Castrol India Limited
Technopolis Knowledge Park,
P. O. Box No. 19411
Mahakali Caves Road,
Chakala, Andheri (East),
Mumbai - 400 093.

Tel: (022) 6698 4100 Fax: (022) 6698 4101



2<sup>nd</sup> April, 2013

## **Quarterly Compliance Report on Corporate Governance**

Name of the Company Quarter ending on CASTROL INDIA LIMITED

31st March, 2013

|      | Particulars   | Clause of<br>Listing<br>Agreement | Compliance<br>Status<br>(Yes/No) | Remarks |
|------|---|-----------------------------------|----------------------------------|---------|
| I.   | Board of Directors  | 49 (I)                            | Yes                              |         |
| (A)  | Composition of the Board  | 49 (IA)                           | Yes                              |         |
| (B)  | Non-executive Directors' compensation & disclosures                   | 49 (IB)                           | Yes                              |         |
| (C)  | Other provisions as to Board and Committees                           | 49 (IC)                           | Yes                              |         |
| (D)  | Code of Conduct   | 49 (ID)                           | Yes                              |         |
| II.  | Audit Committee   | 49 (II)                           | Yes                              |         |
| (A)  | Qualified & Independent Audit Committee                               | 49 (IIA)                          | Yes                              |         |
| (B)  | Meeting of Audit Committee  | 49 (IIB)                          | Yes                              |         |
| (C)  | Powers of Audit Committee   | 49 (IIC)                          | Yes                              |         |
| (D)  | Role of Audit Committee   | 49 (IID)                          | Yes                              |         |
| (E)  | Review of Information by Audit Committee                              | 49(IIE)                           | Yes                              |         |
| III. | Subsidiary Companies  | 49 (III)                          | N.A.                             |         |
| IV.  | Disclosures   | 49 (IV)                           | Yes                              |         |
| (A)  | Basis of related party transactions                                   | 49 (IVA)                          | Yes                              |         |
| (B)  | Disclosure of Accounting Treatment                                    | 49 (IVB)                          | N.A.                             |         |
| (C)  | Board Disclosures   | 49 (IVC)                          | Yes                              |         |
| (D)  | Proceeds from public issues, rights issues, preferential issues, etc. | 49 (IVD)                          | N.A.                             |         |
| (E)  | Remuneration of Directors   | 49 (IVE)                          | Yes                              |         |
| (F)  | Management  | 49 (IVF)                          | Yes                              |         |
| (G)  | Shareholders  | 49 (IVG)                          | Yes                              |         |
| V.   | CEO/CFO Certification   | 49 (V)                            | Yes                              |         |
| VI.  | Report on Corporate Governance  | 49 (VI)                           | Yes                              |         |
| VII. | Compliance  | 49 (VII)                          | Yes                              |         |

**CASTROL INDIA LIMITED** 

(A. H. MODY)

**COMPANY SECRETARY**