

Castrol India Limited



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

POSTAL BALLOT FORM

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

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

(3) DPID No. / Client ID No. / :
Registered Folio No.

(4) No. 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 dated 7th August, 2013 of the Company by sending 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):

Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Item No. 1 of the Notice Special Resolution under Section 100 of the Companies Act, 1956 in connection with the Capital Reduction from the present face value of ₹10/- per equity shares to ₹5/- per equity share.			
Item No. 2 of the Notice Ordinary Resolution pursuant to provisions of Section 94 of the Companies Act, 1956 to alter the Capital clauses in the Memorandum and Articles of Association of the Company.			
Item No. 3 of the Notice Ordinary Resolution. Upon the Capital Reduction as set out in Item No.1 above becoming finally effective, the existing Clause V (a) of the Memorandum of Association of the Company to alter as proposed as Item Nos. 3 and 4 of the Notice.			
Item No. 4 of the Notice Special Resolution. Upon the Capital Reduction as set out in Item No.1 above becoming finally effective, the Article 3 of the Articles of Association of the Company to alter as proposed as Item Nos. 3 and 4 of the Notice.			

Place: Mumbai

Dated

Signature of the Member /
Power of Attorney holder

Note: Last date for Receipt of Postal Ballot Form by the Scrutineer is : 4th October, 2013.

NOTE : PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF

(P.T.O.)

INSTRUCTIONS

1. A Shareholder desirous to exercise his/her/its vote by Postal Ballot should complete this Postal Ballot Form in all respects and send it to the Scrutineer in the enclosed postage pre-paid self-addressed envelope. Postage shall be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
 2. This Form should be completed and signed by the Shareholder. In case of joint holdings, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his absence, by the next named Member.
 3. In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority together with the attested specimen signature(s) of the duly authorized signatory (s) giving requisite authority to persons voting on the Postal Ballot form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. In case the Postal Ballot Form is signed by the Power of Attorney holder, it needs to be accompanied by a certified true copy of the Power of Attorney (POA). The registration number of the POA needs to be mentioned below the signature of the Power of Attorney holder.
 4. (A) In case of shareholders receiving e-mail from NSDL:
 - a. Open email and open the PDF file viz. "Castrol e-voting.pdf" with your Client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - c. Click on "Shareholder - Login".
 - d. Put User ID and password as initial password noted in step (a) above. Click Login.
 - e. Password Change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combinations 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.
 - f. Home page of "e-voting" opens. Click on "e-voting". Activate Voting cycles.
 - g. Select "EVEN" of Castrol India Limited for casting your vote in favour of or against the resolution. Kindly note that vote once cast cannot be modified. For an EVEN, you can login any number of times on e-Voting platform of NSDL till you have voted on all the resolutions or till the end of voting period, i.e. upto close of 4th October, 2013, whichever is earlier.
 - h. Now you are ready for "e-Voting" as "Cast Vote" page opens.
 - i. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted.
 - j. Institutional shareholders are also required to send scanned copy (PDF/JPEG format) of 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 email shirin.bharucha@tsrdarashaw.com with a copy marked to evoting@nsdl.co.in
 - B. In case of shareholders other than in (A) above:
The EVEN (E Voting Event Number), User ID and initial Password are provided in the Postal Ballot Form
Please follow all steps from Sr. No. 4A from (b) to (j) above
 5. The voting period end on the closing day of 4th October, 2013. The e-voting module will be disabled for voting thereafter by NSDL.
 6. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 7. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting systems in future.
 8. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the "downloads" section of www.nsdl.com or call on (022) 24994433
 9. In case of shareholders who would be exercising their votes through Postal Ballot paper
 - (a) The consent must be accorded by recording the assent in the Column **FOR** and dissent in the column **AGAINST** by placing a tick mark (✓) in the appropriate column.
 - (b) the Shareholder need not use all the votes nor needs to cast all the votes in the same way.
 - (c) Shareholders are requested not to send any other paper/document along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope. If sent, the same paper/document would not be acted upon.
 10. In the following cases, the Postal Ballot Form would be rejected:
 - a. Ballots cast on a plain paper instead of the pre-printed Postal Ballot Form.
 - b. Unsigned Postal Ballot Form.
 - c. Not ticked against either **FOR** or **AGAINST**.
 11. Duly completed Postal Ballot Form should reach the Scrutineer not later than the close of working hours (17.00 hours) on 4th October, 2013. All Postal Ballot Forms received after this date would be treated as if reply from such Shareholder had not been received.
 12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutineer not later than 4th October, 2013.
 13. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders as on 30th August, 2013, being the date of dispatch of Notice.
 14. The Scrutineer's decision on the validity of a Postal Ballot Form would be final.
 15. 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), for the information of Shareholders.
 16. The self-addressed envelope bears the name & address of the Scrutineer appointed by the Board of Directors of the Company.
 17. The exercise of vote through Postal Ballot is not permitted through a proxy.
 18. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of joint Shareholder(s).
 19. The date of declaration of results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed.
 20. The item of business covered by this Postal Ballot will not be transacted at any Annual General Meeting even though Shareholders who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the said meeting.
- The scrutinizer, after completion of scrutiny, will submit his/her report to the Chairman of the Company. The results of the Postal Ballot will be declared by the Chairman or in his absence, by the Managing Director or by the Whole-time Director or by the Managing Counsel of the Company on 9th October, 2013 at 11.00 am at the Registered Office of the Company. The results of the Postal Ballot will also be published in the Newspaper (English and Vernacular) within 48 hours of the declaration of the results and will be placed at the website of the Company at <http://www.castrol.com> for information of Shareholders besides being communicated to all the Stock Exchanges on which the shares of the Company are listed.