



**CASTROL INDIA LIMITED**

CIN: L23200MH1979PLC021359

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

Website: [https://www.castrol.com/en\\_in/india/home.html](https://www.castrol.com/en_in/india/home.html)

- E-mail Id: [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com)
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<b>E-voting starts on</b>	<b>E-voting ends on</b>
Thursday, 10 August 2023	Friday, 8 September 2023

**NOTICE OF POSTAL BALLOT**

Dear Members,

**NOTICE** is hereby given that pursuant to and in compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), read with General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021, No. 3/2022 dated 5 May 2022 and No. 11/2022 dated 28 December 2022 issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as the “MCA Circulars”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and pursuant to other applicable laws if any, the Special Resolution set out below is proposed for approval by the Members of the Company through Postal Ballot by remote e-voting process (“E-voting”).

An explanatory statement pursuant to the provisions of Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the Special Resolution setting out the material facts, along with instructions/procedure for E-voting is annexed for your consideration.

In accordance with the provisions of the MCA Circulars, Members can vote only through E-voting and hence physical copy of this Notice is not being sent to the Members. Accordingly, the Company has offered E-voting facility to the Members to cast their votes electronically and instructions regarding the same are provided in the Notes to this Postal Ballot Notice (“Postal Ballot Notice” or “Notice”). Members may note that the **E-voting commences on Thursday, 10 August 2023 from 9:00 a.m. IST and ends on Friday, 8 September 2023 at 5:00 p.m. IST**. Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast their vote **not later than 5:00 p.m. IST on Friday, 8 September 2023** to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail address. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to the Postal Ballot Notice.

The Board of Directors of the Company ("Board") at its meeting held on 31 July 2023, appointed Mr. K. G. Saraf, Proprietor of M/s. Saraf and Associates, Company Secretaries (COP No. 642), as the Scrutinizer for conducting the Postal Ballot through E-voting in a fair and transparent manner.

**SPECIAL BUSINESS:**

**Re-appointment of Ms. Sangeeta Talwar as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder read with Schedule IV to the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Sangeeta Talwar (DIN: 00062478), Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations, and being eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years from 23 July 2023 to 22 July 2028 (both days inclusive), not liable to retirement by rotation.

**RESOLVED FURTHER THAT** the Directors and/or 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** : 31 July 2023

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

## NOTES:

1. The Postal Ballot Notice is being sent only by electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 4 August 2023 (“Cut-off Date”)** and whose e-mail addresses are registered with the Company/Depositories.
2. Postal Ballot Notice will also be available on the Company’s website [https://www.castrol.com/en\\_in/india/home/investors/general-meeting.html](https://www.castrol.com/en_in/india/home/investors/general-meeting.html), websites of the Stock Exchanges i.e. BSE Limited (“BSE Limited”) and National Stock Exchange of India Limited (“NSE”) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Central Depository Services (India) Limited (“CDSL”) i.e. [www.evotingindia.com](http://www.evotingindia.com).
3. In accordance with Sections 108 and 110 of the Act read with the rules made thereunder and Regulation 44 of the SEBI Listing Regulations, the Company has engaged CDSL, an agency authorised by the Ministry of Corporate Affairs, to provide E-voting facility to its Members.
4. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the E-voting service facility arranged by CDSL. Members can vote only through E-voting and are requested to read the instructions on the same in serial no. 14 under the Notes to this Postal Ballot Notice. Members whose names appear in the Register of Members/List of Beneficial Owners **as on Friday, 4 August 2023** i.e. Cut-off Date, will be considered for the purpose of E-voting.
5. Non-individual Members (i.e., Institutional / Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Company and the Scrutinizer at [castrolpb2023@sarafandassociates.com](mailto:castrolpb2023@sarafandassociates.com) and [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com).
6. The Scrutinizer will submit his report to the Chairman or any one of the Key Managerial Personnel of the Company after completion of scrutiny of the E-voting. The results shall be declared at the registered office of the Company on or before **Tuesday, 12 September 2023** and communicated to BSE, NSE and CDSL, and will also be displayed on the website of the Company at [https://www.castrol.com/en\\_in/india/home/investors/general-meeting.html](https://www.castrol.com/en_in/india/home/investors/general-meeting.html) and CDSL at [www.evotingindia.com](http://www.evotingindia.com).
7. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for E-voting, i.e. **Friday, 8 September 2023**, as if it has been passed at a general meeting of the Members.
8. Relevant documents referred to in the Postal Ballot Notice shall be made available for inspection electronically by the Members in accordance with the applicable statutory requirements based on

the requests received at [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com) mentioning their name, Folio No./ DP ID and Client ID, until the last date for receipt of votes through E-voting.

9. Members, whose email address is not registered with the Company /RTA or with their respective Depository Participant(s) are requested to register their e-mail address in the following manner:
  - Members holding shares in physical form can register their e-mail id with the RTA by sending an e-mail to RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - Members holding shares in demat mode may update the email address through their respective Depository Participant(s).

Please note that registration of email address and mobile number is mandatory while voting electronically.

10. The Securities and Exchange Board of India (“SEBI”) has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1 January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1 October 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). 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](https://www.castrol.com/en_in/india/home/investors/information-for-shareholders.html).
11. In order to increase the efficiency of the voting process and in terms with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, Demat account holders are being provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting service providers, thereby facilitating seamless authentication and convenience of participating in the E-voting process.
12. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the Cut-off Date. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of demat shareholding) maintained by the depositories as on the Cut-off Date, only shall be entitled to avail the facility of E-voting. A person who is not a Member as on the Cut-off Date should treat the Postal Ballot Notice for information purposes only.
13. The E-voting period commences on **Thursday, 10 August 2023** from **9:00 a.m. IST** and ends on **Friday, 8 September 2023** at **5:00 p.m. IST**. The E-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

14. The procedure for E-voting is as under:

**A. The detailed process and manner for E-voting for Individual shareholders holding securities in Demat mode are explained herein below:**

<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 E-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all E-voting Service Providers, so that the user can visit the E-voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from an E-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> the system will authenticate the user by sending OTP on registered Mobile &amp; 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 E-voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 E-voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for</li> </ol>

	<p>IDEAS“portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the E-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 E-voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>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 E-voting period or joining virtual meeting and voting during the E-voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**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	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**B. Login method for E-voting for non-individual shareholders holding shares in demat mode, shareholders holding shares in physical mode and Shareholders whose e-mail ids are not registered with the Company:**

- i. Shareholders should log on to the E-voting website [www.evotingindia.com](http://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 ClientID
  - 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](http://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:

		<b>For Shareholders holding shares in Dematerialised Form (other than individual Shareholders) or Physical Form</b>
PAN		Enter your 10 digital alpha-numeric PAN issued by the Income Tax Department  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 (“DOB”)	OR 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 for 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 they 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.

### **Instructions for Non-Individual Shareholders and Custodians**

- 15. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 16. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 17. 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.
- 18. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 19. 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.
- 20. 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 address viz [castrolpb2023@sarafandassociates.com](mailto:castrolpb2023@sarafandassociates.com) and [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com) respectively if they have voted from individual tab and not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.



## **Other Instructions**

21. Members who need assistance or have any queries or issues regarding E-voting, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.
22. 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 - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.
23. Communication of assent or dissent of the Members will take place only through the E-voting system.

**On behalf of the Board of Directors**

**Hemangi Ghag**  
**Company Secretary & Compliance Officer**  
**Membership no.: FCS 9329**

**Place** : Mumbai  
**Date** : 31 July 2023

**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**

Ms. Sangeeta Talwar was appointed as the Independent Director of the Company for a term of 5 (five) consecutive years commencing from 23 July 2018. Her appointment was approved by the Members of the Company through postal ballot on 25 March 2019. Pursuant to the recommendation of the Nomination and Remuneration Committee and based on the outcome of evaluation of her performance, the Board of Directors on 7 July 2023, approved her re-appointment as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 23 July 2023 to 22 July 2028 (both days inclusive), not liable to retire by rotation, subject to approval of the Members.

In accordance with Regulation 17(1C) of the SEBI Listing Regulations, approval of the Members for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment or re-appointment, whichever is earlier. Further, in accordance with Regulation 25(2A) of the SEBI Listing Regulations, consent of the Members is required by way of Special Resolution for appointment or re-appointment of an Independent Director on the Board of Directors of the Company.

The Company has received consent, declarations and confirmations from Ms. Sangeeta Talwar with regard to her proposed re-appointment:

The Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that with the re-appointment of Ms. Sangeeta Talwar, the Company and the Board of Directors will continue to draw invaluable benefits from her business leadership, business expertise, consumer and customer insights and her multi-disciplinary experience in the management and operations of companies. The Board of Directors is of the opinion that Ms. Talwar fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations (including any statutory modification(s) and/or reenactment (s) thereof for the time being in force) and is independent of the management of the Company.

Accordingly, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, propose the re-appointment of Ms. Sangeeta Talwar as an Independent Director of the Company as set out in the Notice for approval of the Members.

A copy of the draft letter of appointment of Ms. Sangeeta Talwar setting out the terms and conditions thereof has been uploaded on the website of the Company [https://www.castrol.com/en\\_in/india/home/investors/general-meeting.html](https://www.castrol.com/en_in/india/home/investors/general-meeting.html).

Additional information in respect of Ms. Sangeeta Talwar, 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 as "Annexure I" and forms an integral part of this Notice.

Other than Ms. Sangeeta Talwar and/or her relatives, none of the Directors and the Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out in the Notice.

**On behalf of the Board of Directors**

**Hemangi Ghag**  
**Company Secretary & Compliance Officer**  
**Membership no.: FCS 9329**

**Place** : Mumbai

**Date** : 31 July 2023

**Registered Office:**

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

**Annexure I**

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS – 2):**

<b>Name of Director</b>	<b>Ms. Sangeeta Talwar</b>
<b>Brief Profile along with experience and qualifications</b>	<p>In a career spanning 30+ years, Ms. Sangeeta Talwar has worked for several large corporations in Europe, America, and Asia. She brings with her multi-disciplinary experience across Marketing, Sales, Human Resources and General Management.</p> <p>During her early years with Nestlé India, she helped craft, create, launch, and establish Maggi Noodles. She went on to hold several senior roles at Nestlé including Regional Sales Head, Vice President Human Resources and Marketing Director. She also worked at Nestlé’s global headquarters in Switzerland as a Strategic Advisor.</p> <p>After Nestlé, she joined Mattel India as the CEO &amp; Managing Director. Subsequently, she moved to Tata Tea as an Executive Director and was appointed as President South Asia for the consolidated Tata Global Beverages. During her tenure, Tata Tea became the largest tea brand in India and also won international acclaim for its ‘Jaago Re’ campaign.</p> <p>Ms. Talwar also worked in the social sector as the Managing Director of NDDDB Dairy Services and spearheaded the design and establishment of an innovative business model for creating sustainable livelihood for dairy farmers in rural India. She is the recipient of several distinctions including, ‘Business Today 30 Most Powerful Women in Indian Business’. She now serves as an Independent Director on the boards of several large companies in sectors such as FMCG, Fashion, Energy, Education and Automobiles. She is a qualified Leadership Coach and is a passionate speaker on Diversity.</p> <p>She holds a graduate degree in Economics and an MBA from the Indian Institute of Management (IIM), Kolkata. She has also completed an Executive Program from the Wharton School, USA.</p> <p>She has authored a book on her business stories, “The 2 Minute Revolution, the art of growing business” and has recently trained as a Leadership Coach.</p>

<b>Director Identification Number (DIN)</b>	00062478
<b>Date of first appointment on the Board</b>	23 July 2018
<b>Date of re-appointment</b>	23 July 2023
<b>Date of Birth</b>	5 May 1956
<b>Expertise in specific functional areas</b>	Marketing, Sales, Human Resources, Business leadership and General Management.
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</b>	Ms. Sangeeta Talwar has over three decades of multi-disciplinary experience across Marketing, Sales, Human Resources and General Management in diverse set of businesses. The Board of Directors and the Company will continue to draw invaluable benefits from her business leadership, business expertise, understanding of consumer and customer insights and her experience in Human Resources and operations.
<b>Directorship in other companies</b>	<ol style="list-style-type: none"> <li>1. HCL Infosystems Limited</li> <li>2. Mahindra Holidays &amp; Resorts India Limited</li> <li>3. TCNS Clothing Co. Limited</li> <li>4. SEIL Energy India Limited</li> <li>5. Sembcorp Green Infra Limited</li> <li>6. Happy Jars Private Limited</li> <li>7. Manipal Global Education Services Private Limited</li> </ol>
<b>Listed entities from which Director has resigned in last 3 years</b>	NIL
<b>Committee Membership in Castrol India Limited</b>	<ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Nomination Remuneration Committee – Chairperson</li> <li>3. Corporate Social Responsibility Committee</li> </ol>
<b>Committee Membership in other Companies</b>	<p>Mahindra Holidays &amp; Resorts India Limited</p> <ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Corporate Social Responsibility Committee</li> <li>3. Stakeholder Relationship Committee</li> </ol>

	<p>HCL Infosystems Limited</p> <p>4. Audit Committee</p> <p>5. Nomination Remuneration Committee – Chairperson</p> <p>6. Corporate Social Responsibility Committee – Chairperson</p> <p>7. Stakeholder Relationship Committee – Chairperson</p> <p>SEIL Energy India Limited</p> <p>8. Audit Committee</p> <p>9. Nomination Remuneration Committee – Chairperson</p> <p>10. Corporate Social Responsibility Committee</p> <p>Sembcorp Green Infra Limited</p> <p>11. Audit Committee</p> <p>12. Nomination Remuneration Committee – Chairperson</p> <p>13. Corporate Social Responsibility Committee</p> <p>TCNS Clothing Co. Limited</p> <p>14. Audit Committee</p> <p>15. Nomination and Remuneration Committee</p> <p>16. Corporate Social Responsibility Committee</p> <p>17. Stakeholder Relationship Committee – Chairperson</p> <p>18. Risk Management Committee</p> <p>Manipal Global Education Services Private Limited</p> <p>19. Audit Committee</p> <p>20. Corporate Social Responsibility Committee – Chairperson</p>
<b>Shareholding (including shareholding as a beneficial owner) in Castrol India Limited as on date</b>	NIL
<b>Relationship with other Directors, KMPs</b>	None
<b>Number of Board meetings attended</b>	FY 2022 – 5 out of 5 FY 2023 (upto the date of this Notice) – 3 out of 3

<b>Terms and conditions of re-appointment and remuneration</b>	<p>Ms. Sangeeta Talwar is being re-appointed as an Independent Director of the Company for another term of 5 consecutive years from 23 July 2023 to 22 July 2028 and is not liable to retire by rotation.</p> <p>Other terms and conditions as per the draft letter of appointment as stated in the Notice.</p>
<b>Details of remuneration of last drawn (FY 2022)</b>	<p>Sitting Fees: INR 8,00,000/- paid for meetings of the Board of Directors and Committees attended during FY 2022.</p> <p>Annual Fixed Commission: INR 16,00,000/-.</p>
<b>Details of proposed remuneration</b>	<p>Sitting fees and Commission as may be approved by the Board of Directors and Members in accordance with applicable provisions of law.</p> <p>The present remuneration structure effective FY 2023 is as below:  Sitting Fees: INR 50,000/- per meeting of the Board of Directors and Committees attended by the Director.  Fixed Commission: INR 18,00,000 per annum.</p>

**On behalf of the Board of Directors**

**Hemangi Ghag**  
**Company Secretary & Compliance Officer**  
**Membership no.: FCS 9329**

**Place** : Mumbai  
**Date** : 31 July 2023

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