



20 May 2016

**STRICTLY PRIVATE AND CONFIDENTIAL**

Castrol Limited  
Technology Centre  
Whitchurch Hill  
Pangbourne  
Reading  
United Kingdom  
RG8 7QR

National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400 051

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Sale of 56,874,538 shares of **Castrol India Limited** ('Company') by **Castrol Limited**

Dear Sirs,

We refer to our disclosure made on 19 May 2016 under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for sale of 56,874,538 shares of the Company.

Please note that there was an inadvertent error in the number of shares stated as held by Castrol Limited in the Company after the sale which should be reflected as 293,875,282 shares instead of 293,874,538 shares. Other details in the said disclosure remain unaltered.

Please find enclosed the revised disclosure with the said rectification.

Yours faithfully,

For Castrol Limited

**Annexure 1**

**Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|                                                                                                                                                                             |                                               |                                                             |                                                           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                          | Castrol India Limited                         |                                                             |                                                           |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                            | NA                                            |                                                             |                                                           |
| 3. Whether the acquirer belongs to Promoter/Promoter group                                                                                                                  | NA                                            |                                                             |                                                           |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                       | National Stock Exchange of India, BSE Limited |                                                             |                                                           |
| 5. Details of the acquisition / disposal as follows                                                                                                                         | Number                                        | % w.r.t. total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/voting capital of the TC(**) |
| <u>Before the acquisition/disposal under consideration, holding of:</u>                                                                                                     |                                               |                                                             |                                                           |
| (a) Shares carrying voting rights                                                                                                                                           | 350,749,820                                   | 70.92%                                                      | 70.92%                                                    |
| (b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                    | -                                             | -                                                           | -                                                         |
| (c) Voting rights (VR) otherwise than by shares                                                                                                                             | -                                             | -                                                           | -                                                         |
| (d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | -                                             | -                                                           | -                                                         |
| (e) Total (a+b+c+d)                                                                                                                                                         | 350,749,820                                   | 70.92%                                                      | 70.92%                                                    |
| <u>Details of acquisition/sale</u>                                                                                                                                          |                                               |                                                             |                                                           |
| (a) Shares carrying voting rights acquired/sold                                                                                                                             | 56,874,538                                    | 11.5%                                                       | 11.5%                                                     |

|                                                                                                                                                                                                     |                   |        |        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------|--------|
| (b) VRs <del>acquired</del> /sold otherwise than by shares                                                                                                                                          | -                 | -      | -      |
| (c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) <del>acquired</del> /sold | -                 | -      | -      |
| (d) Shares encumbered/ invoked/ released by the acquirer                                                                                                                                            | -                 | -      | -      |
| (e) Total (a+b+c+d)                                                                                                                                                                                 | 56,874,538        | 11.5%  | 11.5%  |
| <u>After the acquisition/sale, holding of:</u>                                                                                                                                                      |                   |        |        |
| (a) Shares carrying voting rights                                                                                                                                                                   | 293,875,282       | 59.42% | 59.42% |
| (b) Shares encumbered with the acquirer                                                                                                                                                             | -                 | -      | -      |
| (c) VRs otherwise than by shares                                                                                                                                                                    | -                 | -      | -      |
| (d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.        | -                 | -      | -      |
| (e) Total (a+b+c)                                                                                                                                                                                   | 293,875,282       | 59.42% | 59.42% |
| 6. Mode of <del>acquisition</del> / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).                                            | Open market       |        |        |
| 7. Date of <del>acquisition</del> / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                            | 19 May, 2016      |        |        |
| 8. Equity share capital / total voting capital of the TC before the said <del>acquisition</del> / sale                                                                                              | Rs. 2472,805,960  |        |        |
| 9. Equity share capital/ total voting capital of the TC after the said <del>acquisition</del> / sale                                                                                                | Rs. 2,472,805,960 |        |        |
| 10. Total diluted share/voting capital of the TC after the said <del>acquisition</del> /sale.                                                                                                       | Rs. 2,472,805,960 |        |        |

(\*) Total share capital / voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under Clause 35 of the listing Agreement. – ***The paid-up share capital of the Company is as on 31 March, 2016.***

(\*\*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**Signature of the seller**

A handwritten signature in blue ink, appearing to be 'P. H. D.', followed by a long horizontal stroke.

**Authorised Signatory**

Place: London

Date: 20 May 2016