

 **NOTICE****CASTROL INDIA LIMITED**
CIN: L23200MH1979PLC021359

Registered Office: Technopolis Knowledge Park, Mahakali Caves Road, Andheri (E), Mumbai 400 093.

Website: www.castrol.co.in • Email ID: investorrelations.india@castrol.com

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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-first (41st) Annual General meeting of the members of Castrol India Limited will be held on **Wednesday, 15 May 2019 at 10.00 a.m.** at Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, Nariman Point, Opp. Mantralaya, Mumbai – 400 021, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31 December 2018 and the reports of the Board of Directors and the statutory auditors thereon.
2. To confirm payment of interim dividend and to declare a final dividend on equity shares for the financial year ended 31 December 2018.
3. To appoint a Director in place of Mr. Omer Dormen (DIN 07282001), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Rashmi Joshi (DIN 06641898), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

5. To consider and ratify the remuneration payable to M/s. Kishore Bhatia & Associates, cost accountants for the financial year ending 31 December 2019.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and such other permissions as may be necessary, the remuneration of INR 3,50,000/- (INR Three Lakh Fifty Thousand only) with applicable tax plus reimbursement of related business expenses, at actuals, to M/s. Kishore Bhatia & Associates, cost accountants (Registration No. 00294), who were appointed by the Board of Directors of the Company, as cost auditors, to conduct audit of the cost records maintained by the Company, for the financial year ending 31 December 2019, be and is hereby ratified and approved.”

On behalf of the Board of Directors

Jayanta Chatterjee

Wholetime Director

DIN: 06986918

Place: Mumbai

Date: 8 April 2019

Registered Office:

**Technopolis Knowledge Park, Mahakali Caves Road,
Andheri (East), Mumbai - 400 093.**

IMPORTANT NOTES

- (1) An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Annual General Meeting (the "AGM" or "Meeting"), is annexed hereto.
- (2) In terms of the provisions of Section 105 of the Companies Act, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not more than fifty (50) Members and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument appointing proxy as per the format included in the annual report should be returned to the registered office of the Company not less than FORTY-EIGHT HOURS (48 hours) before the time for holding the meeting. A proxy form is annexed to this notice. Members may please note that a proxy does not have the right to speak at the meeting and can vote only on a poll. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
- (3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting along with specimen signature of the authorized representative attending the meeting.
- (4) In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (5) Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days, (except Saturdays and Sundays and public holidays) between 11.00 a.m. and 1.00 p.m. upto the date of the meeting.
- (6) In terms of Section 152 of the Companies Act, 2013, Mr. Omer Dormen (DIN 07282001) and Ms. Rashmi Joshi (DIN 06641898), retire by rotation at this meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommend their re-appointments. Details of Directors proposed to be re-appointed as required in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, are annexed to the notice.
- (7) In terms of Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Company would be transferring the final dividend and corresponding shares for the financial year ended 31 December 2011 and the interim dividend and corresponding shares for the financial year ended 31 December 2012 on or before 21 June 2019 and 20 September 2019 respectively. Members are requested to ensure that they claim the dividends referred above, before it is transferred to the IEPF. Due dates for transfer of unclaimed dividend and unclaimed shares to IEPF are provided in the report on corporate governance.
- (8) The Company has uploaded information of unclaimed dividends as on date of the 40th Annual General Meeting held on 3 May 2018, on the websites of the IEPF viz. www.iepf.gov.in and of the Company (https://www.castrol.com/en_in/india/investors/statement-of-unclaimed-dividend-and-shares.html). Further, the Company has also uploaded on its website, a list of unclaimed interim dividend for the financial year ended 31 December 2018.
- (9) Members can send their requests, if any, to investorrelations.india@castrol.com and rnt.helpdesk@linkintime.co.in.
- (10) Members are requested to send their queries, if any, on annual report, to the Company Secretary & Compliance Officer, not less than 7 days before the date of Meeting, so that the requisite information/explanations can be provided in time.
- (11) The register of members and share transfer books will remain closed from 11 May 2019 to 15 May 2019 (both days inclusive) for determining names of members eligible for final dividend on equity shares, if declared at the meeting.

- (12) Final dividend on equity shares, if declared at the meeting, will be credited / dispatched on or before 14 June 2019 to those members whose names shall appear on the Company's register of members as on book closure date.
- (13) Members holding shares in electronic form are requested to intimate immediately, any change in their address or bank mandates to their depository participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its registrar and share transfer agent, Link Intime India Private Limited.
- (14) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its registrar and share transfer agent, Link Intime India Private Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant of the Members.
- (15) Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail ID either with the Company or with the depository participant(s). Members who have not registered their e-mail IDs so far are requested to register their e-mail ID so that they can receive the annual report and other communications from the Company electronically. Members holding shares in demat form are requested to register their e-mail ID with their depository participant(s) only. Members of the Company, who have registered their e-mail ID, are entitled to receive such communications in physical form upon request.
- (16) The Notice of AGM, annual report and attendance slip are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the depository participant(s), unless the members have registered their request for a physical copy of the same. Physical copy of notice of AGM, annual report and attendance slip are being sent to those members who have not registered their e-mail IDs with the Company or depository participant(s). Members who have received the notice of AGM, annual report and attendance slip in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter to attend the AGM.
- (17) The annual report of the Company circulated to the members of the Company, will be made available on the Company's website at www.castrol.co.in and also on the website of BSE Limited and National Stock Exchange of India Limited.
- (18) As an austerity measure, copies of the Annual Report will not be distributed at the Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
- (19) Route Map showing directions to reach venue of the 41st AGM is provided as a part of this notice.

(20) **Voting Options**

Voting through electronic means:

The instructions for Members for e-voting are as under:

Step I: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step II: Cast your vote electronically on NSDL e-Voting system

Details on Step I is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| | |
|--|---|
| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. Now, you will have to click on "Login" button. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

II Voting at AGM

Members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements for voting at the AGM Venue.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to castrolagm2018@sarafandassociates.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- IV. Members, whose names appear in the Register of Members/List of Beneficial Owners as on 8 May 2019 ("cut-off date") are entitled to vote on the resolutions set forth in this Notice.
- V. The remote e-voting period will commence at 9.00 a.m. (IST) on 11 May 2019 and will end at 5.00 p.m. (IST) on 14 May 2019. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8 May 2019 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- VI. The voting rights of members shall be in proportion to their shareholding(s) on the paid up equity share capital of the Company as on the cut-off date of 8 May 2019.
- VII. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8 May 2019 may obtain the login ID and password by sending an email to investorrelations.india@castrol.com or rnt.helpdesk@linkintime.co.in or evoting@nsdl.co.in by mentioning their Folio No./DP ID and Client ID No. However, if they are already registered with NSDL for remote e-voting, then they can use their existing user ID and password for casting a vote. If they forget the password, they can reset the password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.

- X. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting facility shall also be made available to those members who attends the Annual General Meeting and have not already cast their vote by remote e-voting.
- XI. Mr. K. G. Saraf, Proprietor of Saraf and Associates, Company Secretaries (CP No. 642) has been appointed as the scrutinizer to scrutinize the remote e-voting and voting process at AGM in a fair and transparent manner.
- XII. The scrutinizer shall, immediately after the conclusion of voting at Annual General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 2 days of conclusion of the meeting submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- XIII. The results along with the scrutinizer's report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited and National Stock Exchange of India Limited.

On behalf of the Board of Directors
Jayanta Chatterjee
Wholetime Director
DIN: 06986918

Place: Mumbai

Date : 8 April 2019

Registered Office:

**Technopolis Knowledge Park, Mahakali Caves Road,
Andheri (East), Mumbai - 400 093.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board, on recommendation of the Audit Committee, has approved at its meeting held on 30 January 2019, the appointment of M/s. Kishore Bhatia & Associates, cost accountants, (Registration No. 00294), as cost auditors to conduct the audit of the cost records of the Company, at a remuneration of INR 3,50,000/- plus taxes and out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the notice, for ratification of remuneration payable to the cost auditors for the financial year ending 31 December 2019.

None of the Directors or the Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends passing of the resolution as set out under Item No. 5 as an ordinary resolution for approval by the members.

For Castrol India Limited
Jayanta Chatterjee
Wholetime Director
DIN: 06986918

Place: Mumbai

Date : 8 April 2019

Registered Office:

**Technopolis Knowledge Park, Mahakali Caves Road,
Andheri (East), Mumbai - 400 093.**

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 41st ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND (SS – 2 SECRETARIAL STANDARDS ON GENERAL MEETINGS):

| Name of Director | Mr. Omer Dormen | Ms. Rashmi Joshi |
|--|--|---|
| Director Identification Number (DIN) | 07282001 | 06641898 |
| Date of appointment | 12 October 2015 | 1 August 2013 |
| Age | 57 years | 52 years |
| Qualifications | Business Graduate from North London University | Chartered Accountant and Company Secretary |
| Expertise in specific functional areas | Following his graduation in 1985, Mr. Dormen joined Turcpetrol in Turkey and worked in various sales and marketing roles with a range of responsibilities for lubricants, fuels and LPG businesses. In 1991 he became the Sales and Marketing Director of the Joint Venture of Castrol and Turcpetrol before becoming the Chief Executive of the newly established Castrol Company in Turkey and was responsible for setting up the business. Following BP's acquisition of Castrol, he became the Performance Unit Leader for Turkey and managed the integration of the two businesses. Omer has over 30 years of experience in strategic planning and business management in a variety of international roles. | With more than 26 years of experience in finance function working for FMCG, Pharmaceutical, Consumer durable and Lubricants businesses, at Castrol India Limited. Ms. Rashmi Joshi has been responsible for leading India finance team, transformation of finance processes, business partnering by actively contributing in delivery of plans, improving key performance ratios, shaping country strategy for India and South Asia, risk management. |
| Directorship Details | 1. Castrol India Limited | 1. Castrol India Limited 2. Thirdware Solutions Limited 3. Godrej Industries Limited |
| Membership/ Chairmanship of Committee of other Boards | Stakeholders' Relationship Committee 1. Castrol India Limited | Stakeholders' Relationship Committee 1. Castrol India Limited Audit Committee 1. Thirdware Solutions Limited - Chairperson |
| Shareholding in Castrol India Limited | NIL | NIL |

ROUTE MAP FOR THE VENUE OF THE 41ST AGM OF CASTROL INDIA LIMITED



Landmark: Opposite Mantralaya

Distance from Churchgate Station: around 2 km

Distance from Chatrapati Shivaji Terminus: around 4 km