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

12 April 2018

The Secretary
The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex
Plot No. C/1, 'G' Block
Bandra (East)
Mumbai 400051.

Scrip Code: 500870

Symbol : CASTROLIND

Dear Sirs,

Sub: Notice of 40th Annual General Meeting of the Company.

This is to inform you that the 40th Annual General Meeting of the Company is scheduled to be held on Thursday, 3 May 2018.

We enclose herewith Notice of 40th Annual General Meeting of the Company.

Kindly take the same on record.

Yours faithfully,
For **Castrol India Limited**

Chandana Dhar

Chandana Dhar
Company Secretary and Compliance Officer

CC - Link Intime India Pvt. Ltd., Registrar and Transfer Agent
National Securities Depository Limited
Central Depository Services (India) Limited

CASTROL INDIA LIMITED

CIN: L23200MH1979PLC021359
Registered Office: Technopolis Knowledge Park, Mahakali Caves Road, Andheri (E), Mumbai 400 093.
Website: www.castrol.co.in • Email ID: investorrelations.india@castrol.com
Tel: (022) 66984100 • Fax: (022) 66984101

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fortieth (40th) Annual General Meeting of the Members of Castrol India Limited will be held on **Thursday, 3 May 2018 at 10.00 a.m.** at Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, Nariman Point, Opp. Mantralaya, Mumbai – 400 021, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31 December 2017 and the Reports of the Board of Directors and the Statutory Auditors thereon.

2. To confirm payment of interim dividend and to declare a final dividend on Equity Shares for the Financial Year ended 31 December 2017.

3. To appoint a Director in place of Mr. Jayanta Chatterjee (DIN 06986918), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Ms. Rashmi Joshi (DIN 06641898), who retires by rotation and being eligible, offers herself for re-appointment.

5. To ratify the appointment of Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/W-100018), as Statutory Auditors of the Company to hold office until the conclusion of the Forty First (41st) Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as may be agreed by the Board of Directors of the Company from time to time.

SPECIAL BUSINESS

6. To consider and ratify the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants for the financial year ending 31 December 2018.

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and such other permissions as may be necessary, the payment of the remuneration of Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) with applicable tax plus reimbursement of related business expenses, at actuals, to M/s. Kishore Bhatia & Associates, Cost Accountants (Registration No. 00294), who were appointed by the Board of Directors of the Company, as Cost Auditors, to conduct audit of the cost records maintained by the Company, for the Financial Year ending 31 December 2018, be and is hereby ratified."

By Order of the Board of Directors

Chandana Dhar
Company Secretary &
Compliance Officer
(ACS 17891)

Date : 6 February 2018
Place : Mumbai

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

IMPORTANT NOTES

(1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Annual General Meeting (the "AGM" or "Meeting"), is annexed hereto.

(2) In terms of the provisions of Section 105 of the Companies Act, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS

ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not more than fifty (50) Members and holding in aggregate not more than ten percent (10%) of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS (48 hours) before the time for holding the Meeting. A Proxy Form is annexed to this Notice. Members may please note that a Proxy does not have the right to speak at the Meeting and can vote only on a poll. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.

(3) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

(4) In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

(5) Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, (except Saturdays and Sundays) between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.

(6) In terms of Section 152 of the Companies Act, 2013, Mr. Jayanta Chatterjee (DIN 06986918) and Ms. Rashmi Joshi (DIN 06641898), retire by rotation at this Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommend their re-appointments. Details of Directors proposed to be re-appointed as required in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, are provided below.

(7) The Ministry of Corporate Affairs (MCA) on 16 October 2017 had notified the amendment to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Second Amendment Rules, 2017 ("the Rules") wherein the Company was required to transfer all the shares whose dividend is lying in the "Unpaid Dividend Account" of the Company unpaid or unclaimed for a period of seven consecutive years from the date of its transfer to the Investor Education and Protection Fund. The requisite transfer of shares to the Investor Education and Protection Fund was required to be completed by 30 November 2017 and the Company has complied with the same and the aforesaid shares have been transferred by the Company to the Investor Education and Protection Fund. The Company has uploaded the details of the aforesaid transfer of shares to the Investor Education and Protection Fund on the website of the IEPF viz. www.iepf.gov.in and on the website of the Company (http://www.castrol.com/en_in/india/financials/other-financial-documents-policies.html).

(8) In terms of Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Company would be transferring the Final Dividend for the Financial Year ended 31 December 2010 and the Interim Dividend for the Financial Year ended 31 December 2011 on or before 1 September 2018 and 16 October 2018 respectively. Members are requested to ensure that they claim the dividends referred above, before it is transferred to the said Fund. Due dates for Transfer of Unclaimed Dividend to IEPF are provided in the Report on Corporate Governance.

(9) The Company has uploaded information of Unclaimed Dividends as on date of the 39th Annual General Meeting held on 31 May 2017, on the websites of the IEPF viz. www.iepf.gov.in and of the Company (http://www.castrol.com/en_in/india/financials/other-financial-documents-policies.html). Further, the Company has also uploaded on its website, a list of unclaimed Interim Dividend for the Financial Year ended 31 December 2017.

(10) Members can send their requests, if any, to investorrelations.india@castrol.com and rnt.helpdesk@linkintime.co.in.

(11) Members are requested to send their queries, if any, on Annual Report, to the Company Secretary & Compliance Officer, not less than 7 days before the date of Meeting, so that the requisite information/explanations can be provided in time.

(12) The Register of Members and Share Transfer Books will remain closed from 27 April 2018 to 3 May 2018 (both days inclusive) for determining names of Members eligible for final dividend on Equity Shares, if declared at the Meeting.

(13) Final dividend on Equity Shares, if declared at the Meeting, will be credited/dispatched on or before 1 June 2018, to those Members whose names shall appear on the Company's Register of Members as on book closure date.

(14) Members holding shares in electronic form are requested to intimate immediately, any change in their address or bank mandates to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Share Transfer Agent, Link Intime India Private Limited.

(15) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, Link Intime India Private Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

(16) Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve annual reports and other communications through electronic mode to those Members who have registered their e-mail ID either with the Company or with the Depository Participant(s). Members who have not registered their e-mail IDs so far are requested to register their e-mail ID so that they can receive the Annual Report and other communications from the Company electronically. Members holding shares in demat form are requested to register their e-mail ID with their Depository Participant(s) only. Members of the Company, who have registered their e-mail ID, are entitled to receive such communications in physical form upon request.

(17) The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s), unless the Members have registered their request for a physical copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

(18) The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.castrol.com.

(19) As an austerity measure, copies of the Annual Report will not be distributed at the Meeting. Members are requested to bring their copy of Annual Report to the Meeting.

(20) Route Map showing directions to reach venue of the 40th AGM is provided as a part of this Notice.

(21) **Voting Options**

1. Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereinafter.

A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participant(s)]:

(i) Open email and open PDF file viz. "Castrol India Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of Castrol India Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority letter etc. to the Scrutinizer through e-mail to castrolagm2017@sarafandassociates.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for Members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

2. Voting at AGM

Members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements for voting at the AGM Venue.

OTHER INSTRUCTIONS

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

III. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

IV. Members, whose names appear in the Register of Members/List of Beneficial Owners as on 26 April 2018 ("cut-off date") are entitled to vote on the Resolutions set forth in this Notice.

V. The remote e-voting period will commence at 9.00 a.m. (IST) on 29 April 2018 and will end at 5.00 p.m. (IST) on 2 May 2018. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26 April 2018 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

VI. The voting rights of Members shall be in proportion to their shareholding(s) on the paid up Equity Share Capital of the Company as on the cut-off date of 26 April 2018.

VII. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 26 April 2018 may obtain the login ID and password by sending an email to investorrelations.india@castrol.com or rnt.helpdesk@linkintime.co.in or evoting@nsdl.co.in by mentioning their Folio No./DP ID and Client ID No. However, if they are already registered with NSDL for remote e-voting, then they can use their existing user ID and password for casting a vote. If they forget the password, they can reset the password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.

VIII. A Member may participate in the Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.

IX. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.

X. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting facility shall also be made available to those Members who attends the Annual General Meeting and have not already cast their vote by remote e-voting.

XI. Mr. K. G. Saraf, Proprietor of Saraf and Associates, Company Secretaries (CP No. 642) has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting process at AGM in a fair and transparent manner.

XII. The Scrutinizer shall, immediately after the conclusion of voting at Annual General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 2 days of conclusion of the meeting submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

XIII. The results along with the scrutinizer's report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors

Chandana Dhar
Company Secretary &
Compliance Officer
(ACS 17891)

Date : 6 February 2018
Place : Mumbai

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

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

Item No. 6

The Board, on recommendation of the Audit Committee, has approved at its Meeting held on 6 February 2018, the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, (Registration No. 00294), as Cost Auditors to conduct the audit of the cost records of the Company, at a remuneration of Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) with applicable tax plus reimbursement of related business expenses, at actuals.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31 December 2018.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends passing of the resolution as set out under Item No. 6 as an Ordinary Resolution for approval by the Members.

By Order of the Board of Directors

Chandana Dhar
Company Secretary &
Compliance Officer
(ACS 17891)

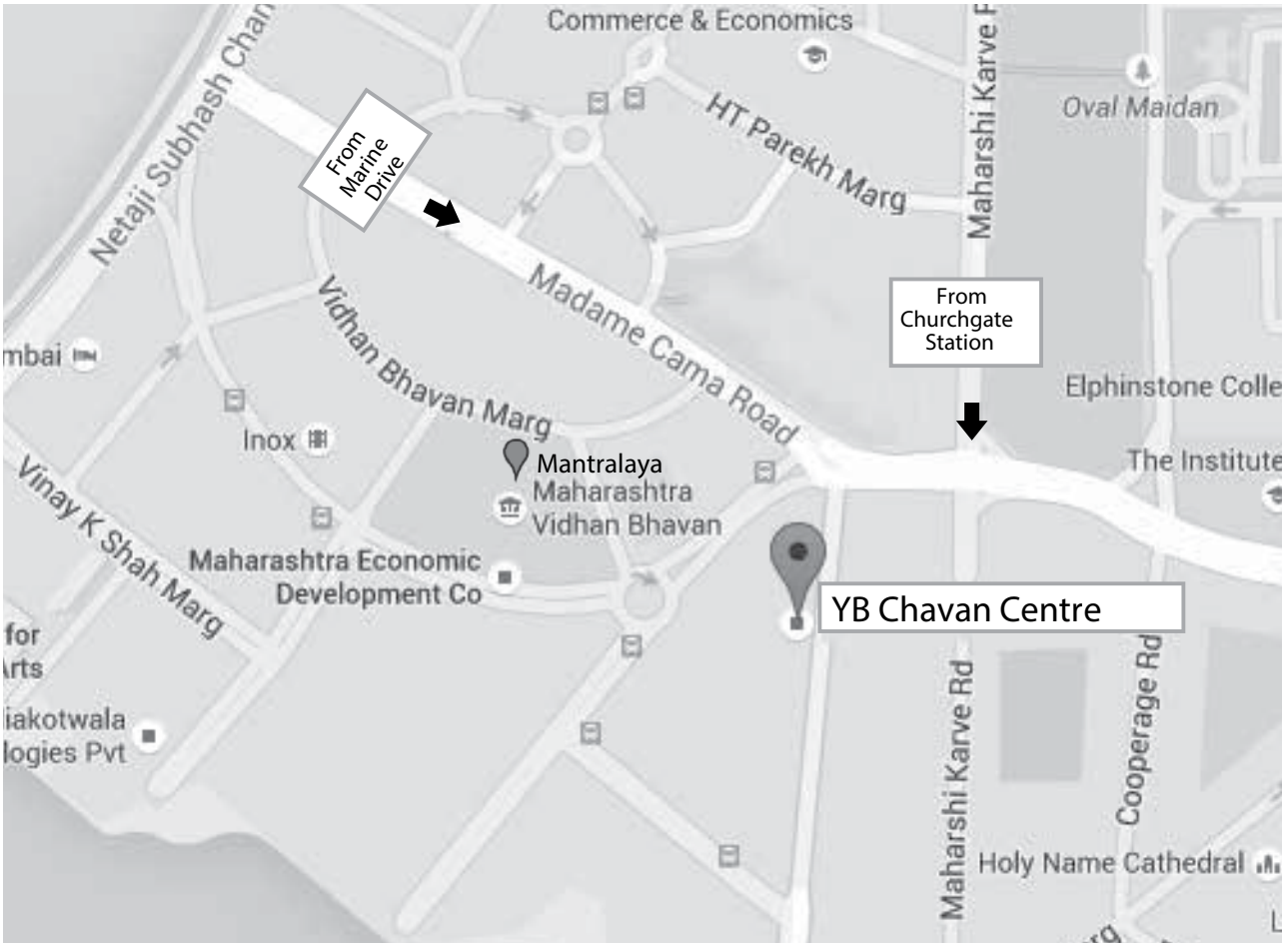
Date : 6 February 2018
Place : Mumbai

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

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 40TH ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015] AND (SS – 2 SECRETARIAL STANDARDS ON GENERAL MEETINGS):

Name of Director	**Mr. Jayanta Chatterjee**	**Ms. Rashmi Joshi**
Director Identification Number (DIN)	06986918	06641898
Date of appointment	30 October 2014	31 July 2014
Date of Birth	21 March 1969	30 July 1966
Expertise in specific functional areas	Mr. Jayanta Chatterjee has twenty six years of Supply Chain leadership experience across multiple functions – Planning, Customer Fulfilment, Manufacturing, Process Implementation and distribution channels (Retail, Distributors, OEM, Industrial and Marine) in Asia-Pacific and India. He joined Castrol India in 1999 and has progressed through roles of increasing responsibility in Supply Chain. Most recently he was the Regional Customer Fulfilment and Planning Manager based in Singapore before coming back to India and had also been responsible for leading the Supply Chain for Middle East and KSA business of BP Lubricants and the Operations Excellence team for Asia-Pacific Supply Chain.	With more than 25 years of experience in finance function working for FMCG, Pharmaceutical, Consumer durable and Lubricants businesses, at Castrol India Limited Ms. Rashmi Joshi has been responsible for leading India finance team, transformation of finance processes, business partnering by actively contributing in delivery of plans, improving key performance ratios, shaping country strategy for India and South Asia, risk management.
Qualifications	Bachelor of Electrical Engineering from Jadavpur University, Calcutta and Post Graduate Diploma in Business Management from IIM Calcutta	A Chartered Accountant and Company Secretary
Directorship as on 31 December 2017	None other than Castrol India Limited	Thirdware Solutions Limited
Committee Membership in Castrol India Limited as on 31 December 2017	• Corporate Social Responsibility Committee • Risk Management Committee	• Corporate Social Responsibility Committee • Stakeholders Relationship Committee • Risk Management Committee
Shareholding in Castrol India Limited	NIL	NIL

Route Map for the Venue of the 40th AGM of Castrol India Limited



Landmark : Opposite Mantralaya

Distance from **Churchgate Station** : around 2 km

Distance from **Chatrapati Shivaji Terminus** : around 4 km

Distance from **Marine Lines Station** : around 5 km