



NAME : CASTROL INDIA LIMITED

YEAR ENDED : 31<sup>ST</sup> DECEMBER, 2015

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<i>Item</i>	<i>Compliance status (Yes/No/NA)refer note below</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of</i>	16(1)(b) & 25(6)	Yes




<i>'independence' and/or 'eligibility'</i>		
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes



<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<b>Note</b> 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<b>III Affirmations:</b> The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - NA		

For Castrol India Limited

  
Sandeep Deshmukh  
Company Secretary and Compliance Officer

Date : 11<sup>th</sup> January, 2015

Place : Mumbai

1. Name of Listed Entity : CASTROL INDIA LIMITED  
 2. Quarter ending : 31<sup>st</sup> DECEMBER, 2015

I. Composition of Board of Directors

Titl e (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non Executive/inde pendent/Nomi nee) &	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in Listed entities including this Listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of Members in Audit/ Stakeholder Committee(s) including this Listed entity (Refer Regulation 26(1) of Listing Regulations)**	No of post of Chairperson in Audit/ Stakeholder Committee held in Listed entities including this Listed entity (Refer Regulation 26(1) of Listing Regulations)**
Mr.	S.M.Datta	DIN:00032812 PAN: AAGPD6963M	Chairman-Non Executive - Independent Director	01.07.1996	19 years	5	6	2
Mr.	R. Gopalakrishnan	DIN:00027858 PAN: AADPG7657C	Non Executive - Independent Director	17.10.2000	15 years	2	2	0

Castrol India Limited  
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Mr.	Uday Khanna	DIN:00079129 PAN: AFEPR7061E	Non Executive - Independent Director	03.01.2012	4 years	6	2	3
Mr.	Omer Dormen	DIN:07282001 PAN: CIKPD4497A	Executive Director	12.10.2015				
Mr.	Ravi Kirpalani	DIN:02613688 PAN: AHGPK5205L	Executive Director	12.10.2015 <i>ceased w.e.f 31.12.2015</i>				
Mr.	Jayanta Chatterjee	DIN:06986918 PAN: ACNPPC5377K	Executive Director	30.10.2014				
Ms.	Rashmi Joshi	DIN:06641898 PAN: AAFPI1609K	Executive Director	01.08.2013				
Mr.	Sashi Mukundan	DIN:02519725 PAN: AAQPM1309L	Non Executive- Nominee Director	21.04.2009				
Mr.	Ralph Hewins	DIN:02895504 PAN: Foreign National	Non Executive- Nominee Director	28.12.2009				
Mr.	Peter Weidner	DIN: 03620389 PAN: Foreign National	Non Executive- Nominee Director	05.04.2012				
		NA						



\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

\*\*The information is only to the respect of Audit/ Stakeholder Committee.

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Mr. Uday Khanna	Chairman-Non Executive - Independent Director
	Mr. S. M. Datta	Non Executive- Independent
	Mr. R. Gopalakrishnan	Non Executive- Independent
	Mr. Ralph Hewins	Non Executive- Nominee
2. Nomination & Remuneration Committee	Mr. R. Gopalakrishnan	Chairman-Non Executive - Independent Director
	Mr. S.M. Datta	Non Executive- Independent
	Mr. Ralph Hewins	Non Executive- Nominee
	Mr. Peter Weidner	Non Executive- Nominee
3. Risk Management Committee(if applicable)	Mr. Omer Dornen	Executive Director
	Ms. Rashmi Joshi	Executive Director
	Mr. Jayanta Chatterjee	Executive Director
	Mr. Pawan Sabharwal	
4. Stakeholders Relationship Committee	Mr. S.M. Datta	Chairman-Non Executive - Independent Director
	Mr. Omer Dornen	Executive Director
	Ms. Rashmi Joshi	Executive Director





### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
1. 29 <sup>th</sup> July, 2015	5 <sup>th</sup> November, 2015	80 days
2. 17 <sup>th</sup> August, 2015		

### IV. Meeting of Committees

#### a. Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
5 <sup>th</sup> November, 2015	Yes.	1. 29 <sup>th</sup> July, 2015 2. 17 <sup>th</sup> August, 2015	80 days

#### b. Nomination & Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
5 <sup>th</sup> November, 2015	Yes.	1. 29 <sup>th</sup> July, 2015 2. 17 <sup>th</sup> August, 2015	80 days

#### c. Risk Management Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
15 <sup>th</sup> October, 2015	Yes.	21 <sup>st</sup> July, 2015	86 days



<i>d. Stakeholders Relationship Committee</i>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
5 <sup>th</sup> November, 2015	Yes.	29 <sup>th</sup> July, 2015	109 days

\* This information has to be mandatorily be given for Audit committee, for rest of the Committees giving this information is optional

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
Whether prior approval of Audit Committee obtained	Yes
Whether Shareholder Approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

- 1 In the column "Compliance Status", Compliance or Non-Compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no Related Party Transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of Non-Compliance may be given here.

**VI. Affirmations**

We affirm that ---

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee





- b. Nomination & Remuneration Committee
- c. Stakeholders Relationship Committee
- d. Risk Management Committee (applicable to the top 100 listed entities) -:
3. The Committee Members have been made aware of their Powers, Role and Responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. ~~The Report submitted in the Previous Quarter has been placed before Board of Directors.~~—This being the first Report the same will be place at the meeting to be held in the next quarter.

For Castrol India Limited  
Sandeep Deshmukh

  
Company Secretary & Compliance Officer

Place: Mumbai

Dated: 11<sup>th</sup> January, 2016

