

Combined Report of Scrutinizer on
Remote E-Voting and
Electronic Voting by Members
During the 43rd Annual General Meeting of
Castrol India Limited

(L23200MH1979PLC021359)

Held on Friday, 30 April 2021 at 3.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

Scrutinizer:
K.G.Saraf
Saraf and Associates
(Company Secretaries)
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SARAF & ASSOCIATES

COMPANY SECRETARIES

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01.05.2021

To,
The Chairman.
Castrol India Limited.
Technopolis Knowledge Park,
Mahakali Caves Road,
Andheri (East),
Maharashtra,
Mumbai 400093.

Ref : 43rd Annual General Meeting of the members of CASTROL INDIA LIMITED held on Friday, 30 April 2021 at 3.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

Dear Sir,

I, **K.G.Saraf, Practicing Company Secretary, Proprietor of Saraf and Associates Company Secretaries, Mumbai**, was appointed as the Scrutinizer by the Board of Directors of **CASTROL INDIA LIMITED** in their meeting held on Monday, 1st February, 2021 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) on the Resolutions contained in the Notice of the 43rd AGM of the members of the Company held on Friday, 30 April 2021 at 3.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) during the AGM by the shareholders on the resolutions proposed in the Notice of the 43rd Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) during the AGM are conducted in a fair and transparent manner and to issue a consolidated Scrutinizer’s Report of the total votes cast in favour or against if any on the resolutions, to the Chairman of the Company.

The Notice dated 23rd March, 2021 as was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode whose email addresses are registered with the Company / Depositories, in compliance with the MCA Circular dated January 13, 2021 read with MCA circular dated May 5, 2020, April 8, 2020, April 13, 2020 and SEBI Circular dated January 15, 2021 read with SEBI circular dated May 12, 2020.

Remote E-voting and Electronic voting during the AGM

- The e-voting facility both for e-voting prior to the AGM (remote e-voting) and Electronic voting during the AGM (e-voting) was provided by Central Depository Services (India) Limited (CDSL)
- The Shareholders of the Company holding shares as on the "cutoff" date **23 April 2021** were entitled to vote on the proposed resolutions as set out at Item No's. 1 to 6 in the Notice of the AGM of Castrol India Limited.
- The voting period for remote E-voting remained open from **9.00 a.m. (IST) on 26 April 2021 to 5.00 p.m. (IST) on 29 April 2021** and the Central Depository Services (India) Limited (CDSL) e-voting platform was blocked thereafter.
- The Company had also provided Electronic voting facility to the shareholders attending the AGM through VC / OAVM and who had not cast their vote earlier.
- After the closure of Electronic voting at the AGM, the report on voting done during the AGM and the Votes cast under remote e-voting facility prior to the AGM were both unblocked and downloaded from the E-voting website of Central Depository Services (India) Limited (CDSL).
- Based on data downloaded from the E-voting website of Central Depository Services (India) Limited (CDSL) pertaining to the Electronic voting done during the AGM and the Votes cast under remote e-voting facility prior to the AGM, I now submit a combined Scrutinizers report **as under:**

Item No 1. To receive, consider and adopt the audited financial statements for the financial year ended 31 December 2020 and the reports of the Board of Directors and the statutory auditor thereon. (Ordinary Resolution)

Remote E-Voting.

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	315	74,91,96,637
Less: Total Number of Invalid Votes	1	4,41,600
Total Number of Valid Votes (A)	314	74,87,55,037

E-Voting during the AGM

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	13	44,867
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes (B)	13	44,867

Remote E-Voting and E-Voting during the AGM (Combined)

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	328	74,92,41,504
Less: Total Number of Invalid Votes	1	4,41,600
Total Number of Valid Votes (A+B)	327	74,87,99,904

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.
Remote E- voting	310	74,87,54,091	99.9999
E-Voting during the AGM	13	44,867	100.0000
Combined	323	74,87,98,958	99.9999

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.
Remote E- voting	4	946	0.0001
E-Voting during the AGM	0	0	0.0000
Combined	4	946	0.0001

3. Invalid Votes

Remote E-Voting.

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	4,41,600
Total (I)	1	4,41,600

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	0	0
Total (II)	0	0
Total (Combined) (I+II)	1	4,41,600

**Item No 2. To declare a final dividend on equity shares for the financial year ended 31 December 2020.
(Ordinary Resolution)**

Remote E-Voting.

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	323	74,94,27,496
Less: Total Number of Invalid Votes	1	4,41,600
Total Number of Valid Votes (A)	322	74,89,85,896

E-Voting during the AGM

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	13	44,867
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes (B)	13	44,867

Remote E-Voting and E-Voting during the AGM (Combined)

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	336	74,94,72,363
Less: Total Number of Invalid Votes	1	4,41,600
Total Number of Valid Votes (A+B)	335	74,90,30,763

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.
Remote E- voting	321	74,89,85,096	99.9999
E-Voting during the AGM	13	44,867	100.0000
Combined	334	74,90,29,963	99.9999

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.
Remote E- voting	1	800	0.0001
E-Voting during the AGM	0	0	0.0000
Combined	1	800	0.0001

3. Invalid Votes

Remote E-Voting.

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	4,41,600
Total (I)	1	4,41,600

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	0	0
Total (II)	0	0
Total (Combined) (I+II)	1	4,41,600

Item No 3. To appoint a director in place of Mr. Sandeep Sangwan (DIN 08617717), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	316	74,93,45,301
Less: Total Number of Invalid Votes	1	4,41,600
Total Number of Valid Votes (A)	315	74,89,03,701

E-Voting during the AGM

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	13	44,867
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes (B)	13	44,867

Remote E-Voting and E-Voting during the AGM (Combined)

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	329	74,93,90,168
Less: Total Number of Invalid Votes	1	4,41,600
Total Number of Valid Votes (A+B)	328	74,89,48,568

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.
Remote E- voting	298	74,37,52,617	99.3122
E-Voting during the AGM	13	44,867	100.0000
Combined	311	74,37,97,484	99.3122

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.
Remote E- voting	17	51,51,084	0.6878
E-Voting during the AGM	0	-	0.0000
Combined	17	51,51,084	0.6878

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

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	4,41,600
Total (I)	1	4,41,600

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	0	0
Total (II)	0	0
Total (Combined) (I+II)	1	4,41,600

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 2021 (Ordinary Resolution)**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	316	74,93,45,301
Less: Total Number of Invalid Votes	1	4,41,600
Total Number of Valid Votes (A)	315	74,89,03,701

E-Voting during the AGM

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	13	44,867
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes (B)	13	44,867

Remote E-Voting and E-Voting during the AGM (Combined)

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	329	74,93,90,168
Less: Total Number of Invalid Votes	1	4,41,600
Total Number of Valid Votes (A+B)	328	74,89,48,568

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.
Remote E- voting	302	74,88,96,549	99.9990
E-Voting during the AGM	13	44,867	100.0000
Combined	315	74,89,41,416	99.9990

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.
Remote E- voting	13	7,152	0.0010
E-Voting during the AGM	0	0	0.0000
Combined	13	7,152	0.0010

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

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	4,41,600
Total (I)	1	4,41,600

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	0	0
Total (II)	0	0
Total (Combined) (I+II)	1	4,41,600

Item No 5. To consider the appointment of Mr. Deepesh Baxi (DIN: 02509800) as Director of the Company. (Ordinary Resolution)**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	316	74,93,45,301
Less: Total Number of Invalid Votes	1	4,41,600
Total Number of Valid Votes (A)	315	74,89,03,701

E-Voting during the AGM

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	13	44,867
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes (B)	13	44,867

Remote E-Voting and E-Voting during the AGM (Combined)

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	329	74,93,90,168
Less: Total Number of Invalid Votes	1	4,41,600
Total Number of Valid Votes (A+B)	328	74,89,48,568

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.
Remote E- voting	284	73,88,85,608	98.6623
E-Voting during the AGM	13	44,867	100.0000
Combined	297	73,89,30,475	98.6624

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.
Remote E- voting	31	1,00,18,093	1.3377
E-Voting during the AGM	0	0	0.0000
Combined	31	1,00,18,093	1.3376

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

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	4,41,600
Total (I)	1	4,41,600

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	0	0
Total (II)	0	0
Total (Combined) (I+II)	1	4,41,600

Item No 6. To consider the appointment of Mr. Deepesh Baxi (DIN: 02509800) as a Wholetime Director of the Company for a period of five years effective 1 January 2021 (Ordinary Resolution)**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	316	74,93,45,301
Less: Total Number of Invalid Votes	1	4,41,600
Total Number of Valid Votes (A)	315	74,89,03,701

E-Voting during the AGM

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	13	44,867
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes (B)	13	44,867

Remote E-Voting and E-Voting during the AGM (Combined)

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Remote E-Voting and E-Voting during the AGM (Combined)	329	74,93,90,168
Less: Total Number of Invalid Votes	1	4,41,600
Total Number of Valid Votes (A+B)	328	74,89,48,568

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.
Remote E- voting	213	67,81,68,160	90.5548
E-Voting during the AGM	13	44,867	100
Combined	226	67,82,13,027	90.5554

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.
Remote E- voting	102	7,07,35,541	9.4452
E-Voting during the AGM	0	0	0.0000
Combined	102	7,07,35,541	9.4446

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

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	4,41,600
Total (I)	1	4,41,600

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	0	0
Total (II)	0	0
Total (Combined) (I+II)	1	4,41,600

- Votes cast by Corporate/Institutional Members who have not emailed the scanned certified true copy of Board Resolution/Power of Attorney/Authority letter etc on the email ID castrolagm2020@sarafandassociates.com, investorrelations.india@castrol.com or who have not uploaded same in the CDSL e-voting system have been considered Invalid.
- All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 43rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping
- You may accordingly declare the result of voting.

Thanking you,
Yours faithfully,

For SARAF & ASSOCIATES

Place : Mumbai

Date : 01/05/2021

K.G. SARAF
Practising Company Secretary
FCS: 1596 | CP: 642
FRN. S1988MH004801
PR. 1003/2020

UDIN : F001596C000220782