

## NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-eighth Annual General Meeting of the Members of Castrol India Limited will be held on **Thursday, 5<sup>th</sup> May 2016 at 3.30 p.m.** at Birla Matushri Sabhagar, Marine Lines, Mumbai 400 020, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> December 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend and to declare a final dividend on equity shares for the financial year ended 31<sup>st</sup> December 2015.
3. To appoint a Director in place of Mr. Jayanta Chatterjee (DIN 06986918), who retires by rotation and being eligible, offers himself for re-appointment.
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 Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. SRBC & Co. LLP (ICAI Firm Registration No. 324982E) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until

the conclusion of next AGM of the Company on such remuneration as may be agreed by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and such other permissions as may be necessary, the payment of the remuneration of Rs. 3,00,000/- (Rupees Three Lacs only) with applicable Service Tax plus reimbursement of out of pocket expenses at actuals, to M/s. Kishore Bhatia & Associates, Cost Accountants who were appointed by the Board of Directors of the Company, as “Cost Auditors” to conduct the audit of the cost records maintained by the Company for Financial Year ending 31<sup>st</sup> December 2016, be and is hereby ratified and approved.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

### **Appointment of Mr. Omer Dormen as Director**

“RESOLVED THAT Mr. Omer Dormen (DIN: 07282001), who was appointed as an Additional Director of the Company with effect from 12<sup>th</sup> October 2015 by the Board of Directors pursuant to Section 161(1) of the Companies Act, 2013 (the “Act”) and

Article 115 (a) of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, whose period of office shall be liable to determination by retirement by rotation.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**Appointment of Mr. Omer Dormen as Managing Director of the Company for the period of three years effective from 12<sup>th</sup> October 2015.**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provision(s) of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, the consent of the Company, be and is hereby accorded to the appointment of Mr. Omer Dormen (DIN : 07282001) as Managing Director of the Company for a period of three (3) years effective from 12<sup>th</sup> October 2015, on the terms and conditions of appointment and remuneration as set out in the Explanatory Statement annexed to the Notice with liberty and power to the Board of Directors (hereinafter referred to as the “Board” which expression shall also include the ‘Nomination and Remuneration Committee’ of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**Appointment of Mr. Ravi Kirpalani as Whole-time Director of the Company from 12<sup>th</sup> October 2015 to 31<sup>st</sup> December 2015.**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provision(s) of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded to the appointment of Mr. Ravi Kirpalani (DIN : 02613688) as a Whole-time Director of the Company for the period from 12<sup>th</sup> October 2015 to 31<sup>st</sup> December 2015, on the terms and conditions of appointment and remuneration as set out in the Explanatory Statement annexed to the Notice with liberty and power to the Board of Directors (hereinafter referred to as the “Board” which expression shall also include the ‘Nomination and Remuneration Committee’ of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be

necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**Alteration of Articles of Association**

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

By Order of the Board of Directors

**Sandeep Deshmukh**  
Company Secretary  
ACS:10946

Date : 24<sup>th</sup> February 2016

Place : Mumbai

Registered Office

Technopolis Knowledge Park

Mahakali Caves Road

Andheri (E), Mumbai 400 093

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, (except Saturdays and Sundays) between 11.00 a.m. and 1.00 p.m. before the date of the Meeting.

6. In terms of Section 152 of the Companies Act, 2013, Mr. Jayanta Chatterjee (DIN 06986918) and Ms. Rashmi Joshi (DIN 06641898), retire by rotation at the Meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company commend their respective re-appointments. Details of Directors proposed to be appointed/re-appointed as required in terms of SEBI Listing Regulations entered with Stock Exchange and Secretarial Standards on General Meeting issued by the The Institute of Company Secretaries of India are provided in the Report on Corporate Governance forming part of the Annual Report.
7. In terms of Sections 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund. Accordingly, the Company would be transferring the Final Dividend for the year ended 31<sup>st</sup> December 2008 and the Interim Dividend for the year ended 31<sup>st</sup> December 2009 on or before 01.06.2016 and 30.08.2016 respectively. Shareholders are requested to ensure that they claim the dividends referred to above, before it is transferred to the said Fund. Due Dates for Transfer of Unclaimed Dividend to IEPF are provided in the Report on Corporate Governance.
8. Shareholders can register their complaints, if any, on an exclusive designated e-mail id *investorrelations.india@castrol.com*
9. The shareholders are requested to send their queries on annual report to the Company Secretary, no less than 7 days before the date of meeting, so that the requisite information/explanations can be provided in time.
10. The Register of Members and Share Transfer Books will remain closed from 29<sup>th</sup> April 2016 to 5<sup>th</sup> May 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
11. The dividend on Equity Shares, if declared at the Meeting, will be credited/dispatched on 25<sup>th</sup> May 2016 to those members whose names shall appear on the Company's Register of Members as on book closure date.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrars and Transfer Agents TSR Darashaw Limited.
13. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. TSR Darashaw Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members

holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

15. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
16. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.castrol.co.in](http://www.castrol.co.in) and also on website of the respective Stock Exchanges.
17. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
18. Route Map showing directions to reach to the venue of the 38<sup>th</sup> AGM is given at the end of this Annual Report.
19. **Voting Options**
  1. **Voting through Electronic Means**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:**

- (i) Open email and open PDF file viz; "Castrol India Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following  
URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination 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.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Castrol India Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.



- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the 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 e-mail to *castrolagm2016@sarafandassociates.com* with a copy marked to *evoting@nsdl.co.in*.

**B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :**

- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM:  
  
EVEN (E Voting Event Number)    USER ID    PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

2. **Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

**OTHER INSTRUCTIONS**

- I. 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.evoting.nsdl.com*
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**IV. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on 28<sup>th</sup> April 2016, are entitled to vote on the Resolutions set forth in this Notice.**

- V. The remote e-voting period will commence at 9.00 a.m. on 1<sup>st</sup> May 2016 and will end at 5.00 p.m. on 4<sup>th</sup> May 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28<sup>th</sup> April 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 28<sup>th</sup> April 2016.

- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 28<sup>th</sup> April 2016 may obtain the login ID and password by sending an email to *investorrelations.india@castrol.com* or *csg-annualreport@tsrdarashaw.com* or *evoting@nsdl.co.in* by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on *www.evoting.nsdl.com*.

- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr. K. G. Saraf, Proprietor of Saraf and Associates, Company Secretaries (CP No.642) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- XI. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- XII. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited and National Stock Exchange of India.

By Order of the Board of Directors

**Sandeep Deshmukh**

Company Secretary

ACS:10946

Date : 24<sup>th</sup> February 2016

Place : Mumbai

Registered Office

Technopolis Knowledge Park

Mahakali Caves Road

Andheri (E), Mumbai 400 093

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned at Items No. 6, 7, 8, 9 and 10 of the accompanying Notice.

#### **Item No. 6**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company.

On recommendation of the Audit Committee at its meeting held on 24<sup>th</sup> February 2016, the Board has approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants as the Cost Auditors of the Company for the financial year ended 31<sup>st</sup> December 2016 at a remuneration of Rs.3,00,000/-, exclusive of reimbursement of Service Tax and all out of pocket expenses incurred, if any, in connection with the Cost Audit. The appointment and remuneration of the Cost Auditors is required to be ratified subsequently by the shareholders in accordance to the provisions of the Act and Rule 14 of the Rules.

Accordingly, the Ordinary Resolution at Item No. 6 is recommended for approval of the Members.

#### **Item No. 7**

The Board of Directors at its meeting held on 17<sup>th</sup> August 2015 had appointed Mr. Omer Dormen as an Additional Director of the Company with effect from 12<sup>th</sup> October 2015.

As per Section 161 of the Companies Act, 2013 read with Article 115(a) of the Articles of Association of the Company, Mr. Omer Dormen holds office only up to the date of this Annual General Meeting of the Company and is eligible for appointment.

A notice in writing along with the requisite deposit under Section 160 of the Companies Act, 2013 is received signifying intention to appoint Mr. Omer Dormen as a director retiring by rotation.

Mr. Omer Dormen does not directly or through any other person/s hold any shares in the Company. He is not a director in any other company registered in India.

The Board considers that the appointment of Mr. Omer Dormen as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board recommends his appointment as a Director of the Company, liable to retire by rotation.

Except Mr. Omer Dormen, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 7 of the notice.

#### **Item No. 8**

Subject to the approval of the Central Government and Members of the Company, the Board of Directors of the Company at its meeting held on 17<sup>th</sup> August 2015 had appointed Mr. Omer Dormen as Managing Director of the Company for a period of three (3) years with effect from 12<sup>th</sup> October 2015 on the terms and conditions set out in the Agreement entered into with him. The appointment was based on recommendations of the Nomination and Remuneration Committee.

Omer Dormen has over 30 years of experience in business management. Omer studied Business at North London University and following his graduation in 1985 joined Turkp petrol in Turkey and worked in various sales and marketing roles with a range responsibilities for lubricants, fuels and LPG businesses. In 1991 he became the Sales and Marketing Director of the Joint Venture of Castrol and Turkp petrol before becoming the Chief Executive of the newly established Castrol Company in



Turkey and was responsible for setting up the business. Following BP's acquisition of Castrol, he became the Performance Unit Leader for Turkey and managed the integration of the two businesses. In 2004, he was appointed as the BP Sales Director in Middle East Region, and was responsible for setting up the businesses in Pakistan and Saudi Arabia. Between 2011 and 2015 he served as the Castrol Cluster Director for Russia, Turkey, Central Asia and Nordics region.

Mr. Omer Dormen is not a Director in any other body corporate. He does not hold by himself or through any other person on a beneficial basis, any shares in the Company.

Mr. Omer Dormen satisfies all the conditions stated in the Part I of the Schedule V to the Companies Act, 2013 except to the extent that he is not resident of India, hence his appointment also requires approval of the Central Government. The material terms of appointment and remuneration as contained in the draft Agreement are given below:

**Term:** 3 (three) years, from 12<sup>th</sup> October 2015 to 11<sup>th</sup> October 2018.

**Salary, Allowances and Perquisites ("Remuneration")**

(a) **Salary:** Base salary of Turkish Lira (TRY) 606,048 per annum equivalent to Rs. 14,301,521 p.a. (as per current exchange rate as on the date of Board Meeting) with such increments as may be decided by the Board of Directors of the Company from time to time, subject to a ceiling on increment of 20% in a year, over the existing Basic salary and Allowances.

(b) **Other Allowances:** Foreign Living Allowance TRY 54,869 p.a. equivalent to Rs. 1,294,799 p.a.

Foreign Service Incentive TRY 255,855 p.a. equivalent to Rs. 6,037,666 p.a.

(c) **Performance linked incentive:** Such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for each financial year as per Company policy.

(d) **Perquisites:** In addition to the aforesaid remuneration, the Managing Director shall be entitled to perquisites as they are applicable to the senior executives including top-up towards lease accommodation (If the Company provides leased accommodation or company accommodation the same shall be recovered from 'Allowances' as per Company Policy); Reimbursement of medical expenses incurred by the Managing Director and his Family; Leave on full salary as per the rules of the Company; Fees of one Club excluding life Membership Fees; Personal Accident & Life Insurance; Encashment of leave at the end of tenure; Contribution to Provident Fund and Superannuation Fund; Gratuity as per Company rules; Company leased car as per the rules provided that the lease rental shall be recovered from Allowances paid to the Managing Director as per Company policy and such other Equity/Bonus/Incentive plan applicable to senior executives.

Provided however, that the value of the Perquisites (except contribution to Provident Fund, Superannuation and Gratuity) shall not exceed the sum of Rs. 3,00,00,000 for each financial year or part thereof. In arriving at the value of the perquisites, the value shall be determined on the basis of Income Tax Rules in force from time to time.

**Minimum Remuneration:**

Where in any financial year, the Company has no profit or its profits are inadequate the Company will pay to the Managing Director, Minimum Remuneration as provided in Schedule V of the Companies Act, 2013 as modified from time to time.

**Other Terms and Conditions:**

1. The Managing Director shall not be paid any sitting fees for attending meetings of the Board or any Committee/s thereof.
2. Subject to the supervision and control of the Board of Directors, the Managing Director shall perform such duties and exercise such powers, authorities and discretions as the Board shall from time to time delegate to his on such terms and conditions and subject to such restrictions as the Board may from time to time impose. For day to day functioning, the Managing Director shall work under the overall superintendence and direction of the Board of Directors.
3. The appointment can be terminated by either of the parties by giving to the other requisite notice in writing as per the Agreement or by payment of a sum equivalent to remuneration for the notice period or part as may be mutually agreed.

The above may also be treated as an abstract of the terms and conditions of the appointment of Mr. Omer Dormen as required under Section 190 of the Companies Act, 2013.

In view of the provisions of Sections 196, 197, 203 the Board recommends the Special Resolution set out at Item No. 8 of the accompanying Notice, for the approval of the Members. Copy of the agreement referred to in the Resolution is available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays and Sundays.

Mr. Omer Dormen is not a Director in any other body corporate. He does not hold by himself or through any other person on a beneficial basis, any shares in the Company.

Except Mr. Omer Dormen, being an appointee, none of the directors/Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution set out at Item No. 8.

**Item No. 9**

The Board of Directors at its meeting held on 17<sup>th</sup> August, 2015 re-designated, subject to the approval of the Members, Mr. Ravi Kirpalani as a Whole-time Director of the Company with effect from 12<sup>th</sup> October 2015 to 31<sup>st</sup> December 2015.

Mr. Kirpalani has almost 30 years of experience in Sales, Marketing and Strategy. Mr. Kirpalani has been holding office of the a Managing Director of the Castrol India Limited since 27<sup>th</sup> April 2013 and hold as such till 11<sup>th</sup> October 2015.

Mr. Kirpalani also served as the Chief Operating Officer and Director – Automotive at Castrol India Ltd. from 1<sup>st</sup> May 2009 to 26<sup>th</sup> April 2013. He joined Castrol India Ltd. in 1999 as the General Manager, East and was promoted in 2002 to Vice President, Sales. In 2004, he was appointed as the Customer Director for India, Middle East, Turkey and Africa. In 2005, he moved to the UK as the Transformation Director and was a member of the global strategy team. Mr. Kirpalani played a key role in the implementation of the global strategy. Prior to Castrol, he worked for M/s. Reckitt Benckiser for 12 years, in various roles and for a leading consumer products company in Muscat, Oman. Mr. Kirpalani was a Managing Director of the Company till since 27<sup>th</sup> April 2013. Mr. Kirpalani is an Economics (Hons) graduate from St. Stephens College, Delhi and holds MBA from IIM, Kolkata.

The material terms of appointment and remuneration as contained in the draft Agreement are given below:

**Term:** From 12<sup>th</sup> October 2015 to 31<sup>st</sup> December 2015.

### Salary, Allowances and Perquisites (“Remuneration”)

- (a) **Salary:** Basic Salary of Rs. 5,48,606/- per month Other Allowances of Rs. 6,83,666/-. Allowances consist of Flexible Compensation Plan (FCP) component of Rs. 5,48,606/- per month which is allocable as per the rules of the Company & City Compensatory Allowance of Rs. 1,35,000/- per month as per rules applicable to Senior Executive in Level E and above.
- (b) **Performance linked incentive:** Such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors for each financial year as per Company policy.
- (c) **Perquisites:** In addition to the aforesaid remuneration, the Managing Director shall be entitled to perquisites as they are applicable to the senior executives including top-up towards lease accommodation (If the Company provides leased accommodation or company accommodation the same shall be recovered from ‘Allowances’ as per Company Policy); Reimbursement of medical expenses incurred by the Whole-time Director and his Family; Leave on full salary as per the rules of the Company; Fees of one Club excluding life Membership Fees; Personal Accident & Life Insurance; Encashment of leave at the end of tenure; Contribution to Provident Fund and Superannuation Fund; Gratuity as per Company rules; Company leased car as per the rules provided that the lease rental shall be recovered from Allowances paid to the Whole-time Director as per Company policy and such other Equity/Bonus/Incentive plan applicable to senior executives.

Provided however, that the value of the Perquisites (except contribution to Provident Fund, Superannuation and Gratuity) shall not

exceed the sum of Rs. 75,00,000 for each financial year or part thereof. In arriving at the value of the perquisites, the value shall be determined on the basis of Income Tax Rules in force from time to time.

### Minimum Remuneration:

Where in any financial year, the Company has no profit or its profits are inadequate the Company will pay to the Whole-time Director, Minimum Remuneration as provided in Schedule V of the Companies Act, 2013 as modified from time to time.

### Other Terms and Conditions:

The Whole-time Director shall not be paid any sitting fees for attending meetings of the Board or any Committee/s thereof.

Subject to the supervision and control of the Board of Directors, the Director shall perform such duties and exercise such powers, authorities and discretions as the Board shall from time to time delegate to his on such terms and conditions and subject to such restrictions as the Board may from time to time impose. For day to day functioning, the Whole-time Director shall work under the superintendence and direction of the Board of Directors.

The appointment can be terminated by either of the parties by giving to the other requisite notice in writing as per the Agreement or by payment of a sum equivalent to remuneration for the notice period or part as may be mutually agreed.

The above may also be treated as an abstract of the terms and conditions of the appointment of Mr. Kirpalani as required under section 190 of the Companies Act, 2013.

In view of the provisions of Sections 196, 197, 203 the Board recommends the Special Resolution set out at Item No. 9 of the accompanying

Notice, for the approval of the Members. Copy of the agreement referred to in the Resolution is available for inspection by the members at the Registered Office of the Company on all working days, excluding Saturdays and Sundays between 11.00 a.m. to 1.00 p.m.

Mr. Kirpalani is not a Director in any other body corporate. He does not hold by himself or through any other person on a beneficial basis, any shares in the Company.

Except Mr. Kirpalani, being an appointee, none of the directors/Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution set out at Item No. 9.

#### **Item No. 10**

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956.

The Articles of Association were amended from time to time in accordance with the provisions of the amendment made in the Companies Act, 1956 from time to time. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is available on the Company's website at [www.castrol.co.in](http://www.castrol.co.in) for perusal by the shareholders.

None of the Directors or Key Managerial Personnel and the relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Special Resolution set out at Item no. 10 for the approval of Members.

By Order of the Board of Directors

**Sandeep Deshmukh**  
Company Secretary  
ACS:10946

Date : 24<sup>th</sup> February 2016

Place : Mumbai

Registered Office  
Technopolis Knowledge Park  
Mahakali Caves Road  
Andheri (E), Mumbai 400 093