



19 May 2016

**STRICTLY PRIVATE AND
CONFIDENTIAL**

Castrol Limited
Technology Centre
Whitchurch Hill
Pangbourne
Reading
United Kingdom
RG8 7QR

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Sale of 56,874,538 shares of **Castrol India Limited** ('Company') by **Castrol Limited**

Dear Sir,

Pursuant to and in compliance with Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto (the "SEBI Takeover Regulations"), we bring to your attention that on 19 May 2016, the Promoter of the Company, Castrol Limited, has sold 56,874,538 equity shares constituting 11.5 % of the paid-up equity share capital of Castrol India Limited through open market sale, as per the details given in Annexure 1.

Yours faithfully,

Authorised Signatory

Enclosed: Annexure 1

Annexure 1

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Castrol India Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	NA		
3. Whether the acquirer belongs to Promoter/Promoter group	NA		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India, BSE Limited		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC(**)
<u>Before the acquisition/disposal under consideration, holding of:</u>			
(a) Shares carrying voting rights	350,749,820	70.92%	70.92%
(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
(c) Voting rights (VR) otherwise than by shares	-	-	-
(d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
(e) Total (a+b+c+d)	350,749,820	70.92%	70.92%
<u>Details of acquisition/sale</u>			
(a) Shares carrying voting rights acquired/sold	56,874,538	11.5%	11.5%
(b) VRs acquired/sold otherwise than by shares			

(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
(d) Shares encumbered/ invoked/ released by the acquirer	-	-	-
(e) Total (a+b+c+d)	56,874,538	11.5%	11.5%
<u>After the acquisition/sale, holding of:</u>			
(a) Shares carrying voting rights	293,874,538	59.42%	59.42%
(b) Shares encumbered with the acquirer	-	-	-
(c) VRs otherwise than by shares	-	-	-
(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	-	-	-
(e) Total (a+b+c)	293,874,538	59.42%	59.42%
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open market		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	19 May, 2016		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 2472,805,960		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 2,472,805,960		
10. Total diluted share/voting capital of the TC after the said acquisition /sale.	Rs. 2,472,805,960		

(*) Total share capital / voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under Clause 35 of the listing Agreement. – ***The paid-up share capital of the Company is as on 31 March, 2016.***

(**) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the seller

A handwritten signature in blue ink, appearing to be 'P. Hu' followed by a long horizontal stroke.

Authorised Signatory

Place: LONDON

Date: 19/5/2016