bp

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

20 September 2016

STRICTLY PRIVATE AND CONFIDENTIAL

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 42,190,970 **shares of Castrol India Limited ('Company') by Castrol Limited**

Dear Sir,

Pursuant to and in compliance with Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto (the "SEBI Takeover Regulations"), we bring to your attention that on 20 September 2016, the Promoter of the Company, Castrol Limited, has sold 42,190,970 equity shares constituting 8.53 % of the paid-up equity share capital of **Castrol India Limited** through open market sale, as per the details given in Annexure 1 .

Yours faithfully,

P. Harris

Authorised Signatory

Enclosed: Annexure 1

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~~n / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC(**)
Before the ~~acquisition~~/disposal under consideration, holding of:			
(a) Shares carrying voting rights	293,875,282	59.42%	59.42%
(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)	293,875,282	59.42%	59.42%
Details of ~~acquisition~~/sale			
(a) Shares carrying voting rights ~~acquired~~/sold	42,190,970	8.53%	8.53%
(b) VRs ~~acquired~~/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) acquired/sold (d) Shares encumbered/ invoked/ released by the acquirer	- -	- -	- - -
(e) Total (a+b+c+d)	42,190,970	8.53%	8.53%
After the ~~acquisition~~/sale, holding of: (a) Shares carrying voting rights (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.	 251,684,312 - - -	 50.89% - - -	 50.89% - - -
(e) Total (a+b+c)	251,684,312	50.89%	50.89%
6. Mode of ~~acquisition /~~ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open market		
7. Date of ~~acquisition~~ / sale of shares / ~~VR or date of receipt of intimation of allotment of shares~~, whichever is applicable	20 September 2016		
8. Equity share capital / total voting capital of the TC before the said ~~acquisition~~ / sale	Rs. 2,472,805,960		
9. Equity share capital/ total voting capital of the TC after the said ~~acquisition~~ / sale	Rs. 2,472,805,960		
10. Total diluted share/voting capital of the TC after the said ~~acquisition~~/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 30 June, 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

Authorised Signatory

Place: London
Date: 20 September 2016