

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

"RESOLVED THAT upon the Capital Reduction as set out in the Resolution at Item No. 1 becoming finally effective the first para of Article 3 beginning with the words "The Authorised Share Capital" and ending with the words "(Rupees ten only) each" of the Articles of Association of the Company be deleted and the following para be substituted in its place.

'(3) The Authorised Share Capital of the Company is Rs. 495,00,00,000 crores (Rupees four hundred & ninety five crores only) divided into 99,00,00,000 equity shares of Rs. 5/- (Rupees five only) each."

As per Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 the consent of the Shareholders for the above purpose is proposed to be obtained by means of a postal ballot. Accordingly, the said Resolutions along with the Explanatory Statement and Observation Letter from NSE and BSE are being sent to you along with a Postal Ballot Form for your consideration. The contents of the Observation Letters are hereby brought to the notice of the Shareholders. The Company has appointed a Scrutineer for conducting the Postal Ballot Process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the enclosed self addressed postage pre-paid envelope so as to reach the Scrutineer on or before 4th October, 2013. The Scrutineer will then submit his/her report to the Chairman after completion of the scrutiny and the results of the postal ballot will be put up at the Registered Office of the Company and published in the newspaper's on 10th October, 2013 for the information of the Shareholders.

By Order of the Board
For CASTROL INDIA LIMITED

RAVI KIRPALANI
Managing Director

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

Place : Mumbai.
Dated : 7th August, 2013