



Annexure - XI to the Listing Agreement

Quarterly Compliance Report on Corporate Governance

Name of the Company: Castrol India Limited

Quarter ending on: 31<sup>st</sup> March, 2015

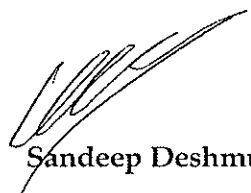
Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)	Yes	-
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	Please refer to Note 1
(F) Whistle Blower Policy	49 (IIF)	Yes	-
<b>III. Audit Committee</b>	49 (III)	Yes	-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-

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V. Subsidiary Companies	49 (V)	NA	-
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transactions	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)	Yes	-
(A) Related party transactions	49 (VIII A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes	Please refer to Note 1
(D) Management	49 (VIII D)	Yes	Please refer to Note 1
(E) Shareholders	49 (VIII E)	Yes	Please refer to Note 1
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	NA	-
IX. CEO/CFO Certification	49 (IX)	Yes	Please refer to Note 1
X. Report on Corporate Governance	49 (X)	Yes	Please refer to Note 1
XI. Compliance	49 (XI)	Yes	Please refer to Note 1

Note 1: The Company's financial year is January to December. Hence the requirement will be included in Annual Report for 2014

For Castrol India Limited



Sandeep Deshmukh

Company Secretary