

24 February 2025

To

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 500870

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Plot No. C/1, 'G' Block,
Bandra (East), Mumbai – 400 051

Symbol : CASTROLIND

Dear Sir,

**Sub.: Annual Secretarial Compliance Report for the financial year ended
31 December 2024**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant circular(s) issued by SEBI from time to time, please find enclosed the Annual Secretarial Compliance Report for the financial year ended 31 December 2024.

Kindly take the same on record.

Thank You.

Yours faithfully,

For **Castrol India Limited**

Hemangi Ghag

Company Secretary & Compliance Officer

Encl.: a/a

Registered address:

Castrol India Limited

CIN: L23200MH1979PLC021359

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

Tel: +91 22 7177 7111/ Fax: +9122 6698 4101

Customer Service Toll Free No: 1800222100 / 18002098100



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) - 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

To,
The Board of Directors,
Castrol India Limited
CIN: L23200MH1979PLC021359
Technopolis Knowledge Park,
Mahakali Caves Road,
Chakala, Andheri (East),
Mumbai - 400 093
Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2024

We have been engaged by **Castrol India Limited** (hereinafter referred to as 'the Company') bearing CIN: **L23200MH1979PLC021359** whose equity shares, are listed on National Stock Exchange of India Limited (NSE) and/or BSE Limited (Security Code : 500870) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Founding Partner
FCS: 4206 | COP No.: 1774
3rd February, 2025 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) - 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
CASTROL INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER, 2024**

We have examined:

- (a) all the documents and records made available to us and explanations provided by **Castrol India Limited** ('the listed entity');
- (b) filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

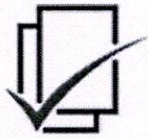
for the financial year ended **31st December, 2024** ('review period'), in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**LODR**) ;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable as there was no reportable event during the review period;**
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable as there was no reportable event during the review period;**





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

- (e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021- **Not Applicable as there was no reportable event during the review period;**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **Not Applicable as there was no reportable event during the review period ;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
and circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder to the report.
- (b) The listed entity has taken the actions specified in **Annexure – A** to the report, to comply with the observations made in previous reports.
- (c) We hereby report that, during the review period the compliance status of the listed entity with the requirements specified in **Annexure B** :

For **S. N. ANANTHASUBRAMANIAN & Co.**
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 5218/2023

S. N. Ananthasubramanian

S. N. Ananthasubramanian

Founding Partner

FCS: 4206 | COP No.: 1774

ICSI UDIN: F004206F003852688

3rd February, 2025 | Thane





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Annexure – A

Sr No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	<p>The disclosure, relating to a pending dispute or litigation with Customs Excise & Service Tax Appellate Tribunal (CESTAT) / Commissioner of Central Excise & Service Tax, opposing party being Commissioner of Central Excise & Service Tax / Additional Commissioner of Central Excise & Service Tax with the expected financial implication amounting to Rs 81.99 crore, was filed by Company with stock exchanges on 19th December 2023.</p> <p>The said disclosure required to be filed with stock exchanges by 12th August 2023 was filed on 19th December 2023 . There was</p>	Financial Year ended December 2023.	<p>Reg 30 (4)</p> <p>(i)The listed entity shall consider the following criteria for determination of materiality of events/ information:</p> <p>(a)...</p> <p>(b)...</p> <p>(c)...</p> <p>(d)...</p> <p>Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the listed entity within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations</p>	<p>Details of violation/ deviations – As mentioned in “Observations” column.</p> <p>Actions taken/penalty imposed , if any - None</p>	<p>The Company, in ASCR for FY 2023, in the Management Response column , has informed that “the systems and processes are now in place to enable the disclosures to be made to stock exchanges , within prescribed timeline.</p>	<p>The Company has, during FY 2024, made the disclosures under Reg 30 within prescribed time period.</p>





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Sr No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	delay of 128 days in making disclosure.		and Disclosure Requirements) (Second Amendment) Regulations, 2023.]			





We hereby report that, during the review period, the compliance status of the listed entity is as given hereunder:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
1)	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2)	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	None
3)	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents / information under a separate section on the website.Web-links provided in annual corporate governancet5 reports under Regulation 27(2) are accurate and specific which re-directs to the relevant	Yes	None





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
	document(s)/ section of the website.		
4)	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013, as confirmed by the listed entity.	Yes	None
5)	Details related to Subsidiaries of listed entities have been examined w.r.t., a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries	Not Applicable	The Company did not have a subsidiary during the year under review
6)	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	Yes	None
7)	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
8)	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions, b) The Listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes. Yes	None There was one instance where the transaction of Rs 51 lacs with its Fellow Subsidiary was ratified and approved by Audit Committee.
9)	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 read with Schedule III of SEBI Listing Regulations, 2015 within the time limits prescribed thereunder.	Yes.	None
10)	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11)	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	None





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
12)	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	Not Applicable as no reportable event.	None
13)	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	None

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023

S. N. Ananthasubramanian



S. N. Ananthasubramanian

Founding Partner

FCS: 4206 | COP No.: 1774

ICSI UDIN: F004206F003852688

3rd February, 2025 | Thane