

HELD AT B. Chavan Centre ON 26/4/2013 TIME 3.30 p.m.
G. J. Bhosale Marg, Mumbai 400 020

**MINUTES OF THE THIRTY FIFTH ANNUAL GENERAL MEETING OF
 THE MEMBERS OF CASTROL INDIA LIMITED HELD AT
 Y.B.CHAVAN CENTRE, GENERAL JAGANNATH BHOSALE MARG,
 NEXT TO SACHIVALYA GYMKHANA, MUMBAI 400021 ON
FRIDAY, 26TH APRIL, 2013 AT 3.30 P.M.**

PRESENT

Mr. S.M. Datta	Chairman & Shareholder
Mr. R. Kirpalani	Director – Automotive & Chief Operating Officer
Mr. S. Vaidya	Director - Finance
Mr. B. Kamath	Director – Supply Chain
Mr. R. Gopalakrishnan	Director
Mr. R. Hewins	Director representing Castrol Ltd., U.K.
Mr. U. Khanna	Director & Shareholder
Mr. S. Mukundan	Director representing Castrol Ltd., U.K.
Mr. P. Weidner	Director representing Castrol Ltd. U.K

Mr. A.H. Mody Company Secretary

Other Shareholders - 187

1. The Chairman informed the shareholders that in terms of BP's policy on Health, Safety, Security and Environment (HSSE) an HSSE announcement would have to be made. Accordingly an HSSE announcement was made to the shareholders by Mr. Leon Verdes.
2. The Chairman declared that the quorum was present and stated that the Auditors' Report duly signed by the Auditors, Register of Proxies and Directors' Shareholdings were open for inspection to the shareholders of the Company.
3. Thereafter the Chairman welcomed the Shareholders to the 35th Annual General Meeting of the Company

The Chairman then went on to introduce the Directors and the Company Secretary. He then informed the shareholders present that at the Board Meeting held in the morning, the Board of Directors had appointed with effect from 27th April, 2013, Mr. R. Kirpalani as the Managing Director of the Company.

4. The Chairman then stated that 61 proxies had been received in respect of 4,24,86,977 Equity shares (8.59% of the paid up capital). He further stated that Resolutions under Section 187 of the Companies Act, 1956 had been received from Castrol Ltd. U.K. and BP Mauritius Limited for 35,12,91,716 equity shares (71.03% of the paid-up capital).
5. The Chairman, with the permission of the shareholders, took the Notice as read and then asked the Company Secretary to read the Auditors' Report. Accordingly, the Company Secretary read out the Auditors' Report.

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6. The Chairman then addressed the shareholders of the Company. He spoke on the performance of the Company in 2012 and the various steps taken by the Company to deal with a difficult and challenging environment in which it had operated. He informed the members that 2013 would also be a challenging year for the Company taking into account the prevailing economic conditions.

He also dwelt on the general economic conditions prevailing in the country.

Lastly he stated that the Company was in action to address the challenges. It was taking steps to increase distribution, control cost and increase efficiency.

7. Thereafter, the following Resolution was proposed by Mr. Gautam Tiwari as an ORDINARY RESOLUTION and seconded by Mr. Joseph Martins.

RESOLUTION NO.1: RESOLVED THAT the Audited Balance Sheet & the Profit and Loss Account for the year ended 31st December, 2012 and the Reports of the Directors' and Auditors' as circulated to the Members of the Company be and are hereby adopted.

Before putting the Resolution to vote, the Chairman requested the shareholders to speak and said he and the Chief Operating Officer would endeavor to answer the questions that might be asked by the shareholders.

1. **Mrs. Asha Lata Maheshwari (Folio No. A-2252)**

At the outset, she welcomed all the Directors and in particular the foreign Directors who had taken out time to attend the Annual General Meeting of the Company.

She noted that the Annual Report was both colourful and transparent and thanked the management for rewarding the shareholders with a 1:1 bonus issue. She noted that the Company had performed well despite difficult times and had also maintained its gross profit.

She wanted to know the turnover, profits and growth of the Company in the near future. She noticed that the cost of goods had increased mainly due to the fall in the value of the Indian Rupee.

She congratulated Mr. Kirpalani on his being appointed as the Managing Director of the Company. She also congratulated the employees for their good performance.

She then inquired as to which of the Company's brand delivered the maximum sales and profits.

Lastly she stated that TSR Darashaw Private Limited, the Registrars & Share Transfer Agents of the Company were rendering good services to the shareholders of the Company.


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2. Mr. Joseph Martins (Client ID: 1302590001333302)

At the outset, he stated that he was glad to be a shareholder of this good Company.

He added that the Company had been operating with excellent cost efficiency, budget disciplines, financial control and wise management decisions. All this he felt, had enabled the Company to report a history of superior functioning and performance making the shareholders glad to read the Annual Report.

He then noted that everyone in the Company strived towards excellence in all spheres of individual and collective activity so that the Company and the nation constantly rose to high levels of endeavours and achievements. He also noted that the Company was always trying to improve. He added that there was an effort to develop the scientific temper, humanism and the spirit of inquiry and reform as was evident from the conservation of energy measures undertaken, technology absorption, training centre in Volkswagen, etc. He wanted to know if the Company carried out any Research & Development for its parent company.

He inquired as to what the Company meant when it stated in its Annual Report that it has special programmes for women to succeed in the workplace.

Lastly he added that all the shareholders were united with the Board of Directors in all their endeavours.

3. Mr. Gautam Tiwari (Client ID: 1301190300026856)

He noted that he was a shareholder of the Company from the time of its public issue. He was grateful to the foreign directors for taking out time to attend the Annual General Meeting of the Company every year.

He stated that the Company had an eminent Board of Directors which needed no introduction. He added that the share prices had gone up with the passage of time due to Company's good working.

He noted that the Chairman's speech had rightly highlighted the steps taken by the Company, including cost control measures undertaken to deal with a difficult and challenging environment.

He added that the Annual Report was colourful, transparent and contained detailed information. He suggested that hard copies of the Annual Report be sent to those members who were regular speakers at the Annual General Meeting. He also noted that TSR Darashaw Private Limited the Registrars & Share Transfer Agents of the Company were co-operative and took steps to solve all the grievance of the shareholders.

Lastly he stated that the returns and profitability of the Company was encouraging.

He requested the management to carry out a factory visit in the future.


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4. Mr. Michael P. Martins (Client ID: 1302590001261386)

At the outset, he stated that he was glad to be a shareholder of this renowned Company which considered its business as more than oil viz liquid engineering. He congratulated the Company's Research & Development (R&D) Centre for becoming the global product development centre for 2 wheelers and he also congratulated the management on receiving a number of awards. He noted that the Company had developed its employees very well and made them passionate about the Company. He also thanked the management for giving a total dividend of Rs.10.50 and 1:1 bonus issue. He stated that the Company had taken a number of measures to conserve energy. The same were reflected under the R&D efforts and technology absorption as appearing in the balance sheet.

He added that he was pleased to read in the Annual Report that the Company was training its Directors in the business model, the risk profits of business parameters, director's responsibilities and the best ways to discharge them. He noted that the Company had also taken steps to take care of its past employees with various benefits. He hoped that the Company would perform better in the future.

5. Mr. Sharadkumar Jivraj Shah (Folio No.: S0014468)

At the outset, he congratulated Mr. Kirpalani on his being appointed as the Managing Director of the Company.

He inquired as to what the Earnings Per Share of the Company was before and after September, 2012 when the bonus shares were allotted. He said he felt that the revenue of the Company was not in line with its share capital of Rs.495 crores.

He added that the Company had installed LED street lights in its Patalganga plant. He inquired of the size and the price of the same.

He requested the Company to print its e-mail, address and telephone number in the Annual Report.

He also noted that the Company had come out with good financial results. He inquired the reason for the Company importing base oil and additives when the same were available in India.

He then stated that he was of the opinion that the Company was concentrating in selling its lubricants to two wheelers only and not four wheelers.

He commented that there was not a single outlet in South Mumbai which was selling the Company's products. He recalled that previously the Company's product could be ordered on the telephone and the same were then couriered to the customer. He requested the management to introduce this facility once again.

Lastly, he requested the management to pay dividend immediately after the Annual General Meeting.


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6. Mr. Vinay Bhide (Client ID: 10179670)

He stated that the Annual Report was informative and he had received it in time. He noted that the Company had not disclosed the profits of non – automotive segment unlike the automotive segment. He inquired of the market share of the Company and also details of its future plans.

7. Mr. Seshan Krishnamurthy (Folio No.: S0013029)

At the outset, he stated that the Annual Report was informative, colourful and noted that he had received the same well in advance. He requested the management to hold its future Annual General Meeting near Churchgate station.

He thanked the management for declaring a good dividend inspite of the fact that the dividend distribution tax had increased from 1st April, 2013. He noted that the Company had made no mention in its Annual Report of activities undertaken under “Corporate Social Responsibility” (CSR). He suggested that the Company under its CSR activities undertake the task of supplying water to drought hit rural areas in Maharashtra, Rajasthan and Gujarat.

He added that he would in future like to receive the Annual Report in physical form and also requested the management to conduct a factory visit.

Lastly he suggested that the Company reduce its prices and therefore its margins to increase the volumes. He also requested the management to consider selling in smaller packs so that it could be within the reach of a large number of consumers.

8. Mr. Babulal I. Parekh (Client ID 1302590001035657)

He stated that the Annual Report was informative, transparent and colourful and that he was happy to receive the Annual Report in time. He expressed his gratitude to the management for declaring a good dividend and for issue of bonus shares. He wanted to know if there were alternative raw material options available for manufacture of lubricants. He inquired if any new products had been introduced by the Company in 2012. He asked the management to clarify as to what the Company meant by stating 10 to 21 years was the useful life as per the management of plant and machinery.

Lastly he requested that the management to conduct a factory visit for its shareholders.

9. Mr. Naishad Pandhi (Client ID:1101586)

At the outset, he suggested that the first quarter results be shared with the shareholders at the Annual General Meeting. He then stated that he had heard that the Company had announced “Reduction in Capital” and wanted the management to share details of the same.

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He requested the management to pay the dividend the next day after the Annual General Meeting like some companies do.

Lastly he wanted to know the future growth plans of the Company.

10. Mr. Dinesh Kotecha (Client ID 1201890000000564)

He stated that he was a member of the Company for the last 6 years and was already a recipient of 2 Bonus issues. He stated that the Company had presented a good Business Responsibility Report and on reading the same it was clear that the Company's brand was its USP. He was very happy to note that the Company had no subsidiary company. He stated that the financial results clearly showed that the Company's customers had full faith in the Castrol brand and the Management should be proud of the same. He wanted to have the details of an instance of misappropriation of inventory by transporter and contractor and another instance of over claiming of expenses by an employee, both of which had been mentioned in the Auditor's Report.

Lastly he thanked the management for the good performance.

11. Mr. Deepak Shenoy (Client ID: 10166289)

At the outset, he stated that he had received the Annual Report in time. He wanted to know what plans BP had in India and in particular in connection with extending support to Castrol India. He requested BP to help Castrol India in launching new products to meet competition.

Lastly he wanted to know the Company's plans for the next 5 years.

12. Mr. Vinitkumar Parekh (Folio No. V/6147)

At the outset, he stated that he had purchased 100 shares from Mrs. Jyoti Harshad Mehta and had paid full consideration for the same but had never received the shares back duly transferred since the same were in the possession of the Custodian. He hoped that the Company would help him to obtain the said shares from the Custodian.

He then stated that TSR Darashaw Private Limited was rendering good services as the Registrars and Share Transfer Agents of the Company but they should provide for a table space in the fort area. He suggested that the Company hold its shareholders meeting near Churchgate station which was a more convenient location than the present location. He added that the Company had performed well and requested the management to disclose the financial highlights for the last 10 years in the Annual Report.

The Chairman and the Chief Operating Officer then replied to the questions asked by the shareholders.

Resolution No. 1 was passed with the requisite majority.


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8. Mr. P.A. Vijaykumar proposed and Mr. Vinitkumar Parekh seconded the following as an ORDINARY RESOLUTION and put to vote :-

RESOLUTION NO. 2: RESOLVED THAT a final dividend at the rate of Rs.3.50 per share be and is hereby declared on 49,45,61,192 fully paid-up equity shares of Rs.10/- each of the Company for the year ended 31st December, 2012.

Resolution No.2 was passed with the requisite majority.

9. Mrs. Asha Lata Maheshwari proposed and Mr. Michael Martins seconded the following as an ORDINARY RESOLUTION and put to vote.

RESOLUTION NO.3 : RESOLVED THAT Mr. R. Gopalakrishnan be and is hereby re-appointed as a Director of the Company and his period of office shall be liable to determination by retirement of Directors by rotation.

Resolution No.3 was passed with the requisite majority.

10. Mr. Vinay Bhide proposed and Mr. Seshan Krishnamoorthy seconded the following as an ORDINARY RESOLUTION and put to vote :-

RESOLUTION NO.4 : RESOLVED THAT Mr. S. Vaidya be and is hereby re-appointed as a Director of the Company and his period of office shall be liable to determination by retirement of Directors by rotation.

Resolution No.4 was passed with the requisite majority.

11. Mr. SharadKumar Shah proposed and Mr. Babulal J. Parikh seconded the following as an ORDINARY RESOLUTION and put to vote :-

RESOLUTION NO.5: RESOLVED THAT S.R. Batliboi & Co., Chartered Accountants (Firm Registration No. 301003E), be and are hereby appointed Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT the remuneration payable together with the out-of-pocket expenses, if any, and the installments in which the remuneration is payable to the Auditors shall be such as shall be mutually agreed upon between the Board of Directors and the Auditors.

Resolution No. 5 was passed with the requisite majority.


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12. Mr. Joseph Martins proposed and Mr. Vinitkumar Parikh seconded the following as an ORDINARY RESOLUTION and put to vote :-

RESOLUTION NO.6:RESOLVED THAT Mr. Bijay Kamath be and is hereby appointed as a Director of the Company and his period of office would be liable to determination by retirement of Directors by rotation.

Resolution No.6 was passed with the requisite majority.

13. Mr. Naishad Pandhi proposed and Mrs. Asha Lata Maheshwari seconded the following as an ORDINARY RESOLUTION and put to vote :-

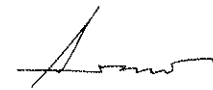
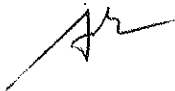
RESOLUTION NO.7:RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 (the Act) read with Schedule XIII of the Act, the appointment of Mr. Bijay Kamath as a Wholtime Director of the Company designated as Director – Supply Chain for a period of 5 years with effect from 1st November, 2012 to 31st October, 2017 upon the terms and conditions including remuneration and minimum remuneration as set out in the Agreement entered into by the Company with Mr. Kamath be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the said Agreement to the extent the Board of Directors may consider appropriate, as may be permitted or authorized in accordance with any provision under the Act, for the time being in force or any statutory modification or re-enactment thereof and/or any Rules or Regulations framed thereunder and the terms of the aforesaid Agreement between the Company and Mr. Kamath shall be suitably modified to give effect to such variation or increase as the case may be

Resolution No.7 was passed with the requisite majority.

There being no other business the Meeting terminated with a Vote of Thanks to the Chair.

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CHAIRMAN

21/05/2013

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