

NOTICE

CASTROL INDIA LIMITED

CIN: L23200MH1979PLC021359

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

Website: www.castrol.co.in

Email Id: investorrelations.india@castrol.com

Tel: +91 22 7177 7111 **Fax:** +91 22 6698 4101

NOTICE is hereby given that the Forty Seventh (47th) Annual General Meeting of the shareholders of Castrol India Limited will be held on **Tuesday, 25 March 2025 at 2:30 P.M.** Indian Standard Time ('IST') through Video Conferencing facility / Other Audio Visual Means ('VC/OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 December 2024 and the reports of the Board of Directors and the Statutory Auditors thereon.
2. To declare final dividend of ₹9.5 per equity share (which includes a special dividend of ₹4.5 per equity share) for the financial year ended 31 December 2024.
3. To appoint a Director in place of Mr. Saugata Basuray (DIN: 09522239), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To ratify the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No.: 00294), for the financial year ending 31 December 2025 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, the shareholders of the Company do hereby ratify the remuneration of ₹4,50,000 (Rupees Four Lakhs Fifty Thousand Only) in addition to applicable taxes and reimbursement of related business expenses, at actuals, to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm 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 2025."

5. To consider and appoint Ms. Nisha Trivedi (DIN: 10937145) as Non-Executive Nominee Director of the Company and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, of the Act, and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Articles of Association of the Company, Nomination letter received from Castrol Limited (UK), Promoter of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company; Ms. Nisha Trivedi (DIN: 10937145), be and is hereby appointed as Non-Executive Nominee Director of the Company with effect from 3 February 2025, whose office shall be liable to retire by rotation pursuant to the provisions of the Act.

RESOLVED FURTHER THAT the Directors and the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

On behalf of the Board of Directors

Hemangi Ghag

Company Secretary & Compliance Officer
Membership No.: FCS 9329

Place : Mumbai

Date : 3 February 2025

Registered Office:

Technopolis Knowledge Park,
Mahakali Caves Road,
Andheri (East), Mumbai – 400 093

NOTES:

1. The Ministry of Corporate Affairs, Government of India ('MCA') has vide its circular no. 9/2024 dated 19 September 2024, read with general circulars no. 14/2020 dated 8 April 2020, no. 17/2020 dated 13 April 2020, no. 20/2020 dated 5 May 2020 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') has vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 read with its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 (collectively referred to as 'SEBI Circulars'), permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing facility / Other Audio Visual Means ('VC/OAVM'), on or before 30 September 2025, without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA & SEBI Circulars, the 47th AGM of the Company is being held through VC/OAVM.
 2. The Company has availed the services of Central Depository Services (India) Limited ('CDSL') for conducting the AGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.
 3. An Explanatory Statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM and the details of the Directors proposed to be appointed / re-appointed as required in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings ('Secretarial Standards - 2') issued by The Institute of Company Secretaries of India, is annexed hereto.
 4. Pursuant to the provisions of the Act, a shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a shareholder of the Company. As this AGM is being held through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice.
 5. The meeting shall be deemed to be held at the registered office of the Company at Technopolis Knowledge Park, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.
 6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at investorrelations.india@castrol.com.
 7. Pursuant to Sections 101 and 136 of the Act read with the relevant rules made thereunder and Regulation 36 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024, companies can send Annual Reports and other communications through electronic mode to those shareholders who have registered their email id either with the Company or with the Depository Participant(s). Accordingly, the Annual Report containing financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), and such statements including the Notice of 47th AGM are being sent through electronic mode to those shareholders whose email id is registered with the Company or the Depositories. Physical copy of the Annual Report shall be sent to those shareholders who request for the same.
 8. The Notice and Annual Report will also be available on the website of the Company https://www.castrol.com/en_in/india/home/investors/annual-reports.html, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
 9. The recorded transcript of the AGM will be hosted on the website of the Company.
 10. Shareholders, who have not registered their email id are requested to register the same in the following manner:
 - For shares held in physical form - By sending an email to KFin Technologies Limited, Registrar and Share Transfer Agent ('RTA') at einward.ris@kfintech.com.
 - For shares held in demat form – By contacting their respective Depository Participant(s).
- Please note that registration of email id and mobile number is now mandatory while voting electronically and joining virtual meetings.

11. Pursuant to the provisions of Section 72 of the Act read with the rules made thereunder and in terms of SEBI Circulars, shareholders holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Shareholders holding shares in physical form may avail this facility by sending a nomination in the prescribed Form SH-13 to the RTA. The said form is available on the Company's website and can be downloaded using the weblink https://www.castrol.com/en_in/india/home/investors/information-for-shareholders.html.

Further, if shares are held in dematerialized form, shareholders can contact their respective Depository Participant(s) to update their nomination details.

12. In terms of the SEBI Listing Regulations, effective 1 April 2019, securities of listed companies can now only be transferred in dematerialized form, so the shareholders are advised to dematerialize shares held by them in physical form.
13. To prevent fraudulent transactions, shareholders are advised to exercise due diligence and notify the RTA / Depository Participant of any change in address or demise of any shareholder as soon as possible. The shareholders are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. SEBI has through relevant circulars issued in this regard, mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email id, mobile number, bank account details) and nomination details by shareholders holding securities in physical form. In view of the same, concerned shareholders are requested to furnish the requisite documents/information to the RTA at the earliest. Any service requests or complaints received from the shareholder, will not be processed by RTA till the aforesaid details/documents are provided to RTA. Dividend payments in respect of such folios wherein PAN or KYC details are not available shall only be made electronically, upon registering all the required details. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at https://www.castrol.com/en_in/india/home/investors/information-for-shareholders.html.

Further, SEBI has vide its circular dated 25 January 2022 mandated listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange

of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, shareholders are requested to make service requests in prescribed Form ISR-4, as available on the Company's website at aforesaid link. The Company / RTA shall verify and process the investor service requests and thereafter issue a 'Letter of Confirmation' ('LOC') in lieu of physical share certificate(s). The LOC shall be valid for a period of one hundred and twenty days from the date of issuance within which the shareholder/claimant shall make a request to the Depository Participant for dematerialising the said shares. In case, the demat request is not submitted within the aforesaid period, the shares shall be credited to the Company's Suspense Escrow Demat Account.

15. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31 July 2023 (updated as on 4 August 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines and the process laid out therein, escalate the same through the SCORES portal. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ('ODR') portal. Shareholders are requested to take note of the same. The aforesaid SEBI circular can be viewed on the following link: https://www.castrol.com/en_in/india/home/investors/information-for-shareholders.html.
16. The Board has adopted Investor Grievance Redressal Policy, which outlines the grievance redressal framework of the Company and the same is available on the website on https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/investors/cil-investor-grievance-redressal-policy.pdf.
17. The RTA of the Company has launched a unified platform 'KPRISM' for the benefit of shareholders. KPRISM is a self-service portal / mobile based application that enables the shareholders to access their portfolios serviced by RTA, and check details like dividend status and make request for annual reports, change of address, update bank mandate, download standard forms, etc. The portal can be accessed at <https://kprism.kfintech.com>. For more assistance on KPRISM, shareholders may contact 040-67162222.

18. A Senior Citizens Investor Cell has been formed by the RTA to assist exclusively the senior citizens (above 60 years of age) in redressing their grievances, complaints and queries. The senior citizens wishing to avail this service can send the communication to senior.citizen@kfintech.com.

A dedicated toll-free number 1800 3094 006 is also provided for the convenience of the senior citizens.

19. Final dividend on equity shares, if declared at the meeting, will be credited / dispatched on or before 23 April 2025 to those shareholders whose names shall appear in the register of members of the Company as on record date i.e. **Tuesday, 18 March 2025**. Shareholders 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.

Dividend payments in respect of such folios wherein PAN or KYC details are not available shall only be made electronically, upon registering all the required details.

In the event the Company is unable to pay the dividend to any electronic shareholder directly in their bank accounts through Electronic Clearing Service or any other means, the Company shall dispatch the dividend demand draft to such shareholder, as soon as possible.

The Company, with the help of the RTA and the Depositories has dispatched reminders during the year to all shareholders who have not registered their KYC and other details, requesting them to update the same.

20. In terms of Section 124 of the Act, the amount of dividend remaining unpaid/unclaimed for a period of seven (7) years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, equity shares in respect whereof dividend remains unclaimed/unpaid for seven (7) consecutive years will also be transferred to the IEPF.

The due dates for transfer of unclaimed dividend and unclaimed shares to IEPF are provided in the report on Corporate Governance. Shareholders are requested to ensure that they claim the dividends and shares referred above, before they are transferred to the said fund by submitting their request on inward.ris@kfintech.com or investorrelations.india@castrol.com.

21. The Company has uploaded information of unclaimed dividends on the websites of the IEPF

viz. www.iepf.gov.in and of the Company https://www.castrol.com/en_in/india/home/investors/statement-of-unclaimed-dividend-and-shares.html. Further, the Company has also uploaded on its website, details of unclaimed interim dividend for the financial year ended 31 December 2024.

22. The shareholders, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form IEPF-5. The said form is available on MCA's website www.mca.gov.in.

Instructions for remote e-voting:

23. Any person, whose name is recorded in the register of members or in the register of beneficial owners (in case of electronic shareholding) maintained by the Depositories as on the **cut-off date, i.e. Tuesday, 18 March 2025** only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on **Friday, 21 March 2025 at 9:00 a.m. IST** and ends on **Monday, 24 March 2025 at 5:00 p.m. IST**. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.
24. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
25. Pursuant to the provisions of Section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
26. In order to increase the efficiency of the voting process, and pursuant to the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, the demat account holders, are provided a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ('ESPs'), thereby facilitating seamless authentication and convenience of participating in e-voting process.

27. The procedure for remote e-voting is as under:

A. The detailed process and manner for remote e-voting for individual shareholders holding securities in demat mode are explained herein below:

Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on 'Login' icon & 'My Easi New (Token)' tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there are links provided to access the system of all ESPs, so that the user can visit the ESPs website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on 'Login' & 'My Easi New (Token)' and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-Voting' under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 2) If the user is not registered for IDeAS e-services, option to register is available at https://eservices.nsd.com. Select 'Register Online for IDeAS' portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Individual shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
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Important note: Shareholders who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. 022-4886 7000 and 022-2499 7000.

B. Login method for e-voting and joining virtual meeting for shareholders holding shares in physical mode and non-individual shareholders holding shares in demat form:

- i. Shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on 'Shareholders' module.
- iii. Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID
 - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and click on 'Login'.
- v. If you are holding shares in dematerialised form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For shareholders holding shares in physical mode and non-individual shareholders holding shares in demat form	
PAN	Enter your 10 digital alpha-numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank Details field.

- vii. After entering these details appropriately, click on 'SUBMIT' tab.

- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - x. Click on the EVSN of 'CASTROL INDIA LIMITED'.
 - xi. On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to a resolution and option NO implies that you dissent to a resolution.
 - xii. Click on the 'RESOLUTIONS FILE LINK' if they wish to view the entire resolution details.
 - xiii. After selecting the resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
 - xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xv. You can also take a print of the votes cast by clicking on 'CLICK HERE TO PRINT' option on the voting page.
 - xvi. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
28. **Process for those shareholders whose email id are not registered with the Depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice:**
- i. For shareholders holding shares in physical form, please provide necessary details like folio no., name of shareholder, scanned copy

of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by email to Company/RTA at investorrelations.india@castrol.com or einward.ris@kfintech.com respectively.

- ii. For shareholders holding shares in dematerialized form, please update your email id and mobile no. with your respective Depository Participant.

Instructions for shareholders attending the AGM through VC/OAVM:

29. The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned in Note no. 27 for e-voting.
30. A person who is not a shareholder as on the cut-off date should treat this Notice of the AGM for information purpose only.
31. As per the provisions of the circulars, shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
32. The shareholders can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
33. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis but will not apply to large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc. who are allowed to attend the AGM without any restriction on account of first come first serve basis.
34. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVSN of Company will be displayed.
35. Further shareholders will be required to switch on the video facility and use internet connection with a good speed to avoid any disturbance during the meeting.
36. Please note that use of mobile hotspot on the device used for attending the meeting may affect the quality

of audio/video due to fluctuations in network. It is therefore recommended to use a stable Wi-Fi or LAN connection for a better virtual experience.

37. Shareholders who need assistance before or during the AGM or have any queries or issues regarding e-voting, can write an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.
38. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call 1800 21 09911.

Procedure to raise questions/seek clarifications with respect to Annual Report:

39. Shareholders are requested to send their questions mentioning their name, demat account number / folio number, email id, mobile number at investorrelations.india@castrol.com. Such questions by the shareholders shall be taken up during the meeting and replied suitably.
40. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number / folio number, email id, mobile number at investorrelations.india@castrol.com.
41. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
42. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM, depending on the availability of time.

Instructions for shareholders for e-voting during the meeting:

43. Procedure for e-voting on the day of the AGM is same as the remote e-voting as mentioned above.
44. Shareholders who have voted through remote e-voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
45. 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.

46. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the resolutions through remote e-voting and are not otherwise barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
47. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
48. For details of the person who may be contacted for any assistance regarding the e-voting facility on the day of the AGM, please refer Note no. 37 and 38.

Instructions for non-individual shareholders and custodians:

49. Institutional shareholders are encouraged to attend and vote at the AGM through VC/OAVM.
50. Non-individual shareholders (i.e. other than individuals, HUF, NRI, etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the 'Corporates' module.
51. A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
52. After receiving the login details a 'Compliance User' should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
53. The list of accounts linked in the login will be mapped automatically & can be delink in case of any erroneous mapping.
54. A scanned copy of the Board Resolution and Power of Attorney ('POA') which they have issued in favour of the custodian, if any, should be uploaded in pdf format in the system for the Scrutinizer to verify the same.
55. Alternatively, non-individual shareholders are required to send the relevant Board Resolution / Authority letter etc., to the Scrutinizer and to the Company at the email id viz. castrolagm2024@sarafandassociates.com and investorrelations.india@castrol.com respectively if they have voted from individual tab & not uploaded

same in the CDSL e-voting system for the Scrutinizer to verify the same.

Voting Results:

56. 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 e-voting during the meeting in a fair and transparent manner.
57. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairperson or a person authorized by him, within 2 (two) working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
58. The results declared along with the report of the Scrutinizer shall be placed on the website of the

Company at https://www.castrol.com/en_in/india/home/investors/general-meeting.html and on the website of CDSL at www.evotingindia.com immediately after the declaration of results by the Chairperson or any person authorized by them. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

59. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. **Tuesday, 25 March 2025.**

On behalf of the Board of Directors

Hemangi Ghag

Company Secretary & Compliance Officer
Membership No.: FCS 9329

Place : Mumbai

Date : 3 February 2025

Registered Office:

Technopolis Knowledge Park,
Mahakali Caves Road,
Andheri (East), Mumbai – 400 093

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4 – To consider and ratify the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants for the financial year ending 31 December 2025.

The Board of Directors, at its meeting held on 3 February 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, (Firm Registration No.: 00294), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company, at a remuneration of ₹4,50,000 (Rupees Four Lakhs Fifty Thousand only) plus taxes and out-of-pocket expenses at actuals.

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 shareholders of the Company. Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice, for ratification of remuneration payable to the Cost Auditors for the financial year ending 31 December 2025.

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 of Directors recommends passing of the resolution as set out under item no. 4 as an ordinary resolution for approval by the shareholders.

Item No. 5 – To consider and appoint Ms. Nisha Trivedi (DIN: 10937145) as Non-Executive Nominee Director of the Company.

The Board of Directors of the Company at its meeting held on 3 February 2025 based on the recommendation of the Nomination and Remuneration Committee and nomination letter received from Castrol Limited (UK), Promoter of the Company, appointed Ms. Nisha Trivedi as Non-Executive Nominee Director of the Company with effect from the date of her obtaining DIN i.e. 3 February 2025, subject to the approval of the shareholders of the Company, in terms of Section 161 of the Companies

Act, 2013 ('the Act') and the Articles of Association of the Company. Ms. Nisha Trivedi will be liable to retire by rotation in order to comply with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received consent, declarations and confirmations from Ms. Trivedi with respect to her proposed appointment. Ms. Trivedi is not disqualified in terms of Section 164 of the Act and has given a declaration to that effect. Ms. Trivedi has confirmed that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Additional information in respect of Ms. Trivedi, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings ('Secretarial Standards – 2') issued by The Institute of Company Secretaries of India, is provided in 'Annexure I' and forms an integral part of this Notice.

The Board of Directors propose the appointment of Ms. Trivedi as Non-Executive Nominee Director of the Company and recommend the Ordinary Resolution as set out in item no. 5 of the Notice for approval of the shareholders.

Other than Ms. Nisha Trivedi and/or her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

On behalf of the Board of Directors

Hemangi Ghag

Company Secretary & Compliance Officer
Membership No.: FCS 9329

Place : Mumbai

Date : 3 February 2025

Registered Office:

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Mahakali Caves Road,
Andheri (East), Mumbai – 400 093

Annexure I

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 47TH ANNUAL GENERAL MEETING, PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS – 2:

Name of Director	Saugata Basuray	Nisha Trivedi
<p>Brief Profile along with experience and qualifications</p>	<p>Saugata Basuray heads Castrol India's B2C segment. He has over 25 years of experience in sales, marketing and business development. He joined Castrol India Limited as a Management Trainee in 1999, after earning his MBA from SIBM Pune and an Engineering degree from the University of Pune. He has worked on diverse assignments in India, UK and South East Asia. Prior to his current assignment Saugata has led Castrol's businesses in the Philippines and Indonesia.</p> <p>During his earlier stints in India, Saugata has undertaken diverse roles including Executive Assistant to the Managing Director of Castrol India and Head of Marketing.</p>	<p>Nisha Trivedi is the CFO for Castrol Limited, UK. With over 20 years of experience in finance, supply chain and trading across energy markets, Nisha Trivedi has built a career around driving commercial growth, transformative change, building high-performing teams and delivering results in complex, high-stakes environments. Her leadership is defined by strategic thinking, innovation and a deep commitment to inclusivity and diversity.</p> <p>Nisha began her career journey in 2003 at bp, where she took on various roles in bp's Trading & Shipping business, starting with commodity trading risk management in Chicago, US. Her ability to navigate market challenges and optimize risk strategies quickly led to leadership positions in financial and commercial roles across bp markets in US, UK and Asia comprising of oil, biofuels and low carbon trading. Her strategic insights helped guide bp's performance and growth target delivery during volatile market conditions.</p> <p>Nisha's recent roles in bp include CFO for Trading & Shipping division in Singapore (2019–2021) where she oversaw finance operations across five regional offices in Asia Pacific, managing global and diverse teams. Prior to assuming the role of CFO for Castrol, she was the Vice President of Renewables supply chain & procurement at bp responsible for the design, development and execution of supply chain and procurement capabilities for offshore, onshore renewables and hydrogen. She has played a key role in executing major procurement deals for wind, solar and hydrogen projects, building a team that's grown six folds in last two years. Her leadership has consistently focused on creating a culture of inclusivity while fostering innovation and growth in a rapidly changing energy landscape.</p> <p>Nisha holds a Bachelor of Science in finance from the University of Illinois and an MBA from the University of Chicago Booth School of Business. Her leadership</p>

Name of Director	Saugata Basuray	Nisha Trivedi
		has earned her recognition, including being named to Financial Times' Top 30 Future Leaders list (2019), receiving the NXTGen Future CFO Award (2023), and being a Fellow of the Forward Institute Fellowship program.
Director Identification Number (DIN)	09522239	10937145
Date of appointment on the Board	1 April 2022	3 February 2025
Date of Birth	8 October 1974	18 May 1980
Age	50 years	44 years
Expertise in specific functional areas	Sales & Marketing, Business Development, Lubricants and Strategy & Planning	Finance, Risk & Performance Management and Delivery
Directorship as on 31 December 2024	Castrol India Limited	-
Listed entities from which Director has resigned in last 3 years	NIL	-
Committee Membership in Castrol India Limited	NIL	1. Audit Committee - Member (w.e.f. 3 February 2025)
Committee Membership in other Companies as on 31 December 2024	NIL	-
Shareholding (including shareholding as a beneficial owner) in Castrol India Limited as on date	400 shares	-
Relationship with other Directors, KMPs	Not related to any Director or Key Managerial Personnel of the Company.	
Number of meetings attended during the year	FY 2024 – 6 out of 6	-
Terms and conditions of appointment / re-appointment and remuneration	Wholetime Director, liable to retire by rotation	Proposed to be appointed as Non-Executive Nominee Director with effect from 3 February 2025, liable to retire by rotation
Details of remuneration last drawn	Details of remuneration for FY 2024 has been provided in the Corporate Governance Report forming part of this Annual Report.	-
Details of proposed remuneration	Mr. Basuray will be entitled to such remuneration as approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and in line with the Policy of the Company and approval granted by the shareholders.	Ms. Trivedi is not entitled to any remuneration.

On behalf of the Board of Directors

Hemangi Ghag

Company Secretary & Compliance Officer
Membership No.: FCS 9329

Place : Mumbai

Date : 3 February 2025

Registered Office:

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