,30,44,617	8,339	99.9748	0.0252	
	<b>Mode of Voting : Electronic</b>								
	Total (B)	49,45,61,192	35,13,31,885	71.0391	35,13,31,568	317	99.9999	0.0001	
	Grand Total (A+B)	49,45,61,192	38,43,84,841	77.7224	38,43,76,185	8,656	99.9977	0.0023	

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(SANDEEP DESHMUKH)  
Company Secretary

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