

CASTROL INDIA LIMITED - RESULTS OF 38<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY

Date of the AGM	5 <sup>th</sup> May, 2016
Total number of shareholders on record date	100574
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public:	2 171
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	NA



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CASTROL INDIA LIMITED

Adopting Audited Balance Sheet as at 31st December 2015 and the Statement of Profit and Loss for the year ended on that date alongwith the Reports of the Board of Directors and Auditors thereon.

Whether promoter / promoter group are interested in the agenda/ resolution? No  
Resolution No 1

	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding 9 shares		No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled		% of Votes against on votes polled	
				(3)=[(2)/(1)]*100	(4)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)=[(5)/(2)]*100	(9)=[(5)/(2)]*100
Promoter/Public	E-Voting	351291716	0	0.00	0.00	0	0	0.00	0.00	0.00	0.00
	Poll	351291716	351291716	100.00	0.00	351291716	0	100.00	0.00	0.00	0.00
	Postal Ballot (if applicable)	351291716	0	0.00	0.00	0	0	0.00	0.00	0.00	0.00
1 Promoter and Promoter Group	Total	351291716	351291716	100.00	0.00	351291716	0	100.00	0.00	0.00	0.00
	E-Voting	68363186	52335563	76.56	0.00	52335563	0	100.00	0.00	0.00	0.00
	Poll	68363186	0	0.00	0.00	0	0	0.00	0.00	0.00	0.00
2 Public - Institutional holders	Postal Ballot (if applicable)	68363186	0	0.00	0.00	0	0	0.00	0.00	0.00	0.00
	Total	68363186	52335563	76.56	0.00	52335563	0	100.00	0.00	0.00	0.00
	E-Voting	74906290	182892	0.24	0.02	180274	2618	98.57	100.00	1.43	0.00
3 Public- Others	Poll	74906290	11880	0.02	0.00	11880	0	100.00	0.00	0.00	0.00
	Postal Ballot (if applicable)	74906290	0	0.00	0.00	0	0	0.00	0.00	0.00	0.00
	Total	74906290	184772	0.26	0.00	192154	2618	98.66	100.00	1.34	0.00
Total	E-Voting	494561192	52518455	10.62	0.00	52518455	2618	100.00	0.00	0.00	0.00
	Poll	494561192	351303596	71.03	0.00	351303596	0	100.00	0.00	0.00	0.00
	Postal Ballot (if applicable)	494561192	0	0.00	0.00	0	0	0.00	0.00	0.00	0.00
Total	Total	494561192	403822051	81.65	0.00	403819433	2618	100.00	0.00	0.00	0.00



**CASTROL INDIA LIMITED**

Confirming the payment of interim dividend and declaration of final dividend on equity shares for the financial year ended 31st December 2015.

Whether promoter/ promoter group are interested in the agenda/resolution? No  
Resolution No 2

	Promoter/PUBLIC	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Total Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes in favour	No. of Votes against	% of Total Votes in favour on votes polled [6]=([4]/[2])*100	% of Total Votes against on votes polled [7]=([5]/[2])*100
	Promoter and Promoter Group	E-Voting	351291716	0	0.00	0	0	0.00	0.00
		Poll	351291716	351291716	100.00	351291716	0	100.00	0.00
		Postal Ballot (if applicable)	351291716	0	0.00	0	0	0.00	0.00
1	Promoter and Promoter Group	Total	351291716	351291716	100.00	351291716	0	100.00	0.00
		E-Voting	68363186	52387259	76.63	52387259	0	100.00	0.00
		Poll	68363186	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Postal Ballot (if applicable)	68363186	0	0.00	0	0	0.00	0.00
		Total	68363186	52387259	76.63	52387259	0	100.00	0.00
		E-Voting	74906290	182898	0.24	181355	1543	99.16	0.84
	Public - Institutional holders	Poll	74906290	11880	0.02	11880	0	100.00	0.00
		Postal Ballot (if applicable)	74906290	0	0.00	0	0	0.00	0.00
		Total	74906290	194778	0.26	193235	1543	99.21	0.79
3	Public-Others	E-Voting	494561192	52570157	10.63	52566814	1543	100.00	0.00
		Poll	494561192	35130396	71.03	35130396	0	100.00	0.00
		Postal Ballot (if applicable)	494561192	0	0.00	0	0	0.00	0.00
Total	Total	Total	494561192	403873753	81.66	403872210	1543	100.00	0.00



**CASTROL INDIA LIMITED**

Re-appointment of Mr. Jayanta Chatterjee (DIN 06986918), who retires by rotation and, being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution? No  
Resolution No 3

	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	351291716	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	351291716	0	0.00	0	0	0.00	0.00
		Total	351291716	351291716	100.00	351291716	0	100.00	0.00
2	Public - Institutional holders	E-Voting	68363186	52387259	76.63	52274629	0	99.79	0.21
		Postal Ballot (if applicable)	68363186	0	0.00	0	0	0.00	0.00
		Total	74906290	180309	0.24	176295	4014	97.77	2.23
3	Public- Others	E-Voting	74906290	11880	0.02	11880	0	100.00	0.00
		Postal Ballot (if applicable)	74906290	0	0.00	0	0	0.00	0.00
		Total	74906290	192189	0.26	188175	4014	97.91	2.09
Total	Total	E-Voting	494561192	52567568	10.63	52450924	116644	99.78	0.22
		Postal Ballot (if applicable)	494561192	351303596	71.03	351303596	0	100.00	0.00
		Total	494561192	0	0.00	0	0	0.00	0.00
			<b>494561192</b>	<b>403871164</b>	<b>81.66</b>	<b>403754520</b>	<b>116644</b>	<b>99.97</b>	<b>0.03</b>



**CASTROL INDIA LIMITED**

Re-appointment of Ms. Rashmi Joshi (DIN 06641898), who retires by rotation and, being eligible, offers himself for re-appointment.  
Whether promoter/ promoter group are interested in the agenda/resolution? No

Resolution No 4

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes polled on outstanding shares [3]=[2]/[1]*100	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
			[1]	[2]	[3]	[4]	[5]	[6]	[7]
		E-Voting	351291716	0	0.00	0	0	0.00	0.00
		Poll	351291716	351291716	100.00	351291716	0	100.00	0.00
		Postal Ballot (if applicable)	351291716	0	0.00	0	0	0.00	0.00
1	Promoter and Promoter Group	Total	351291716	351291716	100.00	351291716	0	100.00	0.00
		E-Voting	68363186	52387259	76.63	52274629	112630	99.79	0.21
		Poll	68363186	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	68363186	0	0.00	0	0	0.00	0.00
		Total	68363186	52387259	76.63	52274629	112630	99.79	0.21
2	Public - Institutional holders	E-Voting	74906290	179822	0.24	165952	13870	92.29	7.71
		Poll	74906290	11880	0.02	11880	0	100.00	0.00
		Postal Ballot (if applicable)	74906290	0	0.00	0	0	0.00	0.00
		Total	74906290	191702	0.26	177832	13870	92.76	7.24
3	Public-Others	E-Voting	494561192	52567081	10.63	52440581	126500	99.76	0.24
		Poll	494561192	351303596	71.03	351303596	0	100.00	0.00
		Postal Ballot (if applicable)	494561192	0	0.00	0	0	0.00	0.00
		Total	494561192	403870677	81.66	403744177	126500	99.97	0.03



**CASTROL INDIA LIMITED**

Appointment of Messrs. SRBC & Co. LLP, Chartered Accountants (Firm Registration No. 324982E) as Statutory Auditors of the Company.  
 Whether promoter/ promoter group are interested in the agenda/ resolution? No  
 Resolution No 5

	Promoter/Public	Mode of Voting	Total 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 polled [6]=([4]/[2])*100	% of Votes against on polled [7]=([5]/[2])*100
1	Promoter and Promoter Group	E-Voting	351291716	0	0.00	0	0	0.00	0.00
		Poll	351291716	351291716	100.00	351291716	0	100.00	0.00
		Postal Ballot (if applicable)	351291716	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Total	68363186	351291716	100.00	351291716	0	100.00	0.00
		E-Voting	68363186	52387259	76.63	51455549	0	98.22	1.78
		Poll	68363186	0	0.00	0	0	0.00	0.00
3	Public-Others	Postal Ballot (if applicable)	68363186	52387259	76.63	51455549	0	98.22	1.78
		Total	74906290	179159	0.24	175433	3726	97.92	2.08
		E-Voting	74906290	11880	0.02	11880	0	100.00	0.00
Total	Total	Postal Ballot (if applicable)	74906290	0	0.00	0	0	0.00	0.00
		Total	74906290	191039	0.26	187313	3726	98.05	1.95
		E-Voting	494561192	52566418	10.63	51630982	935436	98.22	1.78
Total	Total	Poll	494561192	351303596	71.03	351303596	0	100.00	0.00
		Postal Ballot (if applicable)	494561192	0	0.00	0	0	0.00	0.00
		Total	494561192	403870014	81.66	402934578	935436	99.77	0.23



Whether promoter/ promoter group are interested in the agenda/resolution? No  
Resolution No 6

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares $\frac{[3]}{[1]} \times 100$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled $\frac{[6]}{[2]} \times 100$	% of Votes against on votes polled $\frac{[7]}{[2]} \times 100$
			[1]	[2]	$\frac{[3]}{[1]} \times 100$	[4]	[5]	$\frac{[6]}{[2]} \times 100$	$\frac{[7]}{[2]} \times 100$
1	Promoter and Promoter Group	E-Voting	351291716	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	351291716	0	0.00	0	0	0.00	0.00
		Total	351291716	0	0.00	0	0	0.00	0.00
		E-Voting	68363186	52387259	76.63	52387259	0	100.00	0.00
2	Public - Institutional holders	Poll	68363186	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	68363186	52387259	76.63	52387259	0	100.00	0.00
		Total	74906290	174839	0.23	171468	3371	98.07	1.93
		E-Voting	74906290	11880	0.02	11880	0	100.00	0.00
3	Public-Others	Postal Ballot (if applicable)	74906290	0	0.00	0	0	0.00	0.00
		Total	74906290	186719	0.25	183348	3371	98.19	1.81
		E-Voting	494561192	52562098	10.63	52562098	3371	99.99	0.01
		Poll	494561192	351303596	71.03	351303596	0	100.00	0.00
Total	494561192	0	0.00	0	0	0	0.00	0.00	
Total	494561192	403865694	81.66	403862323	3371	100.00	0.00	0.00	



Appointment of Mr. Omer Dorman as Director.

CASTROL INDIA LIMITED

Whether promoter/ promoter group are interested in the agenda/resolution? No Resolution No 7

Promoter/Public	Mode of Voting	Total 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	
				[3]=([2]/[1])*100	[4]=([2]/[1])*100			[6]=([4]/[2])*100	[7]=([5]/[2])*100		
1 Promoter and Promoter Group	E-Voting	351291716	0	0.00	0.00	0	0	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)	351291716	0	0.00	0.00	0	0	0.00	0.00	0.00	0.00
	Total	351291716	351291716	100.00	100.00	351291716	0	100.00	100.00	0.00	0.00
	E-Voting	68363186	52387259	76.63	52387259	0	0	100.00	0.00	0.00	0.00
2 Public - Institutional holders	Postal Ballot (if applicable)	68363186	0	0.00	0.00	0	0	0.00	0.00	0.00	0.00
	Total	68363186	52387259	76.63	52387259	0	0	100.00	0.00	0.00	0.00
	E-Voting	74906290	179209	0.24	179209	0	6281	96.50	3.50	0.00	0.00
	Poll	74906290	11880	0.02	11880	0	0	100.00	0.00	0.00	0.00
3 Public-Others	Postal Ballot (if applicable)	74906290	0	0.00	0.00	0	0	0.00	0.00	0.00	0.00
	Total	74906290	191089	0.26	184808	0	6281	96.71	3.29	0.00	0.00
	E-Voting	494561192	52566468	10.63	52560187	0	6281	99.99	0.01	0.00	0.00
	Poll	494561192	351303596	71.03	351303596	0	0	100.00	0.00	0.00	0.00
Total	494561192	403870064	81.66	403863783	0	6281	100.00	0.00	0.00	0.00	





**CASTROL INDIA LIMITED**  
**Appointment of Mr. Omer Dormen as Managing Director of the Company for the period of three year effective from 12th October 2015.**

Whether promoter/ promoter group are interested in the agenda/resolution? No  
 Resolution No 8

	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=([2]/(1))*100	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled [6]=([4]/(2))*100	% of Votes against on votes polled [7]=([5]/(2))*100
Promoter/Public	E-Voting	351291716	0	0.00	0	0	0.00	0.00
	Poll	351291716	351291716	100.00	351291716	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
1 Promoter and Promoter Group	Total	351291716	351291716	100.00	351291716	0	100.00	0.00
	E-Voting	68363186	52387259	76.63	50787208	1600051	96.95	3.05
	Poll	68363186	0	0.00	0	0	0.00	0.00
2 Public - Institutional holders	Postal Ballot (if applicable)	68363186	52387259	76.63	50787208	1600051	96.95	3.05
	Total	74906290	168819	0.23	162138	6681	96.04	3.96
	E-Voting	74906290	11880	0.02	11880	0	100.00	0.00
3 Public Others	Postal Ballot (if applicable)	74906290	0	0.00	0	0	0.00	0.00
	Total	74906290	180699	0.24	174018	6681	96.30	3.70
	E-Voting	494561192	52556078	10.63	50949346	1606732	96.94	3.06
Total	Poll	494561192	351303596	71.03	351303596	0	100.00	0.00
	Postal Ballot (if applicable)	494561192	0	0.00	0	0	0.00	0.00
	Total	494561192	403859674	81.66	402252942	1606732	99.60	0.40



Whether promoter/ promoter group are interested in the agenda/resolution? No

Resolution No 9

Promoter/Public	Mode of Voting	Total No. of Shares Held [1]	No. of votes polled [2]	% of Votes polled on outstanding shares $\frac{[2]}{[1]} \times 100$ [3]	No. of Votes in favour [4]	No. of Votes against [5]	% of Votes in favour on votes polled $\frac{[4]}{[2]} \times 100$ [6]	% of Votes against on votes polled $\frac{[5]}{[2]} \times 100$ [7]
1 Promoter and Promoter Group	E-Voting	351291716	0	0.00	0	0	0.00	0.00
	Poll	351291716	351291716	100.00	351291716	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
2 Public - Institutional holders	Total	351291716	351291716	100.00	351291716	0	100.00	0.00
	E-Voting	68363186	52387259	76.63	52387259	0	100.00	0.00
	Poll	68363186	0	0.00	0	0	0.00	0.00
3 Public-Others	Total	68363186	52387259	76.63	52387259	0	100.00	0.00
	E-Voting	74906290	168789	0.23	165488	3301	98.04	1.96
	Poll	74906290	11880	0.02	11880	0	100.00	0.00
Total	Total	74906290	180669	0.24	177368	3301	98.17	1.83
	E-Voting	494561192	52556048	10.63	52552747	3301	99.99	0.01
	Postal Ballot (if applicable)	494561192	351303596	71.03	351303596	0	100.00	0.00
Total	Total	494561192	403859644	81.66	403856343	3301	100.00	0.00



Alteration of Articles of Association.

CASTROL INDIA LIMITED

Whether promoter/ promoter group are interested in the agenda/ resolution? No  
Resolution No 10

	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares $\frac{[3]}{[1]} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $\frac{[6]}{[2]} \times 100$	% of Votes against on votes polled $\frac{[7]}{[5]} \times 100$
Promoter/PUBLIC	E-Voting	351291716	0	0.00	0	0	0.00	0.00
	Poll	351291716	351291716	100.00	351291716	0	100.00	0.00
	Postal Ballot (if applicable)	351291716	0	0.00	0	0	0.00	0.00
	Total	351291716	351291716	100.00	351291716	0	100.00	0.00
1 Promoter and Promoter Group	E-Voting	68363186	52387259	76.63	52044016	343243	99.34	0.66
	Poll	68363186	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	68363186	0	0.00	0	0	0.00	0.00
	Total	68363186	52387259	76.63	52044016	343243	99.34	0.66
2 Public - Institutional holders	E-Voting	74906290	182727	0.24	167802	14925	91.83	8.17
	Poll	74906290	11880	0.02	11880	0	100.00	0.00
	Postal Ballot (if applicable)	74906290	0	0.00	0	0	0.00	0.00
	Total	74906290	194607	0.26	179682	14925	92.33	7.67
3 Public- Others	E-Voting	494561192	52569986	10.63	52211818	358168	99.32	0.68
	Poll	494561192	351303596	71.03	351303596	0	100.00	0.00
	Postal Ballot (if applicable)	494561192	0	0.00	0	0	0.00	0.00
	Total	494561192	403873582	81.66	403515414	358168	99.91	0.09



Combined Report of Scrutinizer on  
Remote E-Voting and Poll  
**Castrol India Limited**  
(L23200MH1979PLC021359)

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.

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06.05.2016

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

**Ref :** 38th Annual General Meeting of the members of CASTROL INDIA LIMITED held on Thursday, 5th May 2016 at 3.30 p.m. at Birla Matushri Sabhagar, Marine Lines, Mumbai 400 020

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 **M/s CASTROL INDIA LIMITED** vide Letter dated **24/02/2016** pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, for scrutinizing the process of remote e-voting held between 1st May 2016 (09.00 a.m.) to 4th May 2016 (05.00 p.m.).
- The Chairman of the Annual General Meeting (AGM) for Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 38th AGM of the members of the Company, held on Thursday, 5th May 2016 at 3.30 p.m. at Birla Matushri Sabhagar, Marine Lines, Mumbai 400 020.

The Management of the Company assumes complete responsibility of ensuring compliance of Sections 108 & 109 of the Companies Act, 2013, read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 as may be necessary and the Listing Obligation Disclosure Requirements, 2015 relating to the remote e-voting and poll process.

The Notice dated 24th February, 2016 convening Annual General Meeting (AGM) of the Company along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 were sent to all the Shareholders through emails as made available by RTA and also had sent out the physical notices and annual report through courier in respect of the below mentioned resolutions to be passed at the said Annual General Meeting of the Company. The Notice was also uploaded on the website of the company.



Remote E-voting

- The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting Remote E-voting by the Shareholders of the Company.
- The Shareholders of the Company holding shares as on the "cutoff" date **28th April 2016**, were entitled to vote on the proposed resolutions as set out at Item No's. 1 to 10 in the Notice of the AGM of M/s Castrol India Limited.
- The voting period for remote E-voting remained open from 9.00 a.m. on 1st May 2016 to 5.00 p.m. on 4th May 2016 and the National Securities Depository Limited (NSDL) e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked after the conclusion of the Annual General Meeting in the presence of Mr. Mandar Saraf and Ms. Jinal Juthani who are not in the employment of the Company. **(Declaration I Attached)**
- Only the Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of Board Resolution/Power of Attorney/Authority letter etc at email ID [castrolagm2016@sarafandassociates.com](mailto:castrolagm2016@sarafandassociates.com) , [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or who have uploaded on the website of National Security Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> have been considered valid.

Poll

- The Company has availed Poll facility from TSR Darashaw Limited, their Register and Share Transfer Agents for enabling the shareholders to vote at the AGM Venue.
- After the time fixed for closing of the poll by the chairman, the ballot box kept for polling was locked in my presence.
- The locked ballot box were subsequently opened in my presence and under the witness of Mr. Mandar Saraf and Ms. Reshma Vora who are not in the employment of the Company and poll papers were diligently scrutinized. **(Declaration II Attached)**
- The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

As a scrutinizer of the process, my responsibility is restricted to ensure the process to be carried on in fair manner and to report on the votes cast in 'Favour' and 'Against' the resolutions.

Based on the information furnished by M/s. TSR Darashaw Limited, the Company's Registrars and Share Transfer Agents, on the Poll conducted at the AGM Venue and based on the data downloaded from the Official website of National Securities Depository Limited (NSDL) for the Remote E-voting process, we now submit a combined report on **Remote E-voting and Poll as under:**



**Item No 1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st December 2015 and the Reports of the Board of Directors and Auditors thereon.**

**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	262	566,41,065
Less: Total Number of Invalid Votes	23	41,22,610
<b>Total Number of Valid Votes (A)</b>	<b>239</b>	<b>525,18,455</b>

**Poll.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Poll	52	3513,50,788
Less: Total Number of Invalid Votes	5	47,192
<b>Total Number of Valid Votes (B)</b>	<b>47</b>	<b>3513,03,596</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Poll	314	4079,91,853
Less: Total Number of Invalid Votes	28	41,69,802
<b>Total Number of Valid Votes (A+B)</b>	<b>286</b>	<b>4038,22,051</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	234	525,15,837	99.9950
Poll	47	3513,03,596	100
<b>Combined (E-Voting &amp; Poll)</b>	<b>281</b>	<b>4038,19,433</b>	<b>99.9994</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	5	2,618	0.0050
Poll	0	-	0.0000
<b>Combined (E-Voting &amp; Poll)</b>	<b>5</b>	<b>2,618</b>	<b>0.0006</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	23	41,22,610
<b>Total (I)</b>	<b>23</b>	<b>41,22,610</b>

**Poll.**

Already Exercised Remote E-Voting	1	45,000
Invalid Signature / Signature not Available	3	836
Name not found in the Register on Cut-off Date	1	1,356
<b>Total (II)</b>	<b>5</b>	<b>47,192</b>
<b>Total (Combined) (I+II)</b>	<b>28</b>	<b>41,69,802</b>

4 Scrutinizer's Combined Report on Remote E-Voting and Poll of Castrol India Limited.



**Item No 2. To confirm the payment of interim dividend and to declare a final dividend on equity shares for the financial year ended 31st December 2015.**

**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	263	566,92,767
Less: Total Number of Invalid Votes	23	41,22,610
<b>Total Number of Valid Votes (A)</b>	<b>240</b>	<b>525,70,157</b>

**Poll.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Poll	52	3513,50,788
Less: Total Number of Invalid Votes	5	47,192
<b>Total Number of Valid Votes (B)</b>	<b>47</b>	<b>3513,03,596</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Poll	315	4080,43,555
Less: Total Number of Invalid Votes	28	4169802
<b>Total Number of Valid Votes (A+B)</b>	<b>287</b>	<b>4038,73,753</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	236	525,68,614	99.9970
Poll	47	3513,03,596	100
<b>Combined (E-Voting &amp; Poll)</b>	<b>283</b>	<b>4038,72,210</b>	<b>99.9996</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	4	1,543	0.0030
Poll	0	-	0.0000
<b>Combined (E-Voting &amp; Poll)</b>	<b>4</b>	<b>1,543</b>	<b>0.0004</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	23	41,22,610
<b>Total (I)</b>	<b>23</b>	<b>41,22,610</b>

**Poll.**

Already Exercised Remote E-Voting	1	45,000
Invalid Signature / Signature not Available	3	836
Name not found in the Register on Cut-off Date	1	1,356
<b>Total (II)</b>	<b>5</b>	<b>47,192</b>
<b>Total (Combined) (I+II)</b>	<b>28</b>	<b>41,69,802</b>

5 Scrutinizer's Combined Report on Remote E-Voting and Poll of Castrol India Limited.



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**Item No 3. To consider re-appointment of Mr. Jayanta Chatterjee (DIN 06986918), who retires by rotation and being eligible, offers himself for re-appointment.**

**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	262	566,90,178
Less: Total Number of Invalid Votes	23	41,22,610
<b>Total Number of Valid Votes (A)</b>	<b>239</b>	<b>525,67,568</b>

**Poll.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Poll	52	3513,50,788
Less: Total Number of Invalid Votes	5	47,192
<b>Total Number of Valid Votes (B)</b>	<b>47</b>	<b>3513,03,596</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Poll	314	4080,40,966
Less: Total Number of Invalid Votes	28	41,69,802
<b>Total Number of Valid Votes (A+B)</b>	<b>286</b>	<b>4038,71,164</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	222	524,50,924	99.7781
Poll	47	3513,03,596	100
<b>Combined (E-Voting &amp; Poll)</b>	<b>269</b>	<b>4037,54,520</b>	<b>99.9717</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	17	1,16,644	0.2219
Poll	0	-	0.0000
<b>Combined (E-Voting &amp; Poll)</b>	<b>17</b>	<b>1,16,644</b>	<b>0.0283</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	23	41,22,610
<b>Total (I)</b>	<b>23</b>	<b>41,22,610</b>

**Poll.**

Already Exercised Remote E-Voting	1	45,000
Invalid Signature / Signature not Available	3	836
Name not found in the Register on Cut-off Date	1	1,356
<b>Total (II)</b>	<b>5</b>	<b>47,192</b>
<b>Total (Combined) (I+II)</b>	<b>28</b>	<b>41,69,802</b>

**Item No 4. To consider re-appointment of Ms. Rashmi Joshi (DIN 06641898), who retires by rotation and being eligible, offers herself for re-appointment.**

**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	259	566,89,691
Less: Total Number of Invalid Votes	23	41,22,610
<b>Total Number of Valid Votes (A)</b>	<b>236</b>	<b>525,67,081</b>

**Poll.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Poll	52	3513,50,788
Less: Total Number of Invalid Votes	5	47,192
<b>Total Number of Valid Votes (B)</b>	<b>47</b>	<b>3513,03,596</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Poll	311	4080,40,479
Less: Total Number of Invalid Votes	28	4169802
<b>Total Number of Valid Votes (A+B)</b>	<b>283</b>	<b>4038,70,677</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	219	524,40,581	99.7593
Poll	47	3513,03,596	100
<b>Combined (E-Voting &amp; Poll)</b>	<b>266</b>	<b>4037,44,177</b>	<b>99.9687</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	17	1,26,500	0.2407
Poll	0	-	0.0000
<b>Combined (E-Voting &amp; Poll)</b>	<b>17</b>	<b>1,26,500</b>	<b>0.0313</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	23	41,22,610
<b>Total (I)</b>	<b>23</b>	<b>41,22,610</b>

**Poll.**

Already Exercised Remote E-Voting	1	45,000
Invalid Signature / Signature not Available	3	836
Name not found in the Register on Cut-off Date	1	1,356
<b>Total (II)</b>	<b>5</b>	<b>47,192</b>
<b>Total (Combined) (I+II)</b>	<b>28</b>	<b>41,69,802</b>

**Item No 5. To consider re-appoint M/s. SRBC & Co. LLP Chartered Accountants (Firm Registration No. 324982E), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next AGM of the Company. (Ordinary Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	258	566,89,028
Less: Total Number of Invalid Votes	23	41,22,610
<b>Total Number of Valid Votes (A)</b>	<b>235</b>	<b>525,66,418</b>

**Poll.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Poll	52	3513,50,788
Less: Total Number of Invalid Votes	5	47,192
<b>Total Number of Valid Votes (B)</b>	<b>47</b>	<b>3513,03,596</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Poll	310	4080,39,816
Less: Total Number of Invalid Votes	28	4169802
<b>Total Number of Valid Votes (A+B)</b>	<b>282</b>	<b>4038,70,014</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	205	516,30,982	98.2204
Poll	47	3513,03,596	100
<b>Combined (E-Voting &amp; Poll)</b>	<b>252</b>	<b>4029,34,578</b>	<b>99.7684</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	30	9,35,436	1.7796
Poll	0	-	0.0000
<b>Combined (E-Voting &amp; Poll)</b>	<b>30</b>	<b>9,35,436</b>	<b>0.2316</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	23	41,22,610
<b>Total (I)</b>	<b>23</b>	<b>41,22,610</b>

**Poll.**

Already Exercised Remote E-Voting	1	45,000
Invalid Signature / Signature not Available	3	836
Name not found in the Register on Cut-off Date	1	1,356
<b>Total (II)</b>	<b>5</b>	<b>47,192</b>
<b>Total (Combined) (I+II)</b>	<b>28</b>	<b>41,69,802</b>



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**Item No 6. Payment of the remuneration 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 2016.  
(Ordinary Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	258	566,84,708
Less: Total Number of Invalid Votes	23	41,22,610
<b>Total Number of Valid Votes (A)</b>	<b>235</b>	<b>525,62,098</b>

**Poll.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Poll	52	3513,50,788
Less: Total Number of Invalid Votes	5	47,192
<b>Total Number of Valid Votes (B)</b>	<b>47</b>	<b>3513,03,596</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Poll	310	4080,35,496
Less: Total Number of Invalid Votes	28	4169802
<b>Total Number of Valid Votes (A+B)</b>	<b>282</b>	<b>4038,65,694</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	228	525,58,727	99.9935
Poll	47	3513,03,596	100
<b>Combined (E-Voting &amp; Poll)</b>	<b>275</b>	<b>4038,62,323</b>	<b>99.9992</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	7	3,371	0.0065
Poll	0	-	0.0000
<b>Combined (E-Voting &amp; Poll)</b>	<b>7</b>	<b>3,371</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	23	41,22,610
<b>Total (I)</b>	<b>23</b>	<b>41,22,610</b>

**Poll.**

Already Exercised Remote E-Voting	1	45,000
Invalid Signature / Signature not Available	3	836
Name not found in the Register on Cut-off Date	1	1,356
<b>Total (II)</b>	<b>5</b>	<b>47,192</b>
<b>Total (Combined) (I+II)</b>	<b>28</b>	<b>41,69,802</b>



**Item No 7. To consider Appointment of Mr. Omer Dormen (DIN: 07282001) as Director.(Ordinary Resolution)****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	259	566,89,078
Less: Total Number of Invalid Votes	23	41,22,610
<b>Total Number of Valid Votes (A)</b>	<b>236</b>	<b>525,66,468</b>

**Poll.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Poll	52	3513,50,788
Less: Total Number of Invalid Votes	5	47,192
<b>Total Number of Valid Votes (B)</b>	<b>47</b>	<b>3513,03,596</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Poll	311	4080,39,866
Less: Total Number of Invalid Votes	28	4169802
<b>Total Number of Valid Votes (A+B)</b>	<b>283</b>	<b>4038,70,064</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	226	52560187	99.9880
Poll	47	3513,03,596	100
<b>Combined (E-Voting &amp; Poll)</b>	<b>273</b>	<b>4038,63,783</b>	<b>99.9984</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	10	6,281	0.0120
Poll	0	-	0.0000
<b>Combined (E-Voting &amp; Poll)</b>	<b>10</b>	<b>6,281</b>	<b>0.0016</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	23	41,22,610
<b>Total (I)</b>	<b>23</b>	<b>41,22,610</b>

**Poll.**

Already Exercised Remote E-Voting	1	45,000
Invalid Signature / Signature not Available	3	836
Name not found in the Register on Cut-off Date	1	1,356
<b>Total (II)</b>	<b>5</b>	<b>47,192</b>
<b>Total (Combined) (I+II)</b>	<b>28</b>	<b>41,69,802</b>

**Item No 8. To consider Appointment of Mr. Omer Dormen (DIN: 07282001) as Managing Director of the Company for the period of three years effective from 12th October 2015. (Special Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	258	566,78,688
Less: Total Number of Invalid Votes	23	41,22,610
<b>Total Number of Valid Votes (A)</b>	<b>235</b>	<b>525,56,078</b>

**Poll.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Poll	52	3513,50,788
Less: Total Number of Invalid Votes	5	47,192
<b>Total Number of Valid Votes (B)</b>	<b>47</b>	<b>3513,03,596</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Poll	310	4080,29,476
Less: Total Number of Invalid Votes	28	4169802
<b>Total Number of Valid Votes (A+B)</b>	<b>282</b>	<b>4038,59,674</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	219	509,49,346	96.9428
Poll	47	3513,03,596	100
<b>Combined (E-Voting &amp; Poll)</b>	<b>266</b>	<b>4022,52,942</b>	<b>99.6021</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	16	16,06,732	3.0572
Poll	0	-	0.0000
<b>Combined (E-Voting &amp; Poll)</b>	<b>16</b>	<b>16,06,732</b>	<b>0.3979</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	23	41,22,610
<b>Total (I)</b>	<b>23</b>	<b>41,22,610</b>

**Poll.**

Already Exercised Remote E-Voting	1	45,000
Invalid Signature / Signature not Available	3	836
Name not found in the Register on Cut-off Date	1	1,356
<b>Total (II)</b>	<b>5</b>	<b>47,192</b>
<b>Total (Combined) (I+II)</b>	<b>28</b>	<b>41,69,802</b>

**Item No 9. To consider Appointment of Mr. Ravi Kirpalani (DIN : 02613688) as Whole-time Director of the Company from 12th October 2015 to 31st December 2015.(Special Resolution)**

**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	256	566,78,658
Less: Total Number of Invalid Votes	23	41,22,610
<b>Total Number of Valid Votes (A)</b>	<b>233</b>	<b>525,56,048</b>

**Poll.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Poll	52	3513,50,788
Less: Total Number of Invalid Votes	5	47,192
<b>Total Number of Valid Votes (B)</b>	<b>47</b>	<b>3513,03,596</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Poll	308	4080,29,446
Less: Total Number of Invalid Votes	28	41,69,802
<b>Total Number of Valid Votes (A+B)</b>	<b>280</b>	<b>4038,59,644</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	223	525,52,747	99.9937
Poll	47	3513,03,596	100
<b>Combined (E-Voting &amp; Poll)</b>	<b>270</b>	<b>4038,56,343</b>	<b>99.9992</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	10	3,301	0.0063
Poll	0	-	0.0000
<b>Combined (E-Voting &amp; Poll)</b>	<b>10</b>	<b>3,301</b>	<b>0.0008</b>

**6. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	23	41,22,610
<b>Total (I)</b>	<b>23</b>	<b>41,22,610</b>

**Poll.**

Already Exercised Remote E-Voting	1	45,000
Invalid Signature / Signature not Available	3	836
Name not found in the Register on Cut-off Date	1	1,356
<b>Total (II)</b>	<b>5</b>	<b>47,192</b>
<b>Total (Combined) (I+II)</b>	<b>28</b>	<b>41,69,802</b>



**Item No 10. To consider Alteration of Articles of Association of the Company.(Special Resolution)****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	261	566,92,596
Less: Total Number of Invalid Votes	23	4122610
<b>Total Number of Valid Votes (A)</b>	<b>238</b>	<b>525,69,986</b>

**Poll.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Poll	52	3513,50,788
Less: Total Number of Invalid Votes	5	47,192
<b>Total Number of Valid Votes (B)</b>	<b>47</b>	<b>3513,03,596</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Poll	313	4080,43,384
Less: Total Number of Invalid Votes	28	4169802
<b>Total Number of Valid Votes (A+B)</b>	<b>285</b>	<b>4038,73,582</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	219	522,11,818	99.3187
Poll	47	3513,03,596	100
<b>Combined (E-Voting &amp; Poll)</b>	<b>266</b>	<b>4035,15,414</b>	<b>99.9113</b>

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

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	19	3,58,168	0.6813
Poll	0	-	0.0000
<b>Combined (E-Voting &amp; Poll)</b>	<b>19</b>	<b>3,58,168</b>	<b>0.0887</b>

**9. Invalid Votes****Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	23	41,22,610
<b>Total (I)</b>		

**Poll.**

Already Exercised Remote E-Voting	1	45,000
Invalid Signature / Signature not Available	3	836
Name not found in the Register on Cut-off Date	1	1,356
<b>Total (II)</b>	<b>5</b>	<b>47,192</b>
<b>Total (Combined) (I+II)</b>	<b>28</b>	<b>41,69,802</b>

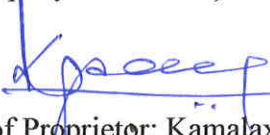




- In cases where Votes are casted in both, Remote E-voting and Poll at the AGM, only the votes casted in E-voting are taken into account in respect of such shareholder.
- The aforesaid combined report is computed on the basis of Acceptance and Rejection as annexed herewith, which forms an integral part of this Report.
- A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”/ “AGAINST” and those whose votes were declared invalid for each resolution is enclosed herewith.
- The relevant records relating to remote E- Voting and Poll were sealed and handed over to **MR. OMER DORMEN**, authorized by the Board for safe keeping.
- The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting after which the same will be handed over to the Company for safe keeping.
- You may accordingly declare the result of voting.

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



  
Name of Proprietor: Kamalax. G. Saraf  
Membership No: 1596  
COP No: 642

Date : 06.05.2016  
Place : Mumbai.



**Annexure****A. Basis of Acceptance****I. Physical Polling Papers.**

1. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
2. Where the Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the Vote(s) cast by the joint named shareholders has/have been considered.
3. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
4. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
6. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and Voting done through Poll has been treated as Invalid.

**II. Voting through Electronic Mode (Remote E-Voting).**

1. Member has voted only through e-voting i.e. electronic mode.

**B. Basis of Rejection****I. Physical Polling Papers.**

1. Shareholder has not put any mark on either assent or dissent.
2. Poll paper is not signed.
3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
4. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.



6. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company/ Registrar and Share Transfer Agent.
7. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
8. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
9. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
10. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
11. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.

## II. Voting through Electronic Mode (Remote E-Voting).

1. Votes cast by Corporate/Institutional Members who have not emailed the scanned certified true copy of Board Resolution/Power of Attorney/Authority letter etc at email ID [castrolagm2016@sarafandassociates.com](mailto:castrolagm2016@sarafandassociates.com) , [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or who have not uploaded the same on the website of National Security Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> have been considered valid.
2. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.



## Declaration I

(Unblocking of votes cast through Remote E-Voting)

We, **Mr. Mandar Saraf** and **Ms. Jinal Juthani** hereby state that the Excel Sheet containing the Results of Remote E-Voting of **Castrol India Limited** ("the Company") for the **38th Annual General Meeting** of the Company held on Thursday, 5th May 2016 at 3.30 p.m. at Birla Matushri Sabhagar, Marine Lines, Mumbai 400020 were unblocked from the website of M/s. National Securities Depository Limited i.e. www.evoting.nsdl.com and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1



Name:

Mandar Saraf

Address:

1, Guruprasad Plot 192  
SIOM (E) Mumbai

Witness 2

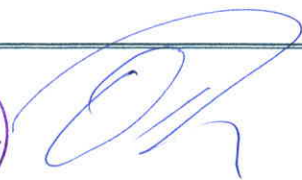


Name:

Jinal Juthani

Address:

B/601, vijay apt,  
B.J. Patel Road, Malad west



**Declaration II**

(Ballot Box)

We, **Mr. Mandar Saraf** and **Ms. Reshma Vora** hereby state that the Polling Box, in which Equity Shareholders of **Castrol India Limited** ("the Company") cast their vote by way of Poll at the **38th Annual General Meeting** of the Company held on Thursday, 5th May 2016 at 3.30 p.m. at Birla Matushri Sabhagar, Marine Lines, Mumbai 400 020, was opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014.

**Witness 1**



Name: Mandar Saraf

Address: 1, Guruprasad, Plot 192  
Stor (e) Mumbai 400022

**Witness 2** R.H.Vora.

Name: Reshma H. Vora.

Address: 3137, Purandare Sadan.  
Dr. B.A. Road, Parel - 400012



