

Castrol India Limited
CIN L23200MH1979PLC021359
Technopolis Knowledge Park,
Mahakali Caves Road,
Chakala, Andheri (East),
Mumbai - 400 093.

Tel: (022) 6698 4100
Fax: (022) 6698 4101
<https://www.castrol.com/en in/india.html>
Customer Service Toll Free No. : 1800 222 100 / 1800 209 8100



26 March 2018

To,
The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip Code: 500870

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Plot No. C/1, 'G' Block
Bandra (East), Mumbai 400051
Symbol : CASTROLIND

Dear Sir/Madam,

Subject: Result of postal ballot and e-voting process

This has reference to our letter dated 22 February 2019, enclosing the postal ballot notice dated 30 January 2019, along with the explanatory statement seeking the consent of members of the Company by way of ordinary and special resolutions vide postal ballot / e-voting process.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the undersigned has declared the results of the postal ballot today i.e. on 26 March 2019 at the registered office of the Company. All the resolutions have been passed by the members of the Company by requisite majority.

Please find enclosed the results of the postal ballot / e-voting process along with the scrutinizer's report.

Please take the above on record.

Thanking You,

Yours faithfully,
For Castrol India Limited

Jayanta Chatterjee
Wholetime Director – Supply Chain



Encl: As above

Report of Scrutinizer on
E-Voting and Postal Ballot Process
Castrol India Limited
(L23200MH1979PLC021359)

Scrutinizer:
K.G.Saraf
Saraf and Associates
(Company Secretaries)
423 Hind Rajasthan Building,
95 Dadasaheb Phalke Road,
Dadar East, Mumbai 400014
Ph – 022-24130371/24153887
Mob – 9820320072/ 9773393877
E-mail – kamalax_saraf@hotmail.com
kgsaraf@sarafandassociates.com
Website – www.sarafandassociates.com

SARAF & ASSOCIATES

COMPANY SECRETARIES

www.sarafandassociates.com

423, Hind Rajasthan Building, 95, Dadasaheb Phalke Road, Dadar (East), Mumbai - 400 014.

☎ (022) 2413 0371 / 2415 3887 ☎ +91 98203 20072 ✉ kamalax_saraf@hotmail.com

Date 26/03/2019

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

Sub: Scrutinizers Report on E-Voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014

Dear Sir,

I, K.G.Saraf, Practicing Company Secretary, Proprietor of Saraf and Associates Company Secretaries, Mumbai, appointed as the Scrutinizer by the Board of Directors of Castrol India Limited vide resolution dated 30.01.2019 pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, for scrutinizing the process of E-voting and Postal Ballot process in a fair and transparent manner, hereby submit my report as under.

- The Management of the Company assumes complete responsibility of ensuring compliance of Sections 108 & 110 of the Companies Act, 2013, read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as may be necessary and the Listing Obligation Disclosure Requirements, 2015 relating to voting through electronic means and Postal Ballot process.
- The Notice dated 30th January, 2019 along with the Explanatory Statement under Section 102 of the Act and the Postal Ballot forms were dispatched by 22nd February, 2019 along with postage prepaid business reply envelope to the members whose name(s) appeared on the register of members of the Company / list of beneficiaries as on the cut-off date 1st February, 2019 who were entitled to vote on the proposed resolution number 1 to 5 as set out in the notice of the Postal Ballot.
- The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting E-voting by the Shareholders of the Company.



- The voting commenced on Saturday, 23rd February, 2019 at 9.00 A.M (IST) and ended on Monday, 25th March, 2019 at 5.00 P.M (IST) for both Physical ballots as well as for E-voting platform.
- On Monday, 25th March, 2019 at 5.00 P.M (IST) the National Securities Depository Limited (NSDL) e-voting platform was blocked and the votes cast under e-voting facility were then unblocked forthwith in the presence of two witnesses not being in the employment of the Company. 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 castrolpb2019@sarafandassociates.com , 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.
- The Postal Ballot Forms received were opened from time to time and the last lot was opened on Monday, 25th March, 2019 after 5.00 P.M (IST) which were duly scrutinized. The same were reconciled with the records maintained by the R&T Agent and the authorizations / power of attorney etc. lodged thereof. The Postal Ballots were also scrutinized for the purpose of eliminating duplicate voting's. Postal Ballot forms received after 5.00 P.M (IST) on Monday, 25th March, 2019 were not taken into consideration for the purpose of my scrutiny.
- Based on Postal Ballot forms received and duly scrutinized and based on the data downloaded from the official website of National Securities Depository Limited (NSDL) for the E-Voting process, we now submit combined report on E-voting and Postal Ballot as under:



Item No 1. Re-appointment of Mr. Omer Dormen (DIN: 07282001) as the Managing Director of the Company for a period of 1 (one) year effective 12 October 2018.**E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	1,397	236,172,276
Less: Total Number of Invalid Votes	21	14,022,123
Total Number of Valid Votes (A)	1,376	222,150,153

Postal Ballot

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Postal Ballot Forms	1,203	505,979,487
Less: Total Number of Invalid Votes	124	228,441
Total Number of Valid Votes (B)	1079	505,751,046

Remote E-Voting and Postal Ballot (Combined)

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Postal Ballot	2600	742,151,763
Less: Total Number of Invalid Votes	145	14,250,564
Total Number of Valid Votes (A+B)	2455	727,901,199

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	1,272	221,989,469	99.9277
Postal Ballot	1,042	505,717,826	99.9934
Combined	2,314	727,707,295	99.9734

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	104	160,684	0.0723
Postal Ballot	37	33,220	0.0066
Combined	141	193,904	0.0266

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

Reason for Invalidation	Number of Votes	Number of Shares
B.R/Power of Attorney/Authority letter not Received	21	14,022,123
Total (I)	21	14,022,123

Postal Ballot.

No Votes Cast	9	5,553
Invalid Signature	115	222,888
Total (II)	124	228,441
Total (Combined) (I+II)	145	14,250,564



Item No 3. To confirm appointment of Mr. S. M. Datta (DIN: 00032812) as an Independent Director, up to 30 September 2019 pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

E-Voting.

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	1,394	236,219,334
Less: Total Number of Invalid Votes	21	14,022,123
Total Number of Valid Votes (A)	1,373	222,197,211

Postal Ballot

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Postal Ballot Forms	1,203	505,980,384
Less: Total Number of Invalid Votes	139	235,812
Total Number of Valid Votes (B)	1064	505,744,572

Remote E-Voting and Postal Ballot (Combined)

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Postal Ballot	2597	742,199,718
Less: Total Number of Invalid Votes	160	14,257,935
Total Number of Valid Votes (A+B)	2437	727,941,783

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	1,220	200,774,824	90.3588
Postal Ballot	1,031	505,727,075	99.9965
Combined	2,251	706,501,899	97.0547

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	153	21,422,387	9.6412
Postal Ballot	33	17,497	0.0035
Combined	186	21,439,884	2.9453

3. Invalid Votes

Remote E-Voting.

Reason for Invalidation	Number of Votes	Number of Shares
B.R/Power of Attorney/Authority letter not Received	21	14,022,123
Total (I)	21	14,022,123

Postal Ballot.

No Votes Cast	24	12,924
Invalid Signature	115	222,888
Total (II)	139	235,812
Total (Combined) (I+II)	160	14,257,935



Item No 4. Appointment of Ms. Sangeeta Talwar (DIN: 00062478) as an Independent Director of the Company.**E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	1,381	235,719,275
Less: Total Number of Invalid Votes	21	14,022,123
Total Number of Valid Votes (A)	1,360	221,697,152

Postal Ballot

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Postal Ballot Forms	1,203	505,979,540
Less: Total Number of Invalid Votes	141	238,750
Total Number of Valid Votes (B)	1062	505,740,790

Remote E-Voting and Postal Ballot (Combined)

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means and Postal Ballot	2584	741,698,815
Less: Total Number of Invalid Votes	162	14,260,873
Total Number of Valid Votes (A+B)	2422	727,437,942

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	1,235	220,488,286	99.4547
Postal Ballot	1,030	505,711,259	99.9942
Combined	2,265	726,199,545	99.8298

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	125	1,208,866	0.5453
Postal Ballot	32	29,531	0.0058
Combined	157	1,238,397	0.1702

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

Reason for Invalidation	Number of Votes	Number of Shares
B.R/Power of Attorney/Authority letter not Received	21	14,022,123
Total (I)	21	14,022,123

Postal Ballot.


No Votes Cast	26	15,862
Invalid Signature	115	222,888
Total (II)	141	238,750
Total (Combined) (I+II)	162	14,260,873

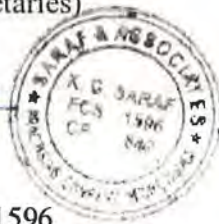


- The aforesaid combined report is computed on the basis of Acceptance and Rejection as annexed herewith, which forms an integral part of this Report.
- Pursuant to Section 110 of the Companies Act, 2013 and rules framed thereunder, the electronic data along with the Postal Ballot forms and all other relevant records relating to the e-voting and the Postal Ballot received shall be under my safe custody and will be handed over to the Company for preserving the same safely, after the Chairman signs the Minutes.
- You may accordingly declare the result of voting.

Thanking you,

For Saraf and Associates
(Company Secretaries)


Kamalax G Saraf



Membership No : 1596
COP No : 642

Date: 26.03.2019
Place: Mumbai

7. The Postal Ballot 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 the Shareholder has voted both in e-Voting and Postal Ballot, then Voting done through e-Voting has been considered and voting done through Postal Ballot has not been considered.

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 castrolpb2019@sarafandassociates.com , 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 invalid.



Castrol India Limited

Resolution Required : (Ordinary)		1 - Re-appointment of Mr. Omer Dormen (DIN: 07282001) as the Managing Director of the Company for a period of 1 (one) year effective 12 October 2018.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	504452416	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		504452416	100.0000	504452416	0	100.0000	0.0000
	Total		504452416	100.0000	504452416	0	100.0000	0.0000
Public Institutions	E-Voting	276526436	208451131	75.3820	208451131	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		208451131	75.3820	208451131	0	100.0000	0.0000
Public Non Institutions	E-Voting	208143532	13699022	6.5815	13538338	160684	98.8270	1.1730
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1298630	0.6239	1265410	33220	97.4419	2.5581
	Total		14997652	7.2054	14803748	193904	98.7071	1.2929
Total		989122384	727901199	73.5906	727707295	193904	99.9734	0.0266

For Castrol India Limited



Wholetime Director



Castrol India Limited

Resolution Required : (Ordinary)

2 - Re-appointment of Ms. Rashmi Joshi (DIN: 06641898) as Wholetime Director of the Company for a period of 5 (five) years effective 1 August 2018.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	504452416	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		504452416	100.0000	504452416	0	100.0000	0.0000
	Total		504452416	100.0000	504452416	0	100.0000	0.0000
Public Institutions	E-Voting	276526436	208451131	75.3820	208229552	221579	99.8937	0.1063
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		208451131	75.3820	208229552	221579	99.8937	0.1063
Public Non Institutions	E-Voting	208143532	13697207	6.5807	13550546	146661	98.9293	1.0707
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1299153	0.6242	1246221	52932	95.9257	4.0743
	Total		14996360	7.2048	14796767	199593	98.6691	1.3309
Total		989122384	727899907	73.5905	727478735	421172	99.9421	0.0579

For Castrol India Limited



Wholetime Director



Castrol India Limited

Resolution Required : (Special)		3 - To confirm appointment of Mr. S. M. Datta (DIN: 00032812) as an Independent Director, up to 30 September 2019 pursuant to Regulation 1(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	504452416	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		504452416	100.0000	504452416	0	100.0000	0.0000
	Total		504452416	100.0000	504452416	0	100.0000	0.0000
Public Institutions	E-Voting	276526436	208451131	75.3820	192758367	15692764	92.4717	7.5283
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		208451131	75.3820	192758367	15692764	92.4717	7.5283
Public Non Institutions	E-Voting	208143532	13746080	6.6041	8016457	5729623	58.3181	41.6819
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1292156	0.6208	1274659	17497	98.6459	1.3541
	Total		15038236	7.2249	9291116	5747120	61.7833	38.2167
Total		989122384	727941783	73.5947	706501899	21439884	97.0547	2.9453

For Castrol India Limited


 Wholetime Director



Castrol India Limited

Resolution Required : (Ordinary)

4 - Appointment of Ms. Sangeeta Talwar (DIN: 00062478) as an Independent Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	504452416	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		504452416	100.0000	504452416	0	100.0000	0.0000
	Total		504452416	100.0000	504452416	0	100.0000	0.0000
Public Institutions	E-Voting	276526436	208004598	75.2205	206954598	1050000	99.4952	0.5048
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		208004598	75.2205	206954598	1050000	99.4952	0.5048
Public Non Institutions	E-Voting	208143532	13692554	6.5784	13533688	158866	98.8398	1.1602
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1288374	0.6190	1258843	29531	97.7079	2.2921
	Total		14980928	7.1974	14792531	188397	98.7424	1.2576
Total		989122384	727437942	73.5438	726199545	1238397	99.8298	0.1702

For Castrol India Limited


 Wholetime Director



Castrol India Limited

Resolution Required : (Ordinary)

5 - Approval for payment of royalty to Castrol Limited, UK, Promoter Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	504452416	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0	0.0000
Public Institutions	E-Voting	276526436	202907375	73.3772	173591204	29316171	85.5519	14.4481
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		202907375	73.3772	173591204	29316171	85.5519	14.4481
Public Non Institutions	E-Voting	208143532	13753027	6.6075	12938138	814889	94.0748	5.9252
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1281557	0.6157	1189732	91825	92.8349	7.1651
	Total		15034584	7.2232	14127870	906714	93.9691	6.0309
Total		989122384	217941959	22.0339	187719074	30222885	86.1326	13.8674

For Castrol India Limited



Wholetime Director

