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

Tel: (022) 6698 4100
Fax: (022) 6698 4101
www.castrol.co.in

CIL: SHARES: 3112

14 November 2017

To,

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

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

Scrip Code: 500870

SYMBOL: CASTROLIND

Sub: Notice to Shareholders and Postal Ballot Form

Dear Sir/ Madam,

Pursuant to the requirements under Reg. 30 (6) of the SEBI (Listing Obligations and Listing Requirements) Regulations, 2015 , we enclose herewith copies of Notice and Postal Ballot Forms (seeking their approval through Postal Ballot Process for the issue of Bonus Equity Shares in the ratio of 1 (One) Bonus Equity Share of Rs. 5/- each for every 1 (One) fully paid up Equity Share of Rs. 5/- each) being sent to the Members of the Company. The dispatch of the Notice and Postal Ballot Forms will be completed by 15 November 2017.

This is for your information and records.

Thanking You,

Yours Faithfully,
For **Castrol India Limited**

Chandana Dhar

Chandana Dhar
Company Secretary

KIRAN - 2763 4143 • Email : kpplld@vsnl.com 11/17

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013, this explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice.

Item no. 1 - Issue of Bonus Shares in ratio of 1 (One) Bonus Equity Share of Rs. 5/- for every 1 (One) fully paid up Equity Share of Rs. 5/- .

Considering, inter-alia the financial parameters, and the position of reserves of the Company, the Board of Directors of the Company at its meeting held on 7 November 2017, has approved subject to the approval of the Members, issuance of bonus shares to the holders of Equity Shares of the Company in the ratio of 1:1 (i.e. (One) bonus equity share of Rs. 5/- for every 1 (One) fully paid up equity share of Rs. 5/- held) by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum not exceeding Rs. 494,56,11,920/- after capitalising a sum not exceeding Rs. 247,28,05,960/- (Rupees Two Forty Seven Crore Twenty Eight Lakh Five Thousand Nine Hundred Sixty Only) from the General Reserves or any other permitted reserves/ surplus as per the Audited Accounts of the Company for the financial year ended 31 December 2016, and the same is proposed to be applied in paying up in full not exceeding 49,45,61,192 equity shares of Rs. 5/- .

The fully paid-up Bonus Shares shall be issued and allotted to those Members of the Company, whose names shall appear in the Register of Members / list of beneficial owners as on the Record Date determined by the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of 1 (One) Bonus Share of Rs. 5/- for every 1 (One) Equity Share of Rs. 5/- held by them on the Record Date.

The Bonus Shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities. As per Article 189 of the Articles of Association of the Company, it is necessary to obtain the approval of the Members for issue of bonus shares by capitalization of reserves.

The present Authorised Share Capital of the Company is Rs. 495.56 Crore and the Paid-up Share Capital is Rs. 247.28 Crore.

Directors and Key Managerial Personnel of your Company and their relatives are interested in this Resolution to the extent of their respective shareholdings in the Company.

The Board of Directors of your Company recommends this Ordinary Resolution for your approval.

Item No. 2- Change in Place of keeping the Register of Members, Index of Members etc.

The Board of Directors on 7 November 2017 have appointed Link Intime India Pvt. Ltd. with effect from 1 March 2018 as Registrar and Share Transfer Agent of the Company in place of TSR Darashaw Limited. Section 94 of the Companies Act, 2013 (the Act) provides that for keeping the Register of Members with Index of Members, Register of Debenture Holders and other security holders, if any, together with Index of Debenture Holders and other security holders, if any, and copies of the Annual Return at a place in India other than the registered office of the Company, in which more than one-tenth of the total number of members entered in the Register of Members reside, approval of Members by way of Special Resolution is required.

Accordingly approval of the Members is sought for keeping the Register of Members with the Index of Members, the Register of Debenture Holders and other security holders, if any, together with the Index of Debenture Holders and other security holders, if any, under Section 88 of the Act, at the Office of the Company's Registrar and Share Transfer Agents and/or at such other place in Mumbai where the Registrar and Transfer Agent may shift its office from time to time or such other place as may be decided by the Board from time to time.

Out of the total number of members of 1,26,140 as on 7 November 2017, 41,500 members [being 32.89%] reside in Mumbai.

Therefore, the Board recommends the Special Resolution set out at Item No.2 of the Notice for approval by the Members.

Directors and Key Managerial Personnel of your Company and their relatives are interested in this Resolution to the extent of their respective shareholdings in the Company.

By Order of the Board of Directors,
For CASTROL INDIA LIMITED

Chandana Dhar
Company Secretary
ACS: 17891

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

Place : Mumbai

Date : 7 November 2017

Castrol India Limited

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

NOTICE OF POSTAL BALLOT TO THE MEMBERS

(Notice issued pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, ("the Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification/s or re-enactment thereof for the time being in force, that the resolutions set out below are proposed to be passed by way of Postal Ballot/e-voting. Explanatory Statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof is annexed to this Notice, along with a Postal Ballot Form (the Form) for your consideration.

The Board of Directors of the Company ("the Board") has appointed Mr. K.G. Saraf, Practicing Company Secretary, as the "Scrutinizer", for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Notice and Form, record your assent (For) or dissent (Against) therein and return the Form, in original, duly completed in all respects, in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer on or before the close of working hours on 15 December 2017 at 5.00 p.m.

The Company is also providing e-voting facility for voting on the Resolutions. Members desiring to opt for e-voting are requested to read the notes to the Notice and instructions overleaf the Form. References to Postal Ballot in this notice include votes received electronically. Members can opt only one mode of voting, i.e. either by Physical Ballot or e-voting.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman. The result of the Postal Ballot would be announced by the Chairman or any one of the Wholetime Directors or the Managing Director or the Company Secretary of the Company, on or before 18 December 2017 at the Registered Office of the Company.

The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website viz. *www.castrol.com* and on the websites of BSE Ltd, The National Stock Exchange of India Limited and National Securities Depository Limited (NSDL).

Item No. 1 – Issue of Bonus Shares in ratio of 1 (One) Bonus Equity Share of Rs. 5/- for every 1 (One) fully paid up Equity Share of Rs. 5/- .

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

"RESOLVED THAT in accordance with the provisions of Section 63 of the Companies Act, 2013 and Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and Article 189 of the Articles of Association of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI) in this behalf (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by the Reserve Bank of India ("RBI") from time to time and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the Members be and is hereby accorded to the Board of Directors of the Company ("the Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereafter constitute for the time being, exercising the powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding Rs. 247,28,05,960/- (Rupees Two Forty Seven Crore Twenty Eight Lakh Five Thousand Nine Hundred Sixty Only) from and out of the General Reserves and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issuance of Bonus Shares of Rs. 5/- (Rupees Five Only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names will appear in the Register of Members on the 'Record Date' determined by the Board for the purpose, in the proportion of 1 (One) Bonus Equity Share of Rs. 5/- for every 1 (One) fully paid-up Equity Share of Rs.5/- held by them and that the Bonus Share so distributed shall, for all purposes, be treated as an increase in the paid-up Capital of the Company held by each such Member, and not as income or in lieu of dividend;

RESOLVED FURTHER THAT the new equity bonus shares of Rs. 5/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank *pari passu* in all respects with and carry the same rights as the existing fully paid-up equity shares of the Company and shall be entitled to participate in full in any dividend (s) to be declared after the bonus shares are allotted;

RESOLVED FURTHER THAT for Members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and for Members who hold equity shares in physical (share certificate) form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable guidelines, rules and regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Item No. 2- Change in Place of keeping the Register of Members, Index of Members etc.

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

"RESOLVED THAT pursuant to provisions of Section 94 of the Companies Act, 2013 ("the Act") and the Companies (Management

and Administration) Rules, 2014 and any other law applicable for the time being in force (including any statutory modification or re-enactment thereof for the time being in force) consent of the Members be accorded to the Board of Directors of the Company for keeping the Register of Members together with the Index of Members, Register of Debenture Holders and other security holders, if any, together with the Index of Debenture Holders and other security holders, if any, under Section 88 of the Act, and copies of the Annual Returns under Section 92 of the Act at the office premises of the Company's Registrar & Share Transfer Agents (R & T) and/or at such other place(s) in Mumbai where the R & T Agents may shift its office from time to time or such other place as may be decided by the Board of Directors from time to time;

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof, if any, constituted by the Board) be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution and to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or any other Officer(s) / Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary."

By Order of the Board of Directors,
For CASTROL INDIA LIMITED

Chandana Dhar
Company Secretary
ACS: 17891

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

Place : Mumbai

Date : 7 November 2017

Notes

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposals are annexed herewith.
2. This Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on close of business hours of 8 November 2017.
3. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent the Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. Members who receive the Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the same from the website of the Company www.castrol.com. For Members whose email IDs are not registered, physical copies of this Postal Ballot Notice are being sent by registered post, speed post or a courier along with a postage-prepaid self-addressed Business Reply Envelope. To seek a duplicate Postal Ballot Form, please contact TSR Darashaw Limited and fill in the requisite details and send the same to the Scrutinizer
4. Members whose names appear on the Register of Members / List of beneficial owners as on 8 November 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this Postal Ballot Notice for informational purposes only.
5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
6. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In cases where Members cast their votes through both modes, voting cast through e-voting shall be treated as valid and votes cast through the physical Postal Ballot Forms will be treated as invalid.
7. In case where a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to investorrelations.india@castrol.com or castrolpb2017@tsrdarashaw.com. The Registrar and Share Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
8. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the Member. The voting rights of the Members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on 8 November 2017. The postal ballot period commences on 16 November 2017 (9:00 a.m. IST) and ends on 15 December 2017 (5:00 p.m. IST)
9. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 5.00 p.m. IST) on 15 December 2017. The Postal Ballot Form should be completed and signed by the shareholder. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final. As mentioned above, the postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 5.00 p.m. IST on 15 December 2017 shall be deemed invalid. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his / her duly constituted attorney or in case of bodies corporate, the duly authorized person.

11. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any one of the Wholetime Directors or the Managing Director or the Company Secretary of the Company duly authorized, on or before 18 December 2017 and will also be displayed on the Company website www.castrol.com and on the website of NSDL (https://www.evoting.nsdl.com), and communicated to the stock exchanges, depository, Registrar and Share Transfer Agent on the said date.
12. Members can also contact Ms. Supriya Mirashi at TSR Darashaw Ltd. (the Company's Registrar and Share Transfer Agent) to resolve any queries with regard to voting by Postal Ballot. (Email id – castrolpb2017@tsrdarashaw.com).
13. This Postal Ballot Notice is also placed on the website of the Company www.castrol.com and on the website of NSDL at https://www.evoting.nsdl.com.
14. The last date of receipt of the Postal Ballot Forms / e-voting i.e. 15 December 2017 (5:00 p.m. IST) shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
15. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.
16. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Act, read with the related Rules, the Company is pleased to provide e-voting facility to all its shareholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

Voting through electronic means

The instructions for Members for e-voting are as under:

(a) In case of Members' receiving e-mail from NSDL

(i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. NOTE: Members already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".

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

(iii) Click on Shareholder - Login

(iv) Put your user ID and password & Click - Login.

(v) Password change menu appears. Change the password 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 Members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail castrolpb2017@sarafandassociates.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Members' receiving Postal Ballot Form by Post:

(i) Initial password is provided at the bottom of the Postal Ballot Form.

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.

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

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

In case Members are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Members are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

(e) Members who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

(f) Members can also contact Amit Vishal, Senior Manager, NSDL to resolve any grievances with regard to e-voting. Contact number- 022-24994360; Email id- AmitV@nsdl.co.in

(g) Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password' option available on the site to reset the password.

(h) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. 8 November 2017. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy, though corporate and institutional Members shall be entitled to vote through their authorized representatives with proof of their authorization

(i) The e-voting/postal ballot period commences on 16 November 2017 (9.00 a.m. IST) and ends on 15 December 2017 (5.00 p.m. IST) both days inclusive. The e-voting module will be disabled for voting thereafter by NSDL.

KIRAN - 3210 3232 ● E-mail : kpltd@vsnl.com
11/17

Castrol India Limited

CIN : L23200MH1979PLC021359
Registered Office : Technopolis Knowledge Park, Mahakali Caves Road, Andheri (East), Mumbai-400 093.
Tel.: (022) 66984100 **Fax:** (022) 66984101 **Website:** www.castrol.com E-mail : investorrelations.india@castrol.com

POSTAL BALLOT FORM

(1) Name & Registered Address of the sole/first named Member :

(2) Name(s) of the Joint-Holder(s) If any :

(3) DPID, Client ID No. / Registered Folio No. *(Applicable to investors holding shares in dematerialized form) :

(4) Number of Shares held :

(5) e-Voting Event Number :

(6) User ID :

(7) Password :

(8) I/We hereby exercise my/our vote in respect of the Ordinary / Special Resolutions to be passed through Postal Ballot for the business as set out in the Notice of the Company dated 7 November 2017 by conveying my/our assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate column below (tick in both the boxes will render the ballot invalid):

Item No.	Description of Resolution	No. of Equity Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	ORDINARY RESOLUTION Issue of Bonus Shares in ratio of 1 (One) Bonus Equity Share of Rs. 5/- for every 1 (One) fully paid up equity share of Rs. 5/- each.			
2.	SPECIAL RESOLUTION Change in Place of keeping the Register of Members, Index of Members etc.			

Place:

Dated:

(Signature of the Member/Authorized Representative)

NOTE:

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. Last date for receipt of Postal Ballot Form by the Scrutinizer is 15 December 2017 (5.00 p.m. IST)

(P.T.O.)

Castrol India Limited
CIN : L23200MH1979PLC021359
Registered Office : Technopolis Knowledge Park, Mahakali Caves Road, Andheri (East), Mumbai-400 093.
Tel.: (022) 66984100 Fax: (022) 66984101 Website: www.castrol.com E-mail : investorrelations.india@castrol.com
POSTAL BALLOT FORM
(1) Name & Registered Address of the sole/first named Member :
(2) Name(s) of the Joint-Holder(s) If any :
(3) DPID, Client ID No. / Registered Folio No. *(Applicable to investors holding shares in dematerialized form) :
(4) Number of Shares held :
(5) e-Voting Event Number :
(6) User ID :
(7) Password :
(8) I/We hereby exercise my/our vote in respect of the Ordinary / Special Resolutions to be passed through Postal Ballot for the business as set out in the Notice of the Company dated 7 November 2017 by conveying my/our assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate column below (tick in both the boxes will render the ballot invalid):

Item No.	Description of Resolution	No. of Equity Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	ORDINARY RESOLUTION Issue of Bonus Shares in ratio of 1 (One) Bonus Equity Share of Rs. 5/- for every 1 (One) fully paid up equity share of Rs. 5/- each.			
2.	SPECIAL RESOLUTION Change in Place of keeping the Register of Members, Index of Members etc.			

Place:
Dated:
(Signature of the Member/Authorized Representative)
NOTE:
1. Please read the instructions printed overleaf carefully before exercising your vote.
2. Last date for receipt of Postal Ballot Form by the Scrutinizer is 15 December 2017 (5.00 p.m. IST)
(P.T.O.)

INSTRUCTIONS

1. GENERAL INFORMATION

a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.

b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, then votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.

c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

a. The form may kindly be filed in capital letters and should be complete in all respects.

b. The number of shares for which the shareholder wishes to signify his/her assent/dissent should be indicated clearly.

c. To indicate assent/dissent a tick (✓) should be made in the relevant column.

d. Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. K.G. Saraf Practicing Company Secretaries, at Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.

e. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.

f. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.

g. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.

h. Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e at 5.00 p.m. on 15 December 2017. Postal Ballot Forms received after this date will be considered invalid.

i. Votes will be considered invalid on the following grounds:

a) if the shareholder's signature does not tally.

b) if the shareholder has marked all his shares both in favour and also against the resolution.

c) if the postal ballot is unsigned.

d) if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.

j. The Scrutinizer's decision on the validity of the postal ballot will be final.

k. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars - TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr E. Moses Road, Mahalaxmi, Mumbai 400 011. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on 15 December 2017 (5.00 p.m. IST).

l. Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2c above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

Voting through electronic means

The instructions for Members for e-voting are as under:

(a) In case of Members' receiving e-mail from NSDL

(i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. NOTE: Members already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".

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

(iii) Click on Shareholder - Login

(iv) Put your user ID and password & Click - Login.

(v) Password change menu appears. Change the password 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 Members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail castrolpb2017@sarafandassociates.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Members' receiving Postal Ballot Form by Post:

(i) Initial password is provided at the bottom of the Postal Ballot Form.

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.

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

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

In case Members are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Members are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

(e) Members who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

(f) Members can also contact Amit Vishal, Senior Manager, NSDL to resolve any grievances with regard to e-voting. Contact number- 022-24994360; Email id- AmitV@nsdl.co.in

(g) Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password' option available on the site to reset the password.

(h) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. 8 November 2017. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy, though corporate and institutional Members shall be entitled to vote through their authorized representatives with proof of their authorization

4. The results of the Postal Ballot would be declared at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s) and communicated to the stock exchange/s, for the information of Members.

5. The date of passing of all the resolutions will be the date of declaration of results of the Postal Ballot.

6. The items of business covered by this Postal Ballot will not be transacted at any subsequent General Meeting even though members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the said meeting.

7. The scrutinizer, after completion of scrutiny, will submit his report to the Chairman of the Company or any other person authorised by the Chairman. The results of the Postal Ballot will be declared by any one of the Wholetime Directors or the Managing Director or the Company Secretary of the Company on or before 18 December 2017 at the registered office of the Company. The results of the Postal Ballot will be placed at the website of the Company at http://www.castrol.com and on the website of NSDL (http://www.evoting.nsdl.com) and shall be communicated to all the Stock Exchanges on which the shares of the Company are listed.

8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on the date of 8 November 2017.

9. The e-voting/postal ballot period commences on 16 November 2017 (9.00 a.m. IST) and ends on 15 December 2017 (5.00 p.m. IST) both days inclusive. The e-voting module will be disabled thereafter by NSDL.

INSTRUCTIONS

1. GENERAL INFORMATION

a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.

b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, then votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.

c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

a. The form may kindly be filed in capital letters and should be complete in all respects.

b. The number of shares for which the shareholder wishes to signify his/her assent/dissent should be indicated clearly.

c. To indicate assent/dissent a tick (✓) should be made in the relevant column.

d. Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. K.G. Saraf Practicing Company Secretaries, at Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.

e. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.

f. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.

g. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.

h. Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e at 5.00 p.m. on 15 December 2017. Postal Ballot Forms received after this date will be considered invalid.

i. Votes will be considered invalid on the following grounds:

a) if the shareholder's signature does not tally.

b) if the shareholder has marked all his shares both in favour and also against the resolution.

c) if the postal ballot is unsigned.

d) if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.

j. The Scrutinizer's decision on the validity of the postal ballot will be final.

k. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars - TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr E. Moses Road, Mahalaxmi, Mumbai 400 011. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on 15 December 2017 (5.00 p.m. IST).

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

(iii) Click on Shareholder - Login

(iv) Put your user ID and password & Click - Login.

(v) Password change menu appears. Change the password 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 Members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail castrolpb2017@sarafandassociates.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Members' receiving Postal Ballot Form by Post:

(i) Initial password is provided at the bottom of the Postal Ballot Form.

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.

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

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

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In case Members are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

(e) Members who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

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5. The date of passing of all the resolutions will be the date of declaration of results of the Postal Ballot.

6. The items of business covered by this Postal Ballot will not be transacted at any subsequent General Meeting even though members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the said meeting.

7. The scrutinizer, after completion of scrutiny, will submit his report to the Chairman of the Company or any other person authorised by the Chairman. The results of the Postal Ballot will be declared by any one of the Wholetime Directors or the Managing Director or the Company Secretary of the Company on or before 18 December 2017 at the registered office of the Company. The results of the Postal Ballot will be placed at the website of the Company at http://www.castrol.com and on the website of NSDL (http://www.evoting.nsdl.com) and shall be communicated to all the Stock Exchanges on which the shares of the Company are listed.

8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on the date of 8 November 2017.

9. The e-voting/postal ballot period commences on 16 November 2017 (9.00 a.m. IST) and ends on 15 December 2017 (5.00 p.m. IST) both days inclusive. The e-voting module will be disabled thereafter by NSDL.