

DRAFT LETTER

Date

To

Name

Address

Dear Sir / Madam,

Sub: Re-appointment as an Independent Director of the Company

We are pleased to inform you that your re-appointment as an Independent Director on the Board of Directors of Castrol India Limited ("Castrol" or "the Company") has been approved by the shareholders of the Company on [■]. Your re-appointment shall be subject to the terms and conditions set out in the Annexure to this letter.

We congratulate you and look forward to a mutually beneficial association. Kindly confirm your acceptance of the re-appointment by signing and returning to us a duplicate copy of this letter.

Thank You.

Sincerely,

For **Castrol India Limited**

Encl. As above

I hereby accept the terms of my appointment as stated in this letter:

Sign

Name

Date

Place

Annexure to the letter dated [■]

Terms of Re-appointment of Independent Director (“ID”) on the Board of Directors (Board) of Castrol India Limited (“Castrol” or “the Company”) effective [■]

1. Position

- 1.1 The role of ID is a non-executive role in that it does not carry any executive responsibilities, liability or authority.
- 1.2 The term ID should be construed as defined under the Companies Act, 2013 together with the Rules notified there under (including any re-enactments thereof or modifications thereto) (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (together referred to as “the Applicable laws”).
- 1.3 You will not be an employee of the Company and this letter shall not constitute a contract of employment.

2. Tenure

- 2.1 Your appointment takes effect from [■] and shall be valid upto [■] unless terminated earlier.
- 2.2 Your appointment will be subject to the provisions of the Applicable laws and the Articles of Association of the Company.

3. Committees

- 3.1 In addition to your role as an ID you continue to hold positions in the following Committees of the Board (as applicable):
 - a. [■]
 - b. [■]
- 3.2 The Board may, if it deems fit, subject to your consent, invite you for being appointed on one or more additional Board Committees whether existing or that may be set up in the future.
- 3.3 Your appointment on any Board Committee(s) will be subject to the provisions of the Applicable laws.

4. Time Commitment

- 4.1 Independent Director is expected to bring objectivity and independence of view to the Board’s discussions and to help provide the Board with effective leadership in relation to the Company’s strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.
- 4.2 The Board meets atleast four times in a year.
- 4.3 The Board may also meet additionally once /twice in a year at a strategy meet where it discusses various long term strategic matters relating to the Company.
- 4.4 You will be expected to attend meetings of Board and Board Committees to which you are/may be appointed and also the Shareholders meetings and commit sufficient time to ensure fulfilment of your duties and responsibilities effectively.

5. Role, Duties & Responsibilities

- 5.1 The duties and responsibilities of an ID are same as other Directors. There are, however, additional roles and duties required of an ID under the applicable laws.
- 5.2 "Appendix 1" to this Annexure contains details of your duties and responsibilities as laid down under the Applicable laws.
- 5.3 Without prejudice to above, you shall be under an obligation to comply with all other laws as are applicable with respect to your appointment as a Director of the Company.

6. Code of Conduct

- 6.1 The Independent Director should familiarise with the bp Code of Conduct and the Castrol India Limited - Code of Conduct for Board of Directors and Senior Management Personnel and comply with the same. "Appendix 2" and "Appendix 3" to this Annexure contain the said Codes.
- 6.2 You shall abide by the Code and such other policies that may be adopted by the Company applicable to an ID.

7. Liabilities

- 7.1 As an ID, you shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with your knowledge, attributable through Board and Committee processes, and with your consent or connivance or where you had not acted diligently.

8. Remuneration & Entitlements

- 8.1 You shall be entitled to following:
 - a. sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time, and
 - b. annual remuneration that may be determined by the Board from time to time, payable at the end of each financial year based on the performance of the Company.
- 8.2 The remuneration payable to Non-Executive Directors is subject to the approval of the shareholders of the Company and the limits prescribed under the provisions of the Act.
- 8.3 Additionally, you will be entitled to reimbursement of expenses incurred by you in connection with the attending of Board meetings, Board Committee meetings, and General meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.

9. Disclosures

- 9.1 Initial Disclosures:
 - 9.1.1 At the first meeting of the Board in which you participate as a Director you shall disclose your concern or interest in any company/ies or bodies corporate, firms, or other association of individuals which shall include your shareholding, in the manner prescribed under the Act.
- 9.2 Continual Disclosures:
 - 9.2.1 At the first meeting of the Board in every financial year and whenever there is any change in the disclosures already made, then within 30 days of such change, you shall

disclose your concern or interest in any company/ies or bodies corporate, firms, or other association of individuals which shall include your shareholding, in the prescribed manner under the Act.

9.2.2 During your appointment as an ID, if there is any change in the circumstances that affect your independence, you shall immediately inform the Company of the same.

9.2.3 You may be required to furnish additional disclosures to the Company as per the requirements of other laws that are/may be applicable to the Company within such period and at such intervals as may be informed to you by the Company.

10. Directors' Liability Insurance

10.1 The Company has availed a Directors' & Officers' Policy ("D&O Policy") covering the liability of its Directors and Officers on the terms of the policy (which are subject to change).

10.2 A copy of the D&O Policy shall be emailed to you.

11. Performance Evaluation

11.1 The performance evaluation of the Board as a whole and the individual Directors shall be in accordance with the policy of the Company for Board Evaluation and provisions of the applicable laws.

11.2 The outcome of performance evaluation shall be considered to determine whether to extend or continue the term of your appointment as an ID.

12. Termination/Vacation

12.1 You may resign from your position at any time, and should you wish to do so, you are requested to serve a written notice on the Board.

12.2 Your appointment may also be terminated in accordance with the provisions of the Act and Articles of Association of the Company from time to time in force.

12.3 Any such termination shall be with a notice of 24 hours on either side.

12.4 Upon your resignation/ termination as a Director, you shall, with immediate effect, cease to be a member of the Committee(s) of the Board in which you are appointed.

12.5 Further, your office is liable to vacation on the grounds prescribed under the Act.

13. Confidential Information

13.1 "Confidential Information" means all information, data, know-how, strategies, content, artworks, customers-products-business-related information, trade secrets, information, reports, records or other documents or things recorded on paper, tape, disc, computer systems or any mechanical or electronic device as may be received from Castrol and the recipient will have access to information/ data/ materials and supporting documents pertaining to Castrol or Castrol's systems or by whatever means, or any other oral or written communication made by Castrol or supplied or made available to the recipient or may come to the knowledge of the recipient relating to the business (including future or possible business) of Castrol, pursuant to any dealings, discussions, negotiations, agreements or contracts entered into by Castrol which is confidential or which Castrol should reasonably have assumed to be confidential or relating to the activities of Castrol or its affiliates business operations

or relating to the rights and obligations of those who carry on or who are connected to Castrol, but excluding any information:-

- which at the time of the disclosure by Castrol is in the public domain; or
- which after disclosure by Castrol becomes part of the public domain by publication or otherwise not through violation on the part of the recipient; or
- which the recipient can show was in its possession at the time of disclosure by Castrol; or
- which the recipient can show was obtained from a third party who is not under obligation to either Castrol or the recipient to maintain the confidential information in confidence; or
- which previously was, or at anytime hereafter is, received in good faith without secrecy obligation from other sources and which did not originate, directly or indirectly from the recipient; or
- which is required by law or appropriate regulatory authorities to be disclosed, provided that Castrol is notified in writing by the recipient of any such requirement atleast 5 (five) days prior to such disclosure and such disclosure is strictly limited to the extent required.

13.2 As an ID, you may have access to and /or knowledge of Confidential Information. You shall use Confidential Information only in the performance of your duties as an ID.

13.3 You shall hold Confidential Information in confidence and trust.

13.4 You shall ensure that Confidential Information is not disclosed or divulged to any person in any manner whether directly or indirectly in full or in part, both during and after your Term as an ID without prior clearance from the Board unless required by law or by the rules of any stock exchange or regulatory body.

14. Communication

14.1 All communication to Castrol India Limited shall be addressed to the following address: The Company Secretary
Castrol India Limited
Technopolis Knowledge Park, Mahakali Caves Road,
Andheri E, Mumbai – 400 093

14.2 All communication to you shall be addressed to the following address: Name [■]
Address [■]

14.3 In case of any change in the above information on either side, the same shall be communicated promptly to the other party.

15. Termination:

15.1 The Independent Director may resign from the position by serving reasonable written notice on the Board, giving reasons of resignation.

15.2 Appointment may also automatically terminate in accordance with the provisions of the Companies Act, 2013 and provisions of Articles of Association of the Company.

16. Governing Law

16.1 This agreement is governed by and will be interpreted in accordance with laws of India and your engagement shall be subject to the jurisdiction of the courts in Mumbai.

Appendix 1

DUTIES AND RESPONSIBILITIES OF DIRECTORS

A. DUTIES OF A DIRECTOR [as per Section 166 of the Companies Act, 2013]

- 1 Subject to the provisions of the Companies Act, 2013 together with the Rules notified there under (including any re-enactments thereof or modifications thereto) (referred to as "the Act"), a Director of a company shall act in accordance with the articles of association of the company.
- 2 A Director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, and the community and for the protection of environment.
- 3 A Director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- 4 A Director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- 5 A Director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such Director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- 6 A Director of a company shall not assign his office and any assignment so made shall be void.

B. CODE FOR INDEPENDENT DIRECTORS [as per Schedule IV of the Act]

The Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of Independent Directors.

I Guidelines of professional conduct:

An Independent Director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a *bona fide* manner in the interest of the Company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while

concurring in or dissenting from the collective judgment of the Board in its decision making;

6. not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;
9. assist the Company in implementing the best corporate governance practices.

II Role and functions:

The Independent Directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of Executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of Executive Directors, Key Managerial Personnel and Senior Management;
8. moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

III Duties:

The Independent Directors shall—

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the Company;
6. where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

7. keep themselves well informed about the Company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
10. ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV Manner of appointment:

1. Appointment process of Independent Directors shall be independent of the company management; while selecting Independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
2. The appointment of Independent Director(s) of the company shall be approved at the meeting of the shareholders.
3. The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
4. The appointment of Independent Directors shall be formalised through a letter of appointment, which shall set out:
 - a. the term of appointment;
 - b. the expectation of the Board from the appointed Director; the Board-level committee(s) in which the Director is expected to serve and its tasks;
 - c. the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - d. provision for Directors and Officers (D and O) insurance, if any;
 - e. the Code of Business Ethics that the company expects its Directors and employees to follow
 - f. the list of actions that a Director should not do while functioning as such in the company; and
 - g. the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

5. The terms and conditions of appointment of independent Directors shall be open for inspection at the registered office of the company by any member during normal business hours.
6. The terms and conditions of appointment of independent Directors shall also be posted on the company's website.

V Resignation or removal:

The resignation or removal of an Independent Director shall be in the same manner as is provided in sections 168 and 169 of the Act.

VI Separate meetings:

1. The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent directors and members of management;
2. All the Independent Directors of the company shall strive to be present at such meeting;
 - i. The meeting shall:
 - a. review the performance of Non-Independent Directors and the Board as a whole;
 - b. review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
 - c. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VII Evaluation mechanism:

1. The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to continue the term of appointment of the Independent Director.



Our
code



We do the right thing

Welcome to our code of conduct. It is at the foundation of all that we do in our roles at bp – from the boardroom to the front line.

Our code sets the expectations and standards for how we do the right thing. It protects each of us and bp, all in support of our purpose of reimagining energy for people and planet.

Our code also underpins ‘Who we are’ – our beliefs and our guide for how we work together. And our code is there whenever we’re unsure or feel uneasy about the choices we face at work.

How we do the right thing is not always obvious, but it is vital. Making ethical decisions can be about choosing who to work with, speaking up about an activity that is risky or harmful, or simply saying no to things we believe to be wrong.

In an ever-changing world, we often encounter new challenges – such as data privacy and digital ethics. We have updated our code to reflect these new areas, and we have also introduced a simple guide which can help you make the right decision.

If you are ever in any doubt, please speak up. As our code explains, our speak up channels are here for you. Choose the one you are most comfortable with, whether it’s a manager, supporting advisor like your ECL, or OpenTalk. The important thing is that you say something. And remember – bp does not tolerate retaliation of any kind. We will always listen to you; it’s how we keep improving.

Finally, like any policy or other requirements, our code is only effective if we read it, if we understand it, and if we apply it with good judgement in everything that we do at bp. Every member of the board and leadership team holds themselves to account against the standards set out in our code – we know and expect that you will too.



Bernard Looney
Chief executive officer



Helge Lund
Chair



Our code is at the foundation of 'Who we are' and everything we do.
 We put safety first; living our safety leadership principles and following our OMS.
 We make ethical decisions, act responsibly and comply with applicable laws.
 Our code directs and empowers us to speak up if something doesn't feel right –
 and to listen, and act if appropriate, when an issue is raised.
 We 'Play to win' but not at all costs; we do the right thing to win the right way,
 by living our purpose and caring for others – together as bp.

Who We are

Live our purpose

Safety comes first

Look after each other and our company – in the real world and online

Make a positive impact

Everywhere we work – and with everyone we work with

Do the right thing

Always follow our code

Play to Win

Know the competition

There is always someone better – we seek out different views and learn from them

Keep improving

Become more agile, more digital and more efficient with the money we spend

Be accountable

We follow through on our promises. When we can't – or make mistakes – we own it

Care for others

Be kind

Get to know those you work with, show real interest, be supportive

Prioritize the team

Leave your ego at the door, be inclusive, collaborative and open to honest feedback

Put yourself in other people's shoes

Especially our partners, suppliers and customers – ask how we can help them


Do the right thing – your decision tool

Feeling uncomfortable or struggling with a difficult decision? Some or all of the following questions may help:

- 1. Is your decision consistent with the law, our code and 'Who we are'?**
Read our code, our beliefs and consider relevant bp requirements.
- 2. What are the potential impacts of your decision?**
Consider who or what could benefit or be harmed, today or in the long term.
- 3. What would happen if everyone made a similar decision?**
Consider the wider implications if the decision was made across multiple teams or businesses.
- 4. Have you considered if there are biases or pressures that could be influencing you?**
Take a moment to pause and reflect.
- 5. Have you considered past learnings?**
If you can, apply them.
- 6. Could you stand by your decision if it became public or headline news?**
Put yourself in other people's shoes – think about how our stakeholders may react: employees, customers, partners and the public.

If in doubt, test it out! If you still feel uncomfortable or unsure, test your decision. It could be with your line manager or a trusted colleague, including someone with different points of view.

You are not alone – subject matter experts and our speak up channels are also always available. Remember – bp does not tolerate retaliation of any kind.

 **bp requirements and helpful resources**

- ['Who we are'](#)
- [Decision tool](#)



We do the right thing, it's *who we are*



Our responsibility and how we speak up

- 06 Our responsibility
- 06 Who must follow our code
- 06 How we deliver is as important as what we deliver
- 07 Speak up and OpenTalk
- 07 Our speak up channels
- 07 How we manage concerns and investigations
- 07 Zero tolerance for retaliation

Safety and sustainability

- 09 Operate safely and securely
- 09 Delivering our sustainability frame

People

- 11 Diversity, equity and inclusion
- 11 Workplace free from discrimination and harassment

Business partners

- 13 Build and maintain strong relationships with suppliers and business partners
- 13 Stand firm against bribery and corruption
- 13 Appropriately exchange gifts and entertainment
- 14 Avoid anti-competitive conduct
- 14 Proactively manage conflicts of interest
- 14 Respect international trade laws
- 14 Prevent money laundering

Governments and communities

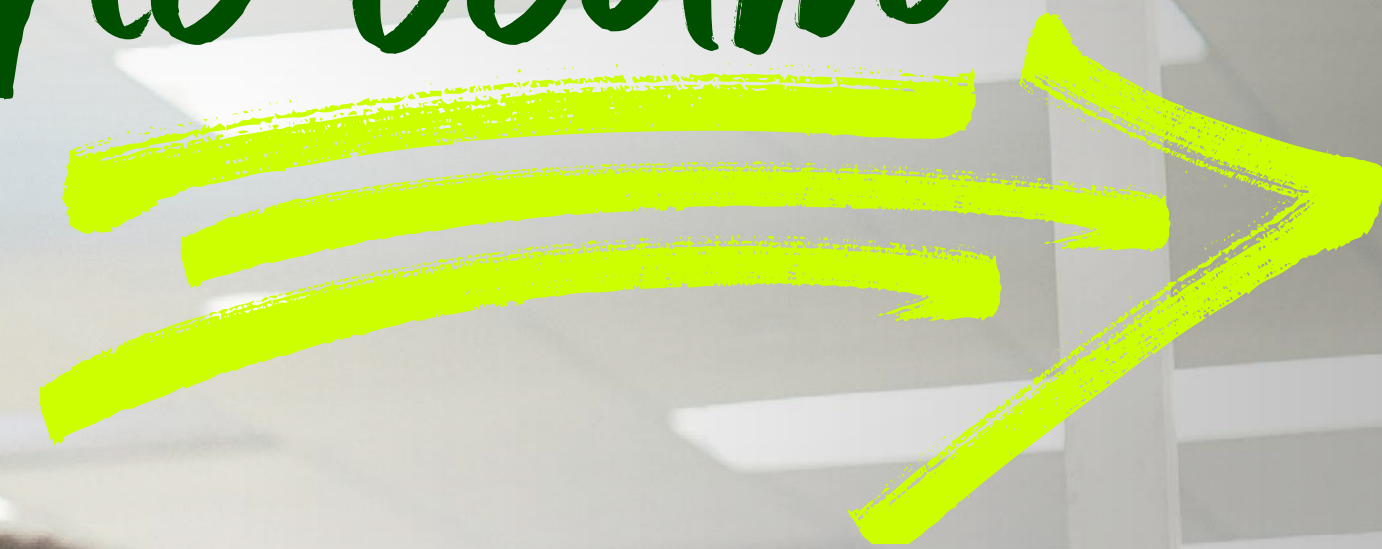
- 16 Human rights and community engagement
- 16 Public communications
- 16 The personal data in our care
- 17 Ethical use of digital technology
- 17 Our stance on political activity

Assets and financial integrity

- 19 Record and maintain accurate and complete information
- 19 Protect bp's assets
- 19 Do not engage in insider dealing
- 20 Glossary



We prioritize
the team



Our responsibility

To be a trusted company and achieve our purpose, each of us must commit to working to a consistent, high set of standards in everything we do and say, every day. Our code provides those standards for bp.

Following our code is mandatory. Each employee must read and understand our code, apply its principles and follow all of the related expectations. Our code includes links to access other relevant bp requirements (bp policies, bp procedures and bp practices), our safety leadership principles and OMS. You must be aware of these bp requirements and follow them as they apply to your role. A breach of any bp requirement is a breach of our code.

Our code is a public statement that bp is committed to doing what we believe is right. It is also a valuable resource to help you make informed, ethical decisions and do the right thing. This means thinking about how you do things – as well as what you do – and speaking up when something doesn't feel right.

Because no code of conduct can cover every situation, bp relies on you to use good judgement in line with our code and guided by 'Who we are' and our safety leadership principles. You have a responsibility to speak up when you have questions or concerns.

We operate in many countries. There may be times when local laws, regulations or customs conflict with our code. Whenever there is a conflict or a difference between an applicable law or regulation and our code, you must apply the strictest standard. Do not follow customs that violate our code. If in doubt, contact your ECL, P&C or Legal.

Who must follow our code

Our code applies to all bp employees, officers and members of the board. Our expectations apply both in person and online and your conduct does not have to occur in the workplace to violate our code, for example if it breaches a bp requirement, negatively affects the workplace or impacts bp's legitimate business interests.

Failure to follow our code may result in disciplinary action, up to and including termination of employment.

Business partners, including operated joint ventures and third parties, can have a direct impact on our reputation through their behaviour. We want to work with business partners that share our commitment to safety, ethics and compliance.

We expect and encourage all our contractors and their employees to act in a way that is consistent with our code. We will take appropriate measures where we believe they have not met our expectations or their contractual obligations.

How we deliver is as important as what we deliver

Responsibilities if you're an employee

- **Read, understand and act in accordance with our code**, guided by 'Who we are' and our safety leadership principles.
- **Speak up**, ask questions and raise concerns if you become aware of possible violations of applicable laws, regulations or our code. Cooperate fully when responding to a bp investigation or audit.
- **Understand and manage the risks** applicable to your role, follow all applicable bp requirements and complete all mandatory training assigned to you.
- **Complete the annual certification** to confirm whether you have acted in accordance with our code.

Additional responsibilities if you're a line manager

- **Role model 'Who we are'** with your team members and create an environment that is caring, respectful, inclusive and equitable.
- **Encourage your team to speak up** and show that they will be supported if they do by listening, responding and doing your part to make sure that no one experiences retaliation.
- **Promote compliance and risk management** by regularly discussing with your team our code's expectations, applicable risks and requirements and the importance of timely completion of mandatory training.
- **Recognize** the right behaviours, manage poor behaviours and be consistent when holding people accountable.



Speak up

We care for others. Each of us has a responsibility to speak up if we become aware of something unsafe, unlawful or inconsistent with our code. In line with our safety leadership principles, we encourage and recognize speak up, and we want to learn why mistakes occur and respond supportively. If you want to raise a concern or have a question you need help with, you are not alone, our speak up channels are here for you. All concerns are taken seriously and handled confidentially under bp’s management of concerns process.

We also need to listen, act and learn whenever someone else speaks up. If you’re ever unsure what to do if a concern is raised to you, support is available through our speak up channels.

OpenTalk

OpenTalk, bp’s global helpline, is a confidential way to raise concerns or get answers to your questions about our code. It is administered by an independent company, is available every day of the week at any time, day or night and can help you in more than 75 languages. Anyone, including contractors, partners, suppliers and customers can use OpenTalk. You can contact OpenTalk anonymously from most locations.

Anything you report will be kept confidential to the fullest extent possible consistent with law and good business practices.

Our speak up channels



Contact your line manager or another manager



Or
Contact a relevant advisor such as your ECL, P&C, Legal, E&C, S&ORA



Or
Contact OpenTalk

For more information, including local phone numbers please search “OpenTalk” from onebp

+44 (0) 800 917 3604 in the UK

+1 800 225 6141 in the US

+1 704 540 2242 the ‘collect call’ number which will accept your call without any charge to you

You can also submit a concern through the website at:
www.opentalkweb.com

How we manage concerns and investigations




Doing the right thing means listening to and assessing any concerns that are raised. Where appropriate, our BI team (part of E&C) will investigate any potential breaches of our code.

Zero tolerance for retaliation

bp does not tolerate retaliation.

We consider acts of retaliation to be misconduct. Retaliation can take many forms, including threats, intimidation, exclusion, humiliation and raising issues maliciously.

If you think that you or someone you know has experienced retaliation, contact any of our speak up channels.

		
<p>We assess</p> <p>Generally, when a concern is raised, a triage team (incl. E&C, P&C and the ECL) will decide whether to handle the concern through management action or investigation. The process will always stay confidential, subject to need-to-know protocols.</p>	<p>We address</p> <p>If handled as a management action, the business will provide guidance to those involved.</p> <p>If we decide to investigate, BI will conduct a thorough, timely investigation by obtaining and analyzing the relevant facts to make a determination.</p>	<p>We act</p> <p>The appointed person from the business will discuss the findings and decide what action should be taken. This may include disciplinary action consistent with bp’s disciplinary policy. Feedback is provided to the individual who raised the concern, in accordance with our confidentiality principles.</p>

Safety comes *first*



Our principles

Safety comes first. Nothing is more important than the safety of our people and those we work with. We work hard to protect the environment and deliver on our purpose and sustainability frame.

Our expectations

Operate safely and securely

We must be vigilant, disciplined and always look out for one another. Each of us is responsible for working safely and living our safety leadership principles. Threats, intimidation and violence will not be tolerated.

Our Safety Leadership Principles

Together, We...

Genuinely care about each other

Will not compromise our focus on safety

Encourage and recognize **speak up**

Understand how work **actually happens**

Learn why mistakes occur and **respond supportively**

Our HSSE expectations are set out as appropriate for each site or business and through systematic application of OMS for our operating entities.

- Do not undertake work that you are not qualified to perform.
- Stop work – your own or others’ – if you consider it unsafe.
- Be sure that your performance is not impaired, for example by alcohol, drugs (including prescription or over-the-counter medication), or by a lack of sleep.
- Speak up if you observe an unsafe or unhealthy working environment. Listen to others who speak up.
- Report any accident, injury, illness or unsafe condition immediately. Never assume that someone else has reported or will report a risk or concern.
- Know the emergency procedures that apply where you work.
- Expect and encourage contractors and those we work with to meet applicable HSSE requirements.

Delivering our sustainability frame

Each of us has a role supporting our sustainability frame – to get to net zero, improve people’s lives and care for our planet.

- Play your part in delivering our sustainability frame.
- Understand and act consistently with bp’s environmental and social policies and practices.

bp requirements and helpful resources

[Operate safely and securely](#)

[Delivering our sustainability frame](#)

– Operating Management System

– Safety Leadership Principles



We put ourselves in other
people's shoes



Our principles

Our people are key to bp’s success. We prioritize the team. We respect and care for each other. When we are kind and put ourselves in other people’s shoes, we win individually and as a company.

Our aim is to achieve greater diversity, equity and inclusion for our workforce, customers and suppliers.

We will not tolerate any form of retaliation against colleagues who speak up.

The expectations in our code apply both in person and online. Your conduct does not have to occur in the workplace to violate our code.

Our expectations

Diversity, equity and inclusion

We treat everyone with fairness and respect and expect everyone we work with to do the same. We value the unique contribution each person brings to bp and take an equitable approach to caring for our people so we can achieve fair opportunities for all. We recognize that diverse and inclusive teams accomplish more and can use their differences to outperform non-diverse teams.

- Play your part to maintain a culture based on inclusion and ‘Care for others’, understanding the needs of your colleagues.
- Help to create diverse and inclusive environments and experiences.
- Respect the diverse beliefs and opinions of your colleagues.
- Be respectful of cultural differences.
- Encourage and listen to those who speak up.

Workplace free from discrimination and harassment

Discrimination

We do not tolerate any unfair discrimination within our workplaces or in hiring, development and career progression.


- Base your work-related decisions on merit, including those relating to reward and other benefits.
- Do not discriminate based on race, ethnicity, national origin, religion, gender, age, sexual orientation, gender identity, marital status, disability, veteran status, or any other characteristic protected by applicable laws.

Harassment

We do not tolerate any physical, verbal or non-verbal forms of abuse or harassment. This includes any unwanted behaviour that could reasonably be considered offensive, intimidating or humiliating, as well as any form of sexual harassment. Exclusionary behaviour may also be considered harassment or bullying.

- Treat everyone with respect.
- Help create a work environment free from all forms of harassment.
- Do not engage in conduct that may be perceived by others as abuse or harassment.
- Do not communicate offensive messages, derogatory remarks or inappropriate jokes. This includes comments of a sexual nature or any other sexually offensive behaviour.
- Look out for each other and challenge inappropriate behaviour.

Discrimination, harassment and bullying should be reported to your line manager, P&C, Legal, E&C or OpenTalk.

 **bp requirements and helpful resources**

Diversity, equity and inclusion
Workplace free from discrimination and harassment

- Policy: Diversity and inclusion
- Policy: Talent acquisition
- Policy: Performance development
- Policy: Disciplinary



We're committed
to keep *improving*


Our principles

We win by doing business the right way and knowing the competition. We keep improving through strong performance built on ethical and lawful business practices.

We work with our business partners in an honest, respectful and responsible way. We are a company on which others can rely.

The requirements in this section of our code are often complex and fact specific. bp has a process to assess and identify employees' exposure to some of these risk areas and provide applicable training. If you have a question or are unsure how to handle a situation, contact your ECL, Legal or E&C.

bp requirements and helpful resources

Suppliers and business partners

Anti-bribery and corruption

Gifts and entertainment

- Policy: Anti-bribery and corruption, anti-money laundering and anti-tax evasion
- Procedure: Counterparty due diligence and risk management

Our expectations

Build and maintain strong relationships with suppliers and business partners

Our suppliers and business partners are essential to our ability to do business and meet our stakeholders' expectations. That's why we choose them carefully, use an objective selection process and undertake counterparty due diligence.

We want to work with companies that share our commitment to safety, ethics and compliance.

- Engage in appropriate due diligence on our counterparties to assess legal and ethical risks. Counterparty due diligence includes assessment of bribery, corruption, trade sanctions and money laundering risk.
- Communicate our relevant expectations clearly to suppliers and business partners, agreeing contractual obligations where appropriate.
- Know and follow the bp requirements that apply in your business for your counterparties, particularly suppliers, agents, joint venture partners and governments.
- Report any indication that a supplier or business partner is not complying with applicable laws or their contractual obligations.

Stand firm against bribery and corruption

We do not tolerate bribery and corruption in any form in our business.

- Comply with anti-bribery and corruption laws, regulations and bp anti-bribery and corruption requirements and support efforts to eliminate bribery and corruption worldwide.
- Work to make sure that our business partners share and comply with our requirements.
- Do not offer or accept bribes, kickbacks or any other kind of improper payment, including facilitation payments.
- Keep accurate books and records so that payments are honestly described and company funds are not used for unlawful purposes.
- Work to make sure that our business partners share and comply with our requirements.

Appropriately exchange gifts and entertainment

We do not accept or provide gifts or entertainment if the intent is to bias a decision or in return for any business advantage, services or confidential information.

- Comply with our requirements on gifts, entertainment and hosting, including the E&C Register requirements for recording gifts, entertainment and hosting.
- If there is a conflict between bp's gifts, entertainment and hosting requirements and applicable external gifts and entertainment requirements, follow the strictest requirement.
- Never offer, give or receive gifts or entertainment that could be seen as a bribe or are indecent, sexually oriented or otherwise improper.
- Obtain Legal approval before paying travel expenses for government officials or agreeing to pay a per diem in connection with their travel.

Our expectations (cont.)

Avoid anti-competitive conduct

We comply with competition and antitrust laws. These are laws that protect consumers by prohibiting anti-competitive behaviour.

- Do not engage in any form of agreement or understanding with competitors to fix prices, rig bids, allocate customers or restrict supply.
- Understand who is an actual or potential competitor (e.g. these may include a Non-Operated Joint Venture) and the restrictions on exchanging competitively sensitive information.

Proactively manage conflicts of interest

A conflict of interest may occur when your interests or activities affect, or appear to affect, your ability to make objective decisions for bp.

- Understand the different ways that conflicts can occur. For example:
 - Outside jobs and affiliations with competitors, customers or suppliers.
 - Working with close relatives.
 - Having an intimate relationship with someone whose pay, advancement or management you can influence (refer to the relationships at work guidelines).
 - Serving as a board member of another organization.
 - Investments, including those of close relatives.
- When making decisions always act objectively and in accordance with your responsibilities to bp.
- Comply with our conflicts of interest requirements, including disclosing situations that might create a conflict, or the appearance of a conflict, to your line manager and recording them in the E&C register.

Respect international trade laws

International trade laws – including economic sanctions, import and export laws and anti-boycott laws – generally prohibit or restrict dealings with certain countries, entities, individuals or items.

- Abide by the applicable trade laws of all countries in which we operate.
- Know which bp requirements apply to you and your business and follow them.
- If you are involved in lawful but high-risk transactions, you must take enhanced steps to maintain compliance with bp policy and applicable laws.
- Items intended for import or export (including tangible goods or intangibles such as software and technology) must be classified in advance, and all required labelling, documentation, licenses and approvals completed.

Prevent money laundering

Money laundering is engaging in transactions that are unlawful, involve property derived from illegal conduct or that support crime or terrorism.

- Do not become involved in money laundering and do not conduct business with persons we suspect may be linked to illegal activity.
- Report any money laundering red flags, including suspicious transactions like those involving complex or opaque structures or unclear sources of property.
- Never assist any party with unlawful evasion of taxes.

bp requirements and helpful resources

[Competition and antitrust](#)

[Conflicts of interest](#)

[International trade regulation](#)

[Anti-money laundering](#)

- Policy: Competition law
- Policy: Conflicts of interest
- Policy: International trade regulations
- Procedure: Trade sanctions
- Procedure: Export controls
- Procedure: Anti-boycott

We make a positive
impact



Our principles

We want to make a positive impact by working together with governments and communities to help improve people’s lives. We recognize the importance of more clean energy and a just energy transition that respects human rights and sustainable livelihoods. We use data responsibly and protect and secure our data and systems. We are thoughtful about the impact of digital technologies on our communities.

Our expectations

Human rights and community engagement

We are committed to doing the right thing when we engage with workers and communities and conduct our business. We encourage our people and businesses to care for others and participate in the local community.

We want to be a trusted neighbour, maintaining an open-minded, ethical stance and respecting diversity, local cultures and customs to make a positive impact wherever we operate. Each of us can play a role in the identification, prevention and elimination of human rights abuses, such as child labour, human trafficking and forced labour.

- Report any suspected human rights abuse in our operations or in those of our business partners to any of our speak up channels or to the labour rights and modern slavery team.
- Notify your local C&EA team in advance of speaking with representatives of community organizations or non-governmental organizations (NGOs).
- Only participate in social investment or sponsorship activity where the appropriate process has been followed and the required approvals are in place.

Public communications

It is essential that our public communications are clear, accurate, consistent and responsible.

- Only talk to the media or members of the investment community where you are authorized to do so; contact the appropriate press office or investor relations for advice.
- External presentations can be an excellent way to share our expertise with others, but make sure you have the required approvals before accepting any invitation and obtain the necessary approvals on content.
- If you are posting in any forum that can be seen by our people or those we do business with, post respectfully and remember that your social media posts and comments are not anonymous and can negatively impact the workplace or bp’s legitimate business interests, including our reputation.

The personal data in our care

We respect the privacy rights of individuals and are committed to protecting the personal data of our employees, customers and others with whom bp conducts business.

When handling personal data:

- Collect and use it only for lawful and necessary purposes.
- Be transparent with individuals about how we will use their personal data.
- Store the data securely and protect it using appropriate technical and organizational measures.
- Do not share it with others without a legitimate reason. If you do need to share it, use appropriate safeguards.
- Delete the data when it is no longer required.

 **bp requirements and helpful resources**

- [Human rights and community engagement](#)
- [Public communications](#)
- [Personal data](#)
 - Policy: Human rights
 - Policy: Communications & external affairs
 - Policy: Data privacy

Our expectations (cont.)

Ethical use of digital technology

We care about any unintended consequences when developing or using digital technologies and the potential risks they may pose throughout their lifecycle.

- Take account of any relevant policies or guidance considering the ethical implications of any digital technologies you develop or use.
- If in doubt about the ethical use of digital technologies, please speak with innovation & engineering or our speak up channels.

Our stance on political activity

In accordance with applicable laws, bp exercises its right to make its position known on relevant issues. As an individual, you have the right to personally participate in the political process, including making personal political contributions. However, you need to make it clear that your personal views and actions are not those of bp.

- Do not use company funds or resources to support any political candidate or party.
- Obtain approval before engaging in any lobbying activities.
- Personal political activities can sometimes create a conflict with bp. Talk to your line manager if you or a close relative are planning to accept or seek a public office, or if any other political activity might have an impact on bp or on your role at bp.



 [bp requirements and helpful resources](#)

[Digital ethics](#)

[Political activity](#)

We're accountable
and take ownership
of our *actions*



Our principles

We protect shareholder value, take care of our assets and resources and are honest, accountable and transparent about our operations and performance.

We take a proactive approach to the detection and prevention of fraudulent activity against bp.

Our expectations

Record and maintain accurate and complete information

We all contribute to the process of recording financial and non-financial information. While protecting our interests and confidentiality, we must be open and honest about our business and performance – good and bad.

This information is essential within bp so that we can make good decisions and provide accurate and transparent disclosures to our stakeholders and the public.

- Follow applicable laws and bp requirements when creating, maintaining, retaining or destroying documents, including electronic ones.
- Ensure all transactions are properly authorized, recorded and reported, as required. Records should be fair and accurate.
- Make sure you have the necessary internal approvals when you respond to a request for information from a government or regulatory agency on bp's behalf.

Protect bp's assets

We are all responsible for protecting bp's assets from damage or fraud, including facilities, property and equipment, computers and IT systems, information, corporate opportunities and funds.

- Act appropriately to ensure company assets are not damaged, misused or lost.
- Keep your user IDs and passwords secure.
- Be vigilant against cyber-attacks and scams such as phishing and immediately report any incidents, including potential or actual losses of bp information or other assets.
- Computer equipment, phones, email and internet access are provided for business purposes and monitored regularly to help bp defend against cyber-attacks and malicious activity. Limited personal use is acceptable.
- When handling confidential information be particularly careful to encrypt it when required and share it only with authorized recipients.
- Do not share bp information externally, unless the information is classified as 'public', consistent with bp's protecting our information policy. Ensure that bp information is used only for business purposes, the removal of bp information for personal use is not permitted.
- Guard our intellectual property and respect the intellectual property rights of others.

Do not engage in insider dealing

You may become aware of information about bp that is not publicly available and that would likely be considered relevant to an investor when deciding whether or not to invest in bp securities ('inside information'). It is a criminal offence to use inside information for illegal purposes. This includes buying or selling shares or other securities, or making any trading decision based on inside information, whether you do it yourself or arrange for someone else to and whether it's for your benefit or for anyone else's.

Employees with access to potential inside information about bp may be added to an 'insider list' and will be provided with further guidance.

- Never share inside information without prior approval.
- Never buy or sell any bp securities if you have inside information.
- Never spread false information or engage in other activities intended to manipulate the price of listed securities.
- Follow the same principles in relation to inside information in respect of other listed companies.
- Remember rules on insider dealings continue to apply when you are no longer a bp employee.

If in doubt, check with Legal or the company secretary's office.

bp requirements and helpful resources

Record accurate and complete information

Protect bp's assets

Insider dealing

- Policy: Group accounting and reporting requirements
- Policy: Protecting our information
- Policy: Insider information

No part of our code can be waived without prior approval. Waivers will only be granted in exceptional circumstances. All requests for waivers shall be made in writing to the SVP ethics & compliance.

Our code does not alter the terms and conditions of your employment. It details what is expected of everyone at bp and supports us in being responsible and respectful. Failure to comply with our code may result in disciplinary action up to and including termination of employment.

This version of our code of conduct is effective from 1 January 2023.

Glossary

- Business integrity (BI)
- Communications & external affairs (C&EA)
- Ethics & compliance (E&C)
- Ethics & compliance liaison (ECL)
- Health, safety, security and environment (HSSE)
- Operating Management System (OMS)
- People & culture (P&C)
- Safety & operational risk assurance (S&ORA)



We do the
right thing



CASTROL INDIA LIMITED

Code of Conduct for Board Members and Senior Management Personnel

In compliance with the provisions of Clause 49 of the Listing Agreement with Stock Exchanges, the Company is setting out a Code of Conduct for Board of Directors and Senior Management Personnel.

For the purpose of this document -

“Board Members” shall mean the member on the Board of Directors of the Company as appointed from time to time.

“Independent Director” shall mean an independent director referred to in sub-section (5) of section 149 of the Companies Act, 2013 as amended from time to time.

“Senior Management Personnel” shall mean and include the individuals identified to be a part of ‘Castrol India Executive Team’ [CIET] and includes the Company Secretary.

Compliance with Code

The BP Code of Conduct as may be amended from time to time is applicable to all the employees of the Company and accordingly applies to the Board Members and Senior Management Personnel.

The Independent Directors shall perform the duties of Independent Directors as per **Annexure 1**, in addition to the BP Code of Conduct, which is incorporated in this document by way of reference.

Annual Compliance Reporting

It terms of Clause 49 of the Listing Agreement, all Board Members and Senior Management Personnel shall affirm compliance of this Code within 30 days of close of every financial year. The Annual Compliance Report shall be forwarded to the Company Secretary.

ANNEXURE 1

DUTIES OF INDEPENDENT DIRECTORS

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

In addition to the aforesaid duties, the Independent Directors are also subject to the 'Duties of Directors' as provided under Section 166 of the Companies Act, 2013 , other applicable provisions of the Act and the Listing Agreement.