

HELD AT _____ ON _____ TIME _____

MINUTES OF THE PROCEEDINGS OF DECLARATION OF THE RESULTS OF THE POSTAL BALLOT CONDUCTED BY CASTROL INDIA LIMITED, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, ON THE RESOLUTIONS AS SET OUT IN THE NOTICE DATED 27TH JANUARY, 2015 DECLARED ON 17TH MARCH, 2015 AT 1.45 P.M. AT THE REGISTERED OFFICE OF THE COMPANY TECHNOLIS KNOWLEDGE PARK, MAHAKALI CAVES ROAD, ANDHERI (EAST), MUMBAI-400 093

PRESENT

Mr. Ravi Kirpalani : Managing Director
Mr. B.V. Dholakia : Scrutinizer for the Postal Ballot of Dholakia & Associates LLP
Mr. Nrupang B. Dholakia : Partner of the Scrutinizer

Members: None.

CHAIRMAN

In the absence of the Chairman of the Company, Mr. Ravi Kirpalani, Managing Director duly authorized the Board, chaired and conducted the proceedings and declared the results of Postal Ballot.

BACKGROUND

1. The Board of Directors by way of circular resolution dated 27th January, 2015 approved Postal Ballot Notice to be sent to the Shareholders of the Company for appointment of Independent Directors and Whole time Director of the Company by Ordinary and Special Resolutions covered in the said notice.

2. The Board of Director through Circular resolution dated 27th January, 2015 also appointed Mr. B.V. Dholakia, Practicing Company Secretary of Dholakia and Associates, LLP as a Scrutinizer for conducting Postal Ballot voting / e-voting process in fair and transparent manner.

3. In Compliance with the provisions of Section 110(1)(a) of the Companies Act, 2013 read with Companies (Management and Administration) Rule, 2014, the Company offered e-voting facilities to all its Shareholders, to enable them to cast their votes electronically.

4. The Company on Tuesday, 10th February, 2015, sent emails through National Securities Depository Limited (NSDL) along with the details of Login ID and password to the shareholders who have registered their e-mail ids with depositories or with the Company and for other shareholders completed the dispatch of Postal Ballot Notice along with the Postal Ballot Form and a self-addressed business reply envelope.

5. The Notice was sent to all the shareholders, whose names appear on the Register of Members / List of Beneficial Owners on 30th January, 2015, as received from National Securities Depository Limited and Central Depository Services (India) Limited. Thus, the voting rights of the shareholders were reckoned as on 30th January, 2015.

6. By newspaper advertisement published in Free Press Journal (English) Edition and Navshakti (Marathi) Edition on 11th February, 2015, the Shareholders were informed about the completion of dispatch of Postal Ballot



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Forms and appointment of Mr. B.V.Dholakia ,Practicing Company Secretary of Dholakia and Associates, LLP as a Scrutinizer. Further the Shareholders were intimated the period up to which voting can be done .The shareholders were requested to return the postal ballot forms, duly completed, along with the assent (for) or dissent (against), so as to reach the scrutinizer before the close of working hours (5.00 p.m.) on or before 12th March,2015.

7.After due scrutiny of all the votes cast by the Shareholders by electronic mode and all the postal ballot forms received by Mr. B.V.Dholakia up to the close of working hours of 12th March, 2015 (being last date fixed for return of the Postal Ballot forms by the Members),Mr. B.V.Dholakia submitted his report dated 17th March, 2015, to Mr. Ravi Kirpalani , Managing Director of the Company.

Mr. Ravi Kirpalani, Managing Director, after receiving the Scrutinizer's Report, announced the Postal Ballot results on 17th March, 2015 stating that all the Resolutions in the Postal Ballot Notice dated 27th January, 2015 have been duly passed by the requisite majority as stated below and directed that the results be recorded in the Minutes Book recording the proceedings of General Meetings of the Members:

Particulars	Resolution No. 1	Resolution No. 2	Resolution No.3	Resolution No. 4	Resolution No.5
Number of valid postal ballot forms /(Share) received	2100 (39,92,69,396)	2078 (39,92,53,059)	2066 (39,63,74,434)	2065 (39,92,50,204)	2065 (39,92,45,873)
Votes / Shares in favour of the Resolution including votes/Shares cast by electronic mode. (%age of total votes cast)	(39,90,22,572) (99.94%)	(39,90,05,939) (99.94%)	(39,63,14,973) (99.98%)	(39,90,87,993) (99.96%)	(39,90,90,714) (99.96%)
Votes/Shares against the Resolution including votes cast by electronic mode. (%age of total votes cast).	2,46,824 (0.062%)	2,47,120 (0.062%)	59,461 (0.015%)	1,62,211 (0.041%)	1,55,159 (0.039%)
Number of invalid postal ballot	267 (1,26,83,675)	290 (1,27,00,069)	298 (1,55,78,134)	296 (1,27,02,184)	304 (1,27,07,184)


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forms/(Shares) received including electronic mode					
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The text of the resolutions duly approved by the Members are as under:

RESOLUTION 1

AS AN ORDINARY RESOLUTION –

APPOINTMENT OF MR. S.M.DATTA AS AN INDEPENDENT DIRECTOR

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Mr. S.M.Datta** (DIN 00032812), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 1st October, 2014 to 30th September, 2019, not liable to retire by rotation."

RESOLUTION 2

AS AN ORDINARY RESOLUTION----

APPOINTMENT OF MR. R.GOPALAKRISHNAN AS AN INDEPENDENT DIRECTOR

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Mr. R. Gopalakrishnan** (DIN 00027858), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 1st October, 2014 to 30th September, 2019, not liable to retire by rotation."

RESOLUTION 3

AS AN ORDINARY RESOLUTION –

APPOINTMENT OF MR. UDAY KHANNA AS AN INDEPENDENT DIRECTOR

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Mr. Uday Khanna** (DIN 00079129), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 1st October, 2014 to 30th September, 2019, not liable to retire by rotation."

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RESOLUTION 4**AS AN ORDINARY RESOLUTION -****APPOINTMENT OF MR. JAYANTA CHATTERJEE AS DIRECTOR**

"RESOLVED THAT Mr. Jayanta Chatterjee (DIN: 06986918), who was appointed as an Additional Director of the Company with effect from 30th October, 2014 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 of by rotation."

RESOLUTION 5**AS A SPECIAL RESOLUTION -****APPOINTMENT OF MR. JAYANTA CHATTERJEE AS WHOLE-TIME DIRECTOR**

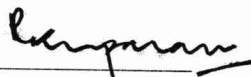
"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provision(s) of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 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. Jayanta Chatterjee (DIN : 06986918) as a Whole-time Director of the Company for a period of five (5) years effective from 30th October, 2014, 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."

CONCLUSION.

The Chairman then declared the closure of the proceedings as the business of postal ballot was completed.

Place: Mumbai

Date: 10th April, 2015

CHAIRMAN OF THE PROCEEDING

CHAIRMAN'S INITIALS