

Castrol India Limited
CIN L23200MH1979PLC021359
Technopolis Knowledge Park,
Mahakali Caves Road,
Chakala, Andheri (East),
Mumbai - 400 093.

Tel: (022) 6698 4100
Fax: (022) 6698 4101
<https://www.castrol.com/en/in/india.html>
Customer Service Toll Free No. : 1800 222 100 / 1800 209 8100



6 December 2022

To,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East,
Mumbai – 400 051

Scrip Code: 500870

Scrip Symbol: CASTROLIND

Dear Sir/Madam,

Subject: Results of the Postal Ballot through Remote E-voting process and Scrutinizer's Report

This is further to our letter dated 4 November 2022 submitting the Postal Ballot Notice along with the Explanatory Statement, for seeking approval from the Members of the Company on the resolutions as contained in the said Notice

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the rules made thereunder, the Company conducted the postal ballot by providing remote e-voting facility to the Members.

Mr. K. G. Saraf, Proprietor of Saraf and Associates, Company Secretaries (CP No. 642) was appointed as the Scrutinizer to scrutinize the entire e-voting process. The remote e-voting period commenced at 9:00 a.m. (IST) on Saturday, 5 November 2022 and concluded at 5:00 p.m. IST on Sunday, 4 December 2022.

In accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed the consolidated voting results along with the Scrutinizer's report thereon. As per the Scrutinizer's Report, the result of the resolutions contained in the Notice of the Postal Ballot is given below:

Sr. No.	Particulars	Type of Resolution	Result
1	Alteration of the Objects clause of Memorandum of Association of the Company	Special Resolution	Passed with requisite majority
2	Alteration of the Articles of Association of the Company	Special Resolution	Not passed with requisite majority

The voting results and the Scrutinizer's report are also being made available on the website of the Company.

You are requested to take the same on record.

Thank you.

Yours faithfully,
For Castrol India Limited

Hemangi Ghag
Company Secretary & Compliance Officer

Encl.: As above

Report of Scrutinizer on
Postal Ballot by
Remote E-voting process (“E-voting”) of
Castrol India Limited
(L23200MH1979PLC021359)

Scrutinizer:
K.G.Saraf
Saraf and Associates
(Company Secretaries)
423 Hind Rajasthan Building,
95 Dadasaheb Phalke Road,
Dadar East, Mumbai 400014
Ph – 022-24130371/24153887
Mob – 9820320072/ 9773393877
E-mail – kamalax_saraf@hotmail.com
Website – www.sarafandassociates.com

SARAF & ASSOCIATES

COMPANY SECRETARIES

www.sarafandassociates.com

423, Hind Rajasthan Building, 95, Dadasaheb Phalke Road, Dadar (C.Rly.), Mumbai - 400 014.

☎ (022) 2413 0371 / 2415 3887 📠 +91 98203 20072 ✉ kamalax_saraf@hotmail.com

06.12.2022

To,
The Chairman.
Castrol India Limited.
Technopolis Knowledge Park,
Mahakali Caves Road,
Andheri (East),
Maharashtra,
Mumbai 400093.

Ref : Report of Scrutinizer on Postal Ballot by Remote E-voting process (“E-voting”) in respect of passing of resolution set-out in the notice dated 31st October 2022.

Dear Sir,

I, **K.G.Saraf, Practicing Company Secretary, Proprietor of Saraf and Associates Company Secretaries, Mumbai**, was appointed as the Scrutinizer by the Board of Directors of **CASTROL INDIA LIMITED** in their meeting held on Monday, 31st October, 2022 pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014 for the purpose of scrutinizing postal ballot through e-voting in respect of passing of resolution set-out in the notice dated 31st October 2022.

The management is responsible for ensuring compliance under the provisions of Section 108 and 110 of the Companies Act, 2013 (“the Act”), read together with the Rule 20 and 22 Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs, (“MCA”) (collectively referred to as the “MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of postal ballot through remote e-voting.

My responsibility as the Scrutinizer, is restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizers Report of the votes cast in favour and against the resolution stated in the Postal Ballot Notice, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited (“CDSL”) the service provider.

The Notice dated 31st October, 2022 along with the Explanatory Statement under Section 102 of the Act was sent only by electronic mode to those Members, whose names appeared in the Register of Members/List of Beneficial Owners as on Tuesday, 1 November 2022 the “Cut-off Date” and whose e-mail addresses were registered with the Company/Depositories.

In accordance with the provisions of the above MCA Circulars, the Postal Ballot was conducted only through remote e-voting and hence physical copy of the Postal Ballot Notice along with postal ballot forms was not required to be sent to the Members.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (“CDSL”) for conducting E-voting by the Shareholders of the Company

The Shareholders of the Company holding shares as on the "cutoff" date Tuesday, 1 November 2022 were entitled to vote on the proposed resolutions set out as Item No's. 1 and 2 of the postal ballot notice.

The e-voting commenced on Saturday, 5 November 2022 at 9:00 a.m. (IST) and ended on Sunday, 4 December 2022 at 5:00 p.m. (IST) and the Central Depository Services (India) Limited (CDSL) e-voting platform was blocked thereafter.

After the closure of electronic voting, the report on votes cast under the e-voting facility were unblocked and downloaded at 5:02 p.m. (IST) on Sunday, 4 December 2022 from the e-voting website of Central Depository Services (India) Limited (CDSL).

Based on data downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) pertaining to the electronic voting, I now submit my Scrutinizers report as under:

Item No 1. To alter the Objects clause of Memorandum of Association of the Company. (Special Resolution)**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	1,332	74,09,15,976
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes	1,332	74,09,15,976

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	1,266	74,08,94,916	99.9972

2. Voted Against the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	66	21,060	00.0028

The Special Resolution No. 1. has been passed since the votes cast in favour (99.9972%) of the resolution are more than three times the number of votes cast against (00.0028%) the resolution.

Item No 2. To alter Articles of Association of the Company. (Special Resolution)**Remote E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)
Total Votes received by Electronic means	1,333	74,09,07,301
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes	1,333	74,09,07,301

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	1,111	55,25,70,708	74.5803

2. Voted Against the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	222	18,83,36,593	25.4197

The Special Resolution No. 2. has not been passed since the votes cast in favour (74.5803%) of the resolution are less than three times the number of votes cast against (25.4197%) the resolution.

- Pursuant to Section 110 of the Companies Act, 2013 and rules framed thereunder, all the electronic data along with other relevant records relating to the e-voting shall be under my safe custody and will be handed over to the Company for preserving the same safely, after the Chairman signs the Minutes.
- You may accordingly declare the result of voting.

Thanking you,
Yours faithfully,

For SARAF & ASSOCIATES
KAMALAX
GANAPAYYA
SARAF

Digitally signed by
KAMALAX GANAPAYYA
SARAF
Date: 2022.12.06 13:12:03
+05'30'

K.G. SARAF
Practising Company Secretary
FCS: 1596 | CP: 642
FRN. S1988MH004800
PR. 1003/2020

Place : Mumbai

Date : 06.12.2022

UDIN : F001596D002627703

Castrol India Limited

Resolution Required : (Special)		1 - To alter the Objects clause of Memorandum of Association of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	504452416	504452416	100.0000	504452416	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		504452416	100.0000	504452416	0	100.0000	0.0000
Public Institutions	E-Voting	272301267	227068470	83.3887	227068470	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		227068470	83.3887	227068470	0	100.0000	0.0000
Public Non Institutions	E-Voting	212368701	9395090	4.4240	9374030	21060	99.7758	0.2242
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9395090	4.4240	9374030	21060	99.7758	0.2242
Total		989122384	740915976	74.9064	740894916	21060	99.9972	0.0028

Castrol India Limited

Resolution Required : (Special)		2 - To alter Articles of Association of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	504452416	504452416	100.0000	504452416	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		504452416	100.0000	504452416	0	100.0000	0.0000
Public Institutions	E-Voting	272301267	227068470	83.3887	38775104	188293366	17.0764	82.9236
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		227068470	83.3887	38775104	188293366	17.0764	82.9236
Public Non Institutions	E-Voting	212368701	9386415	4.4199	9343188	43227	99.5395	0.4605
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9386415	4.4199	9343188	43227	99.5395	0.4605
Total		989122384	740907301	74.9055	552570708	188336593	74.5803	25.4197