

Castrol India Limited

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

Notice for Postal Ballot pursuant to Section 192A(2) of the Companies Act, 1956

Dear Shareholder(s)

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, ("Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (hereinafter referred to as the "Rules"), for the consent of the Shareholders of the Company to the resolutions mentioned below, which are proposed to be passed by Postal Ballot.

In terms of Section 192A of the Act, a listed company may propose any resolution to be passed through Postal Ballot in accordance with the Rules. In terms of Rule 5 of the Rules and directives issued by the Securities and Exchange Board of India ("SEBI") through various regulations, passing of following resolutions through Postal Ballot is not mandatory. In order to facilitate wider participation in the approval process by the Shareholders of the Company situated at different locations, the Company is seeking approval of the Shareholders through Postal Ballot instead of convening an Extra Ordinary General Meeting.

The following Resolutions are proposed to be passed by Postal Ballot.

1. To consider and to pass, the following Resolution as a Special Resolution :

"RESOLVED THAT pursuant to Section 100 and other applicable provisions, of the Companies Act, 1956 and any amendments made thereto, read with a article 7 of the Articles of Association of the Company and subject to the confirmation of the High Court of Judicature at Bombay ("the Court") and subject to obtaining such approvals / consents as may be required from various Government / Statutory Authorities, and further subject to such conditions as may be prescribed while granting such approvals / consents and confirmations which the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include a committee constituted by the Board for this purpose) may agree and accept, the face value of the equity share be reduced to Rs. 5/- (Rupees five only) per equity share as fully paid-up from the present face value of fully paid-up equity shares of Rs. 10/- per equity share and the face value of the equity shares so reduced (hereinafter referred to as the "Capital Reduction") which being in excess of the requirements of the Company, be paid/returned to the Members of the Company i.e. the holders of the equity shares as on the record date to be fixed by the Board upon the Capital Reduction outlined herein becoming finally effective.

RESOLVED FURTHER THAT the Capital Reduction will be subject to and dependent upon the benefit thereof being extended uniformly to all the shareholders of the Company.

RESOLVED FURTHER THAT post obtaining all approvals for the Capital Reduction, the existing share certificates in relation to the existing equity shares of the nominal value of Rs. 10/- (Rupees ten only) each held in the physical form shall be deemed to have been automatically surrendered and thereafter cancelled by the Company and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate/s, directly issue