

**NOTICE OF THE MEETING**

Notice is hereby given that the Thirty fourth Annual General Meeting of the Members of Castrol India Limited will be held at Birla Matushri Sabhagar, Marine Lines, Mumbai 400 020 on Monday, 16th April, 2012 at 3.30 p.m. to transact the following business.

1. To receive and adopt the Directors' Report and the Audited Profit and Loss Account for the year ended 31st December, 2011 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To declare a Final Dividend on 24,72,80,596 Equity Shares for the year ended 31st December, 2011.
3. To appoint a Director in place of Mr. S. M. Datta who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. R. Kirpalani who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification, the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT S. R. Batliboi & Co., Chartered Accountants, be and are hereby appointed Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT the remuneration payable together with the out-of-pocket expenses, if any, and the installments in which the remuneration is payable to the Auditors shall be such as shall be mutually agreed upon between the Board of Directors and the Auditors.

**AS SPECIAL BUSINESS:**

6. To appoint a Director in place of Mr. Uday Khanna who vacates office at this Annual General Meeting and being eligible, offers himself for re-appointment.

**NOTES:**

1. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect to the business under Item No. 6 is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
3. The Register of Members and Share Transfer Books will remain closed from Wednesday, 4th April, 2012 to Monday, 16th April, 2012 (both days inclusive).
4. Shareholders are requested to address all correspondence in relation to share matters to the Company's Registrars and Share Transfer Agents, TSR Darashaw Ltd. (TSR) (formerly Tata Share Registry Limited) at the following address:  
 TSR Darashaw Limited  
 Unit: Castrol India Limited  
 6-10, Haji Moosa Patrawala  
 Industrial Estate  
 20, Dr. E. Moses Road  
 Mahalaxmi  
 Mumbai 400 011.  
 Tel. No. 6656 8484  
 Fax No. 6656 8494 / 6656 8496
5. The dividend declared at the Meeting will be made payable on 3rd May, 2012 in respect of

shares held in physical form to those members who are entitled to the same and whose names appear in the Register of Members of the Company after giving effect to all valid share transfers lodged with the Company/TSR at the close of business hours on 3rd April, 2012 and in respect of shares held in the electronic form to those "Deemed Members" whose names appear in the Statement of Beneficial Ownership furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).

6. Members holding shares in physical form are requested to notify change of address, if any, to TSR on or before 4th April, 2012 and those who hold shares in dematerialized form are requested to notify to their Depository Participants their change in address.
7. Shareholders can register their complaints, if any on an exclusive e-mail ID viz. [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com) which has been designated for the said purpose.
8. The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance allowing paperless compliance by Companies through electronic mode. Taking advantage of this Green Initiative of the MCA, your Company has decided to send all correspondence like notices of general meetings, abstracts, audited financial statements (Annual Report) through electronic means to the Registered e-mail addresses of the shareholders made available to the Company. Please note that the said documents would be available on the Company's website [www.castrol.co.in](http://www.castrol.co.in) from where it can be downloaded by the shareholders. In case you desire to receive the above mentioned documents in physical form you are requested to send an e-mail to [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com)
9. Please note that you are entitled to receive the documents mentioned in Sr. No. 8 free of cost upon a requisition from you as a member of the Company. Members holding shares in the dematerialized form who wish to receive the above mentioned documents in electronic form and who have so far not registered their e-mail ID may do so with their concerned Depository Participant. Members holding shares in the physical form who wish to receive the above mentioned documents in the electronic form are requested to register their e-mail ID with TSR the Registrar & Share Transfer Agents of the Company.
10. In terms of Sections 205A and 205C of the Companies Act, 1956, 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. Accordingly, the Company would be transferring the Final Dividend 2004 and the Interim Dividend for the year ended 31st December, 2005 on or before 23rd May, 2012 & 22nd August, 2012 respectively. Shareholders are requested to ensure that they claim the dividends referred to above, before it is transferred to the said Fund.
11. Shareholders to note that TSR would be mandatorily printing on the dividend warrants as advised by the Securities and Exchange Board of India the shareholders' bank account details. Those shareholders who hold shares in the physical form and have not furnished their bank account details may furnish the same to TSR on or before 4th April, 2012.

Members who hold shares in dematerialized form must give instructions regarding their Bank account details to their Depository Participant. The Company or TSR shall not act on any request received directly from shareholders for changes in their bank account details.

Further, instructions given by shareholders for shares held in physical form would not be applicable to the dividend paid on shares also held in dematerialized form.

12. As required under the Revised Clause 49 IV G (i) of the Listing Agreement executed with the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited brief profiles of Directors are given in Annexure B to the Directors' Report.
13. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the Meeting.

14. Members are requested to affix their signature at the place provided on the attendance sheet annexed to the proxy form and hand over the slip at the entrance to the place of the Meeting.

By Order of the Board  
A. H. Mody  
Company Secretary

*Registered Office:*  
Technopolis Knowledge Park  
Mahakali Caves Road  
Andheri (East)  
Mumbai 400 093

*Mumbai*  
*Dated: 13th February, 2012*

**EXPLANATORY STATEMENT AS REQUIRED  
UNDER SECTION 173 OF THE COMPANIES ACT,  
1956**

**Item No. 6**

Mr. Uday Khanna was appointed with effect from 3rd January, 2012 as an Additional Director of the Company pursuant to Article 115 (a) of the Articles of Association of the Company. In accordance with Section 260 of the Companies Act, 1956 (the Act), Mr. Khanna would hold office up to the date of the ensuing Annual General Meeting of the Company. In terms of Section 257 of the Act, the Company has received a notice from a shareholder along with the requisite deposit signifying his intention to propose Mr. Khanna as a candidate for office of Director. Mr. Khanna has given his consent to act as a Director of the Company, if appointed, at the forthcoming Annual General Meeting.

The Board of Directors considers that it would be in the interest of the Company to avail of the services of Mr. Khanna as a Director of the Company and therefore recommend his appointment.

None of the Directors other than Mr. Khanna are concerned or interested in the passing of this Resolution.

By Order of the Board  
A. H. Mody  
Company Secretary

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