

Castrol India Limited

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

CIN L23200MH1979PLC021359

Tel: (022) 6698 4100

Fax: (022) 6698 4101

www.castrol.co.in



CIL : SHARES: 3069

1 June 2017

The Secretary
The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex
Plot No. C/1, 'G' Block
Bandra (East)
Mumbai 400051

Scrip Code: 500870

Symbol : CASTROLIND

Dear Sir,

Sub: Proceedings of the 39th Annual General Meeting of the Company

In continuation to our letter dated 9 May 2017, please find enclosed herewith the gist of the proceeding of the 39th Annual General Meeting of the Company held on 31 May 2017

You are requested to take the above information on your record.

Yours faithfully,
For Castrol India Limited

A handwritten signature in blue ink, appearing to read 'Chandana Dhar'.

**Chandana Dhar
Company Secretary**



Proceedings of Thirty-Ninth (39th) Annual General Meeting held on 31 May 2017

The 39th Annual General Meeting ("AGM" or "the Meeting") of the Company was held on 31 May 2017 and the meeting commenced at 3.30 pm at Pama Thadhani Auditorium, Jai Hind College, "A" Road, Churchgate, Mumbai -400 020. The meeting concluded at 6.00 p.m.

Before commencement of the Meeting, the company provided safety briefing to the Members covering the safety arrangements inside the auditorium in case of any emergency.

The Meeting was attended by all the Directors, Chief Financial Officer, Company Secretary and representatives of the Statutory Auditors and the Secretarial Auditors.

Mr. S. M. Datta, the Chairman of the Company, chaired the proceeding of the Meeting. The requisite quorum being present, the Chairman commenced the Meeting.

The Chairman thereafter introduced all the members present on the dias and informed about the proxies/ representations received and register which were available for inspection.

The Notice convening the Annual General Meeting was taken as read with the permission of the Members. The Chairman stated that the Auditor's Report did not contain any qualification, reservation, adverse remark or disclaimer. Therefore, the Auditor's Report was taken as read with the permission of the Members

The Chairman informed the members present about the flow of the AGM and voting. The Chairman stated that the Company had provided its members facility to exercise their right to vote on resolutions proposed to be considered at the 39th AGM by electronic vote. The remote e-voting period began on Saturday, 27 May 2017 at 9.00 am (IST) and ended on Tuesday, 31 May 2017 at 5.00 p.m. (IST). During this period, members of the Company, who held shares either in physical form or in dematerialised form, as on the cut-off date being Wednesday, 24 May 2017, were eligible to vote by electronic means or at the AGM, Further, all those Members who are present here can cast their votes by means of a poll that will be taken up immediately after the conclusion of this Meeting, in respect of all the Resolutions. Members who have already cast their votes electronically (through remote e-voting system) were requested to abstain from the polling process as the votes cast through remote e-voting shall prevail and voting at the Meeting will be treated invalid. The Chairman informed that the Company has appointed Mr. K.G. Saraf, Proprietor of M/s. Saraf & Associates,

Castrol India Limited

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

Tel: (022) 6698 4100
Fax: (022) 6698 4101
www.castrol.co.in



CIN L23200MH1979PLC021359

Practising Company Secretaries as Scrutinizer to supervise the remote e-voting and the polling processes.

The Chairman thereafter delivered his speech to the Members.

After answering the pertinent and material questions raised by various members, the following items of business as set out in the Notice were put for the members approval by way of Poll.

1. Adoption of Financial Statements and the Reports of the Board of Directors and the Statutory Auditors thereon.
2. To confirm payment of interim dividend, special dividend and to declare the final dividend on equity shares for the Financial Year ended 31 December 2016.
3. To appoint a Director in place of Mr. Omer Dormen (DIN 07282001), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Ms. Rashmi Joshi (DIN 06641898), who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration.
6. To ratify the remuneration of Cost Auditor.

The Members were informed that the consolidated result of remote e-voting and poll conducted at the Annual General Meeting would be declared on or before 2 June 2017.

For Castrol India Limited

A handwritten signature in blue ink that reads 'Chandana Dhar'.

Chandana Dhar
Company Secretary