

Castrol India Limited

CIN L23200MH1979PLC021359
Technopolis Knowledge Park,
Mahakali Caves Road,
Chakala, Andheri (East),
Mumbai - 400 093.

Tel: (022) 6698 4100
Fax: (022) 6698 4101
<https://www.castrol.com/en/in/india.html>
Customer Service Toll Free No. : 1800 222 100 / 1800 209 8100



16 July 2020

To,

**The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001.**

**National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai 400051**

Scrip Code: 500870

Scrip Symbol: CASTROLIND

Dear Sir/Madam,

Subject: Proceedings and Voting Results of the 42nd Annual General Meeting of the Company held on 15 July 2020- Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

This is to inform you that the 42nd Annual General Meeting (AGM) of Castrol India Limited was held on Wednesday, 15 July 2020 at 3:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and concluded at 4.36 p.m.

We are enclosing the following information by way of Annexures in connection with the proceedings and voting results of the aforesaid AGM, pursuant to Regulation 30 and Regulation 44(3) of the Listing Regulations and Rule 20 of The Companies (Management and Administration) Rules, 2014 :

1. Proceedings of the AGM of the Company pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Annexure A)
2. Details regarding the Voting Results of the business transacted at the AGM of the Company in the format prescribed pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) (Annexure B)
3. Report dated 16 July 2020, from the Scrutinizer (Annexure C).

You are requested to take the above information on your record.

Thanking you,

For Castrol India Limited

**Dhar,
Chandana**
Digitally signed by
Dhar, Chandana
Date: 2020.07.16
14:17:05 +05'30'



**Chandana Dhar
Company Secretary and Compliance Officer**

Encl.As above

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**Proceedings of Forty Second (42nd) Annual General Meeting of
Castrol India Limited held on 15 July 2020, being submitted on 16 July 2020**

The 42nd Annual General Meeting (“AGM” or “Meeting”) of Castrol India Limited (“Company”) was held on Wednesday, 15 July 2020 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). The Meeting commenced at 3.00 p.m. (IST) and concluded at 4:36 p.m. (IST).

The Meeting was attended by all Directors (except the Chief Financial Officer and the Wholetime Director and one nominee director could not join the Meeting, due to unavoidable circumstances), Company Secretary and representatives of the Statutory Auditors and the Secretarial Auditors.

The requisite quorum being present, the Chairman commenced the Meeting at 3.00 p.m. Mr. R. Gopalakrishnan, the Chairman of the Company, chaired the proceeding of the Meeting and stated that since the Meeting is being conducted virtually where members can join in person, the proxy facility is not necessitated and accordingly has not been provided. On Chairman’s proposal, the Directors elected Mr. Uday Khanna as Alternate Chairman to maintain the continuity of the Meeting in the unlikely event of technology connectivity being lost for the Chairman.

The Notice convening the AGM was taken as read. The Chairman stated that the reports from the Statutory Auditor and the Secretarial Auditor did not contain any qualification, reservation or adverse remark and were therefore, taken as read with permission of the members present. He then requested the Directors present, to introduce themselves.

The Chairman informed that the Company has appointed Mr. K.G. Saraf, Proprietor of M/s. Saraf & Associates, Practising Company Secretaries, as Scrutinizer for the remote e-voting and the e-voting at the Meeting.

The Company Secretary of the Company then provided general instructions to the members present regarding participation and voting at the Meeting. It was also stated that Company had provided its members facility to exercise their right to vote on resolutions proposed to be considered at the 42nd AGM, by electronic means (remote e-voting). The remote e-voting period began on 11 July 2020 at 9.00 am (IST) and ended on 14 July 2020 at 5.00 p.m. (IST). During this period, Members of the Company, who held shares either in physical form or in dematerialized form, as on the cut-off date being 3 July 2020, were eligible to vote by electronic means or at the AGM. Further, members present at the Meeting could cast their votes by means of electronic voting (e-voting) that was made available during and for 15 minutes after the conclusion of the Meeting, in respect of all the resolutions. Members who had already cast their votes through remote e-voting system were requested to abstain from the e-voting process at the Meeting as the votes cast through remote e-voting prevail and further e-voting at the Meeting is treated invalid.





Mr. R. Gopalakrishnan, the Chairman of the Company then addressed the Meeting and also briefed the Members on the operational and financial performance of the Company for the financial year ended 31 December 2019.

Thereafter, members who had registered themselves as speakers were requested to ask questions and /or express their views, which were later responded to / addressed by Mr. Sandeep Sangwan, Managing Director.

After answering the pertinent and material questions raised by speaker shareholders, the following items of business as set out in the Notice were put for the Members' approval by way of e-voting:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31 December 2019 and the reports of the Board of Directors and the statutory auditors thereon.
2. To appoint a Director in place of Ms. Rashmi Joshi (DIN 06641898), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and ratify the remuneration payable to M/s. Kishore Bhatia & Associates, cost accountants for the financial year ending 31 December 2020.
4. To consider the re-appointment of Mr. Omer Dormen (DIN 07282001) as the Managing Director of the Company for a period from 12 October 2019 to 31 December 2019.
5. To consider the re-appointment of Mr. Jayanta Chatterjee (DIN 06986918) as a Wholetime Director of the Company for a period of five years effective 30 October 2019.
6. To consider the re-appointment of Mr. R. Gopalakrishnan (DIN 00027858) as an Independent Director of the Company for a term of 5 (five) years effective 1 October 2019.
7. To consider the re-appointment of Mr. Uday Khanna (DIN 00079129) as an Independent Director of the Company for a term of 5 (five) years effective 1 October 2019.
8. To consider the re-appointment of Mr. Rakesh Makhija (DIN 00117692) as an Independent Director of the Company for a period of 5 (five) years effective 1 October 2019.
9. To consider appointment of Mr. Sandeep Sangwan (DIN 08617717) as Director of the Company.
10. To appoint Mr. Sandeep Sangwan (DIN 08617717) as the Managing Director of the Company for the period of 5 (five) years effective from 1 January 2020.
11. To approve remuneration (other than sitting fees) payable to non-executive directors of the Company.



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The members were informed that the consolidated result of remote e-voting and e-voting conducted at the AGM would be declared within 48 hours of the conclusion of the AGM and will be shared with the Stock Exchanges and uploaded on the websites of the Company and CDSL.

Mr. R. Gopalakrishnan then concluded the meeting and informed the members that the e-voting facility will be available for 15 minutes after the closure of the meeting. He thanked the Directors and Members for participating in the Meeting and wished everyone good health and safety in days to come.

For Castrol India Limited

Dhar,
Chandana

Digitally signed by
Dhar, Chandana
Date: 2020.07.16
14:20:22 +05'30'



Chandana Dhar

Company Secretary & Compliance Officer

Name of the Company		Castrol India Limited						
Date of the AGM/EGM		7/15/2020						
Total number of shareholders on record date		214772						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		NA						
Public:		NA						
No. of Shareholders attended the meeting through								
Promoters and Promoter Group:		3						
Public:		72						
Resolution Required : (Ordinary)		1 - To receive, consider and adopt the audited financial statements for the financial year ended 31 December 2019 and the reports of the Board of Directors and the statutory auditor thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
	Poll	504452416	504452416	100.0000	504452416	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		504452416	100.0000	504452416	0	100.0000	0.0000
Public Institutions	E-Voting	297978131	259404435	87.0549	259404435	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	259404435	87.0549	259404435	0	100.0000	0.0000	
Public Non Institutions	E-Voting	186691837	5216928	2.7944	5210546	6382	99.8777	0.1223
	Poll*		8491	0.0045	8491	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	5225419	2.7990	5219037	6382	99.8779	0.1221	
Total		989122384	769082270	77.7540	769075888	6382	99.9992	0.0008

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



Castrol India Limited								
Resolution Required : (Ordinary)		2 - To appoint a director in place of Ms. Rashmi Joshi (DIN 06641898), who retires by rotation and being eligible, offers herself for re-appointment						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	504452416	504452416	100.0000	504452416	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		504452416	100.0000	504452416	0	100.0000	0.0000
Public Institutions	E-Voting	297978131	259467627	87.0761	251107676	8359951	96.7780	3.2220
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		259467627	87.0761	251107676	8359951	96.7780	3.2220
Public Non Institutions	E-Voting	186691837	5216927	2.7944	5186390	30537	99.4147	0.5853
	Poll*		6991	0.0037	6991	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5223918	2.7982	5193381	30537	99.4154	0.5846
Total		989122384	769143961	77.7602	760753473	8390488	98.9091	1.0909

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



Castrol India Limited									
Resolution Required : (Ordinary)		3 - To consider and ratify the remuneration payable to M/s. Kishore Bhatia & Associates, cost accountants for the financial year ending 31 December 2020.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	504452416	504452416	100.0000	504452416	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		504452416	100.0000	504452416	0	100.0000	0.0000	
Public Institutions	E-Voting	297978131	259467627	87.0761	259467627	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		259467627	87.0761	259467627	0	100.0000	0.0000	
Public Non Institutions	E-Voting	186691837	5216917	2.7944	5198650	18267	99.6499	0.3501	
	Poll*		6991	0.0037	6591	400	94.2784	5.7216	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		5223908	2.7981	5205241	18667	99.6427	0.3573	
Total		989122384	769143951	77.7602	769125284	18667	99.9976	0.0024	

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



Castrol India Limited									
Resolution Required : (Ordinary)		4 - To consider the re-appointment of Mr. Omer Dorman (DIN: 07282001) as the Managing Director of the Company for a period from 12 October 2019 to 31 December 2019							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	504452416	504452416	100.0000	504452416	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		504452416	100.0000	504452416	0	100.0000	0.0000	
Public Institutions	E-Voting	297978131	259467627	87.0761	259467627	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		259467627	87.0761	259467627	0	100.0000	0.0000	
Public Non Institutions	E-Voting	186691837	5216817	2.7943	5166419	50398	99.0339	0.9661	
	Poll*		6991	0.0037	6991	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		5223808	2.7981	5173410	50398	99.0352	0.9648	
Total		989122384	769143851	77.7602	769093453	50398	99.9934	0.0066	

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



Castrol India Limited									
Resolution Required : (Ordinary)			5 - To consider the re-appointment of Mr. Jayanta Chatterjee (DIN: 06986918) as a Wholetime Director of the Company for a period of five years effective 30 October 2019.						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	504452416	504452416	100.0000	504452416	0	100.0000	[7]={[5]/[2]}*100	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		504452416	100.0000	504452416	0	100.0000	0.0000	
Public Institutions	E-Voting	297978131	237599257	79.7371	181629583	55969674	76.4437	23.5563	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		237599257	79.7371	181629583	55969674	76.4437	23.5563	
Public Non Institutions	E-Voting	186691837	5216927	2.7944	5186664	30263	99.4199	0.5801	
	Poll*		6991	0.0037	6991	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		5223918	2.7982	5193655	30263	99.4207	0.5793	
Total		989122384	747275591	75.5494	691275654	55999937	92.5061	7.4939	

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



Castrol India Limited									
Resolution Required : (Special)			6 - To consider the re-appointment of Mr. R. Gopalakrishnan (DIN: 00027858) as an Independent Director of the Company for a term of 5 (five) years effective 1 October 2019.						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	504452416	504452416	100.0000	504452416	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		504452416	100.0000	504452416	0	100.0000	0.0000	
Public Institutions	E-Voting	297978131	157431180	52.8331	148162310	9268870	94.1124	5.8876	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		157431180	52.8331	148162310	9268870	94.1124	5.8876	
Public Non Institutions	E-Voting	186691837	5216927	2.7944	5186114	30813	99.4094	0.5906	
	Poll*		6991	0.0037	6991	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		5223918	2.7982	5193105	30813	99.4102	0.5898	
Total		989122384	667107514	67.4444	657807831	9299683	98.6060	1.3940	

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



Castrol India Limited								
Resolution Required : (Special)		7 - To consider the re-appointment of Mr. Uday Khanna (DIN: 00079129) as an Independent Director of the Company for a term of 5 (five) years effective 1 October 2019.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	504452416	504452416	100.0000	504452416	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		504452416	100.0000	504452416	0	100.0000	0.0000
Public Institutions	E-Voting	297978131	259467627	87.0761	255368098	4099529	98.4200	1.5800
	Poll		0	0.0000	0	0	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		259467627	87.0761	255368098	4099529	98.4200	1.5800
Public Non Institutions	E-Voting	186691837	5207152	2.7892	5197944	9208	99.8232	0.1768
	Poll*		6991	0.0037	6991	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		5214143	2.7929	5204935	9208	99.8234	0.1766
Total		989122384	769134186	77.7593	765025449	4108737	99.4658	0.5342

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



Castrol India Limited								
Resolution Required : (Ordinary)		8 - To consider the appointment of Mr. Rakesh Makhija (DIN:00117692) as an Independent Director of the Company for a period of 5 (five) years effective 1 October 2019.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	504452416	504452416	100.0000	504452416	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		504452416	100.0000	504452416	0	100.0000	0.0000
Public Institutions	E-Voting	297978131	259467627	87.0761	256576143	2891484	98.8856	1.1144
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		259467627	87.0761	256576143	2891484	98.8856	1.1144
Public Non Institutions	E-Voting	186691837	5216927	2.7944	5207749	9178	99.8241	0.1759
	Poll*		6991	0.0037	6991	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5223918	2.7982	5214740	9178	99.8243	0.1757
Total		989122384	769143961	77.7602	766243299	2900662	99.6229	0.3771

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



Castrol India Limited									
Resolution Required : (Ordinary)		9 - To consider the appointment of Mr. Sandeep Sangwan (DIN:08617717) as Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	504452416	504452416	100.0000	504452416	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		504452416	100.0000	504452416	0	100.0000	0.0000	
Public Institutions	E-Voting	297978131	259467627	87.0761	253062541	6405086	97.5315	2.4685	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		259467627	87.0761	253062541	6405086	97.5315	2.4685	
Public Non Institutions	E-Voting	186691837	5216927	2.7944	5208514	8413	99.8387	0.1613	
	Poll*		6991	0.0037	6991	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		5223918	2.7982	5215505	8413	99.8390	0.1610	
Total		989122384	769143961	77.7602	762730462	6413499	99.1662	0.8338	

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



Castrol India Limited									
Resolution Required : (Ordinary)		10 - To appoint Mr. Sandeep Sangwan (DIN: 08617717) as the Managing Director of the Company for the period of 5 (five) years effective from 1 January 2020.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	504452416	504452416	100.0000	504452416	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		504452416	100.0000	504452416	0	100.0000	0.0000	
Public Institutions	E-Voting	297978131	259467627	87.0761	255954025	3513602	98.6458	1.3542	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		259467627	87.0761	255954025	3513602	98.6458	1.3542	
Public Non Institutions	E-Voting	186691837	5216927	2.7944	5208289	8638	99.8344	0.1656	
	Poll*		6991	0.0037	6991	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		5223918	2.7982	5215280	8638	99.8346	0.1654	
Total		989122384	769143961	77.7602	765621721	3522240	99.5421	0.4579	

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



Castrol India Limited								
Resolution Required : (Ordinary)		11 - To approve remuneration (other than sitting fees) payable to non-executive directors of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting		504452416	100.0000	504452416	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	504452416	0	0.0000	0	0	0.0000	0.0000
	Total		504452416	100.0000	504452416	0	100.0000	0.0000
Public Institutions	E-Voting		259467627	87.0761	258937534	530093	99.7957	0.2043
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	297978131	0	0.0000	0	0	0.0000	0.0000
	Total		259467627	87.0761	258937534	530093	99.7957	0.2043
Public Non Institutions	E-Voting		5216927	2.7944	5187525	29402	99.4364	0.5636
	Poll*		6991	0.0037	6991	0	100.0000	0.0000
	Postal Ballot	186691837	0	0.0000	0	0	0.0000	0.0000
	Total		5223918	2.7982	5194516	29402	99.4372	0.5628
Total		989122384	769143961	77.7602	768584466	559495	99.9273	0.0727

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

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Combined Report of Scrutinizer on
Remote E-Voting and
Electronic Voting by Members
During the 42nd Annual General Meeting of
Castrol India Limited

(L23200MH1979PLC021359)

Held on Wednesday, 15 July 2020 at 3.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

Scrutinizer:
K.G.Saraf

Saraf and Associates
(Company Secretaries)

423 Hind Rajasthan Building,
95 Dadasaheb Phalke Road,
Dadar East, Mumbai 400022

Ph – 022-24130371/24153887

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E-mail – kamalax_saraf@hotmail.com

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SARAF & ASSOCIATES

COMPANY SECRETARIES

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423, Hind Rajasthan Building, 95, Dadasaheb Phalke Road, Dadar (C.Rly.), Mumbai - 400 014.

☎ (022) 2413 0371 / 2415 3887 📠 +91 98203 20072 ✉ kamalax_saraf@hotmail.com

16.07.2020

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

Ref : 42nd Annual General Meeting of the members of **CASTROL INDIA LIMITED** held on
Wednesday, 15 July 2020 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** 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 42nd AGM of the members of the Company held on Wednesday, 15 July 2020 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 42nd 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 17th June, 2020 as confirmed by the Company was sent in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to the shareholders whose email addresses are registered with the Company / Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and 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 **3rd July 2020** were entitled to vote on the proposed resolutions as set out at Item No's. 1 to 11 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 11 July 2020 to 5.00 p.m. (IST) on 14 July 2020** and the Central Depository Services (India) Limited (CDSL) Remote 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 in the presence of two witnesses, who are not in the employment of the company 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 2019 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	392	769,262,926
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A)	391	769,073,779

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	17	8,491
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (B)	17	8,491

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)	409	769,271,417
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A+B)	408	769,082,270

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	379	769,067,397	99.9992
E-Voting during the AGM	17	8,491	100
Combined	396	769,075,888	99.9992

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	12	6,382	0.0008
E-Voting during the AGM	-	-	0.0000
Combined	12	6,382	0.0008

3. Invalid Votes

Remote E-Voting.

Reason for Invalidity	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
Total (I)	1	189,147

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (II)	-	-
Total (Combined) (I+II)	1	189,147

**Item No 2. To appoint a director in place of Ms. Rashmi Joshi (DIN 06641898), who retires by rotation and being eligible, offers herself 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	392	769,326,117
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A)	391	769,136,970

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	16	6,991
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (B)	16	6,991

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)	408	769,333,108
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A+B)	407	769,143,961

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	358	760,746,482	98.9091
E-Voting during the AGM	16	6,991	100
Combined	374	760,753,473	98.9091

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	33	8,390,488	1.0909
E-Voting during the AGM	-	-	0.0000
Combined	33	8,390,488	1.0909

3. Invalid Votes

Remote E-Voting.

Reason for Invalidity	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
Total (I)	1	189,147

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (II)	-	-
Total (Combined) (I+II)	1	189,147

**Item No 3. To consider and ratify the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants for the financial year ending 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	391	769,326,107
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A)	390	769,136,960

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	16	6,991
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (B)	16	6,991

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)	407	769,333,098
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A+B)	406	769,143,951

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	375	769,118,693	99.9976
E-Voting during the AGM	15	6,591	94
Combined	390	769,125,284	99.9976

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	15	18,267	0.0024
E-Voting during the AGM	1	400	5.7216
Combined	16	18,667	0.0024

3. Invalid Votes

Remote E-Voting.

Reason for Invalidity	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
Total (I)	1	189,147

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (II)	-	-
Total (Combined) (I+II)	1	189,147

Item No 4. To consider the re-appointment of Mr. Omer Dormen (DIN: 07282001) as the Managing Director of the Company for a period from 12 October 2019 to 31 December 2019 (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	390	769,326,007
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A)	389	769,136,860

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	16	6,991
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (B)	16	6,991

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)	406	769,332,998
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A+B)	405	769,143,851

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	362	769,086,462	99.9934
E-Voting during the AGM	16	6,991	100
Combined	378	769,093,453	99.9934

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	27	50,398	0.0066
E-Voting during the AGM	-	-	0.0000
Combined	27	50,398	0.0066

3. Invalid Votes

Remote E-Voting.

Reason for Invalidity	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
Total (I)	1	189,147

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (II)	-	-
Total (Combined) (I+II)	1	189,147

Item No 5. To consider the re-appointment of Mr. Jayanta Chatterjee (DIN: 06986918) as a Wholetime Director of the Company for a period of five years effective 30 October 2019 (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	386	747,457,747
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A)	385	747,268,600

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	16	6,991
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (B)	16	6,991

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)	402	747,464,738
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A+B)	401	747,275,591

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	289	691,268,663	92.5060
E-Voting during the AGM	16	6,991	100
Combined	305	691,275,654	92.5061

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	96	55,999,937	7.4940
E-Voting during the AGM	-	-	0.0000
Combined	96	55,999,937	7.4939

3. Invalid Votes

Remote E-Voting.

Reason for Invalidity	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
Total (I)	1	189,147

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (II)	-	-
Total (Combined) (I+II)	1	189,147

Item No 6. To consider the re-appointment of Mr. R. Gopalakrishnan (DIN: 00027858) as an Independent Director of the Company for a term of 5 (five) years effective 1 October 2019 (Special 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	382	667,289,670
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A)	381	667,100,523

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	16	6,991
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (B)	16	6,991

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)	398	667,296,661
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A+B)	397	667,107,514

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	330	657,800,840	98.6060
E-Voting during the AGM	16	6,991	100
Combined	346	657,807,831	98.6060

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	51	9,299,683	1.3940
E-Voting during the AGM	-	-	0.0000
Combined	51	9,299,683	1.3940

3. Invalid Votes

Remote E-Voting.

Reason for Invalidity	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
Total (I)	1	189,147

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (II)	-	-
Total (Combined) (I+II)	1	189,147

Item No 7. To consider the re-appointment of Mr. Uday Khanna (DIN: 00079129) as an Independent Director of the Company for a term of 5 (five) years effective 1 October 2019 (Special 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	391	769,316,342
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A)	390	769,127,195

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	16	6,991
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (B)	16	6,991

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)	407	769,323,333
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A+B)	406	769,134,186

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	361	765,018,458	99.4658
E-Voting during the AGM	16	6,991	100
Combined	377	765,025,449	99.4658

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	29	4,108,737	0.5342
E-Voting during the AGM	-	-	0.0000
Combined	29	4,108,737	0.5342

3. Invalid Votes

Remote E-Voting.

Reason for Invalidity	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
Total (I)	1	189,147

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (II)	-	-
Total (Combined) (I+II)	1	189,147

Item No 8. To consider the appointment of Mr. Rakesh Makhija (DIN:00117692) as an Independent Director of the Company for a period of 5 (five) years effective 1 October 2019 (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	392	769,326,117
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A)	391	769,136,970

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	16	6,991
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (B)	16	6,991

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)	408	769,333,108
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A+B)	407	769,143,961

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	367	766,236,308	99.6229
E-Voting during the AGM	16	6,991	100
Combined	383	766,243,299	99.6229

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	24	2,900,662	0.3771
E-Voting during the AGM	-	-	0.0000
Combined	24	2,900,662	0.3771

3. Invalid Votes

Remote E-Voting.

Reason for Invalidity	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
Total (I)	1	189,147

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (II)	-	-
Total (Combined) (I+II)	1	189,147

**Item No 9. To consider the appointment of Mr. Sandeep Sangwan (DIN:08617717) 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	392	769,326,117
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A)	391	769,136,970

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	16	6,991
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (B)	16	6,991

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)	408	769,333,108
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A+B)	407	769,143,961

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	364	762,723,471	99.1661
E-Voting during the AGM	16	6,991	100
Combined	380	762,730,462	99.1662

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	27	6,413,499	0.8339
E-Voting during the AGM	-	-	0.0000
Combined	27	6,413,499	0.8338

3. Invalid Votes

Remote E-Voting.

Reason for Invalidity	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
Total (I)	1	189,147

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (II)	-	-
Total (Combined) (I+II)	1	189,147

Item No 10. To appoint Mr. Sandeep Sangwan (DIN: 08617717) as the Managing Director of the Company for the period of 5 (five) years effective from 1 January 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	392	769,326,117
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A)	391	769,136,970

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	16	6,991
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (B)	16	6,991

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)	408	769,333,108
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A+B)	407	769,143,961

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	365	765,614,730	99.5421
E-Voting during the AGM	16	6,991	100
Combined	381	765,621,721	99.5421

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	26	3,522,240	0.4579
E-Voting during the AGM	-	-	0.0000
Combined	26	3,522,240	0.4579

3. Invalid Votes

Remote E-Voting.

Reason for Invalidity	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
Total (I)	1	189,147

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (II)	-	-
Total (Combined) (I+II)	1	189,147

**Item No 11. To approve remuneration (other than sitting fees) payable to non-executive directors 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	392	769,326,117
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A)	391	769,136,970

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	16	6,991
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (B)	16	6,991

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)	408	769,333,108
Less: Total Number of Invalid Votes	1	189,147
Total Number of Valid Votes (A+B)	407	769,143,961

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	354	768,577,475	99.9273
E-Voting during the AGM	16	6,991	100
Combined	370	768,584,466	99.9273

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	37	559,495	0.0727
E-Voting during the AGM	-	-	0.0000
Combined	37	559,495	0.0727

3. Invalid Votes

Remote E-Voting.

Reason for Invalidity	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	1	189,147
Total (I)	1	189,147

E-Voting at the AGM

Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (II)	-	-
Total (Combined) (I+II)	1	189,147

- 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 castrolagm2019@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 42nd 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 and Associates
(Company Secretaries)

**KAMALAX
GANAPAYYA
SARAF**

Digitally signed by KAMALAX GANAPAYYA SARAF
DN: c=IN, o=Personal,
2.5.4.20=c2318f76e272bdb5413b5135d4be18b00
9d48d182b57b30d3d68329bb6e851c1,
postalCode=400022, st=MAHARASHTRA,
serialNumber=7c9055b2251292cc41585dcf82a22
951b7a6a899e7e1e46404788fdd514fba3,
cn=KAMALAX GANAPAYYA SARAF
Date: 2020.07.16 11:01:10 +05'30'

Name of Proprietor : Kamalax. G. Saraf
Membership No : 1596
COP No : 642
Date : 16.07.2020
Place : Mumbai.
UDIN : F001596B000459823