

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

Scrutinizer:
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SARAF & ASSOCIATES

COMPANY SECRETARIES

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Date 16/12/2017

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 07.11.2017 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 7th November, 2017 along with the Explanatory Statement under Section 102 of the Act and the Postal Ballot forms were dispatched by 15th November 2017 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 8th November 2017 who were entitled to vote on the proposed resolution number 1 & 2 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 Thursday, 16th November, 2017 at 9.00 A.M (IST) and ended on Friday, 15th December, 2017 at 5.00 P.M (IST) for both Physical ballots as well as for E-voting platform.
- On Friday, 15th December, 2017 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 castrolpb2017@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 Friday, 15th December, 2017, 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 Friday, 15th December, 2017 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:

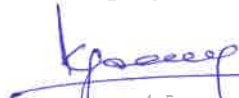


Item No 2. Change in Place of Keeping the Register of Members, Index of Members etc. (Special Resolution)			
E-Voting.			
Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)	
Total Votes received by Electronic means	1,202	117,295,196	
Less: Total Number of Invalid Votes	25	5,895,984	
Total Number of Valid Votes (A)	1,177	111,399,212	
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	1,783	254,030,484	
Less: Total Number of Invalid Votes	354	433,596	
Total Number of Valid Votes (B)	1429	253,596,888	
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	2985	371,325,680	
Less: Total Number of Invalid Votes	379	6,329,580	
Total Number of Valid Votes (A+B)	2606	364,996,100	
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	1,136	111,345,795	99.9520
Postal Ballot	1,400	253,562,096	99.9863
Combined	2,536	364,907,891	99.9758
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	41	53,417	0.0480
Postal Ballot	29	34,792	0.0137
Combined	70	88,209	0.0242
3. Invalid Votes			
Remote E-Voting.			
Reason for Invalidation	Number of Votes	Number of Shares	
Board Resolution/Power of Attorney/Authority letter not Received	25	5,895,984	
Total (I)	25	5,895,984	
Postal Ballot			
No Votes Cast	211	262,861	
Invalid Signature	137	156,903	
Board Resolution/Power of Attorney/Authority letter not Received	6	13,832	
Total (II)	354	433,596	
Total (Combined) (I+II)	379	6,329,580	



- 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,
Yours faithfully,
For Saraf and Associates
(Company Secretaries)


Kamalax G Saraf



Membership No : 1596
COP No : 642

Date: 16.12.2017
Place: Mumbai

Annexure

A. Basis of Acceptance

I. Postal Ballot papers

1. The assent or dissent has been given by any other mark, the Postal Ballot paper has been considered.
2. Where the Joint shareholder(s) has/ have signed the Postal Ballot 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 Postal Ballot, then Voting done through e-Voting has been considered and Voting done through Postal Ballot 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. Postal Ballot papers.

1. Envelopes containing Postal Ballot Forms received after 15th December, 2017, 5.PM (IST) was not taken into consideration for the purpose of my scrutiny.
2. Shareholder has not put any mark on either assent or dissent.
3. Postal Ballot paper is not signed.
4. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Postal Ballot papers.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. In case where a Postal Ballot paper has been signed by Authorised Signatory / Power of Attorney Holder but certified true copy of Board Resolution / Power of Attorney / Letter of Authority is not provided to the Company/ Registrar and Share Transfer Agent.



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 castrolpb2017@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.

