



20 September 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 42,190,970 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 20 September 2016, the Promoter of the Company, Castrol Limited, has sold 42,190,970 equity shares constituting 8.53 % 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	293,875,282	59.42%	59.42%
(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)	293,875,282	59.42%	59.42%
<u>Details of acquisition/sale</u>			
(a) Shares carrying voting rights acquired/sold	42,190,970	8.53%	8.53%
(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)	42,190,970	8.53%	8.53%
<u>After the acquisition/sale, holding of:</u>			
(a) Shares carrying voting rights	251,684,312	50.89%	50.89%
(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)	251,684,312	50.89%	50.89%
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	20 September 2016		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 2,472,805,960		
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 30 June, 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**



**Authorised Signatory**

Place: London

Date: 20 September 2016