

10 September 2023

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 9 August 2023 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 and various MCA Circulars on Postal Ballot, the Company conducted the postal ballot by providing only 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 Thursday, 10 August 2023 and concluded at 5:00 p.m. IST on Friday, 8 September 2023.

In accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed the 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:

<b>Sr. No</b>	<b>Particulars</b>	<b>Type of Resolution</b>	<b>Result</b>
1.	Re-appointment of Ms. Sangeeta Talwar (DIN: 00062478) as an Independent Director of the Company.	Special Resolution	Passed with requisite majority

**Registered address:**

Castrol India Limited

CIN: L23200MH1979PLC021359

Technopolis Knowledge Park, Mahakali Caves Road, Andheri (East), Mumbai – 400093

Tel: +9122-66984100 / Fax: +9122-66984101

Customer Service Toll Free No: 1800222100 / 18002098100



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 above 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](mailto:kamalax_saraf@hotmail.com)  
Website – [www.sarafandassociates.com](http://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

09.09.2023

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 31<sup>st</sup> July 2023.

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, 31<sup>st</sup> July, 2023 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 31<sup>st</sup> July 2023.

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, 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, and 11/2022 dated 28 December 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 31<sup>st</sup> July, 2023 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 Friday, 4 August 2023 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 Friday, 4 August 2023 were entitled to vote on the proposed resolutions set out as Item No’s. 1 of the postal ballot notice.

The e-voting commenced on Thursday, 10 August 2023 from 9:00 a.m. IST and ended on Friday, 8 September 2023 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 5:01 p.m. (IST) on Friday, 8 September 2023 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:

<b>Item No 1. Re-appointment of Ms. Sangeeta Talwar as an Independent Director of the Company (Special Resolution)</b>			
<b>Remote E-Voting.</b>			
Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.5/- Each)	
Total Votes received by Electronic means	2,306	74,51,80,687	
Less: Total Number of Invalid Votes	-	-	
<b>Total Number of Valid Votes</b>	<b>2,306</b>	<b>74,51,80,687</b>	
<b>1. Voted in Favour of the resolution:</b>			
Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
<b>Remote E- voting</b>	<b>2,049</b>	<b>71,81,46,565</b>	<b>96.3721</b>
<b>2. Voted Against the resolution:</b>			
Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
<b>Remote E- voting</b>	<b>257</b>	<b>2,70,34,122</b>	<b>3.6279</b>
<b>The Special Resolution No. 1. has been passed since the votes cast in favour of the resolution are more than three times the number of votes cast against the resolution.</b>			

- 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.
- Votes of Members who have partially voted in favor of a resolution and partially voted against the same resolution have been considered separately.
- You may accordingly declare the result of voting.

For SARAF & ASSOCIATES

KAMALAX

GANAPAYYA

SARAF

Digitally signed by  
KAMALAX GANAPAYYA  
SARAF  
Date: 2023.09.09 11:16:24  
+05'30'

K.G. SARAF

Practising Company Secretary

FCS: 1596 | CP: 642

FRN. S1988MH004800

PR. 1003/2020

Place : Mumbai

Date : 09.09.2023

UDIN : F001596E000977340

	CASTROL INDIA LIMITED
Date of the AGM/EGM/Postal Ballot	08-09-2023
Total number of shareholders on record date	291019
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Ms. Sangeeta Talwar as an Independent Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	50,44,52,416	50,44,52,416	100.0000	50,44,52,416	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		50,44,52,416	100.0000	50,44,52,416	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	27,53,60,504	23,44,77,542	85.1529	20,75,35,775	2,69,41,767	88.5098	11.4901	0	6,02,901
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		23,44,77,542	85.1529	20,75,35,775	2,69,41,767	88.5099	11.4901	0	602901
Public- Non Institutions	E-Voting	20,93,09,464	62,50,729	2.9864	61,58,374	92,355	98.5224	1.4775	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		62,50,729	2.9864	61,58,374	92,355	98.5225	1.4775	0	0
Total		98,91,22,384	74,51,80,687	75.3376	71,81,46,565	2,70,34,122	96.3721	3.6279	0	602901