

Castrol India Limited
Technopolis Knowledge Park,
Mahakali Caves Road,
Chakala, Andheri (East),
Mumbai - 400 093.
CIN L23200MH1979PLC021359

Tel: (022) 6698 4100
Fax: (022) 6698 4101
www.castrol.co.in



CIL: Shares: 3028

10th January 2017

The Secretary
The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, "G" Block
Bandra Kurla Complex, Bandra (East)
Mumbai- 400051

Scrip Code: 500870

SYMBOL: CASTROLIND

Dear Sir/Madam,

Sub: Compliance Report on Corporate Governance

Enclosed please find the quarterly Compliance Report on Corporate Governance in the specified format for the quarter ended 31st December 2016.

Also find enclosed Compliance Report on Corporate Governance in the specified format for the year ended 31st December 2016

Yours faithfully,
For Castrol India Limited


Omer Dormen
Managing Director

Encl: a/a



Annexure- I

1. Name of Listed Entity : **CASTROL INDIA LIMITED**
 2. Quarter ending : **31ST DECEMBER 2016**

I. Composition of Board of Directors

Titl e (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non Executive/independent/Nominee) &	Date of Appointm ent in the current term /cessation	Tenure* (in months)	No. of Directors hip in Listed entities includin g this Listed entity (Refer Regulati on 25(1) of Listing Regulati ons)	Number of Member ships in Audit/ Stakeho lder Commit tee(s) includin g this Listed entity (Refer Regulati on 26(1) of Listing Regulati ons) **	No of po of Chairper n in Aud Stakehol er Commit held in Listed entities includin g this List entity (Refer Regulati on 26(1) of Listing Regulati ons) **
Mr.	S.M.Datta	DIN:00032812 PAN: AAGPD6963M	Chairman-Non Executive - Independent Director	01.10.2014	27	5	8	2
Mr.	R. Gopalakris hnan	DIN:00027858 PAN: AADPG7657C	Non Executive - Independent Director	01.10.2014	27	2	2	0
Mr.	Uday Khanna	DIN:00079129 PAN: AFEPK7061E	Non Executive - Independent Director	01.10.2014	27	6	4	3
Mr.	Omer Dormen	DIN:07282001 PAN: CIKPD4497A	Executive Director	12.10.2015		1	1	0
Mr.	Jayanta Chatterjee	DIN:06986918 PAN:	Executive Director	30.10.2014		1	0	0

		ACNPC5377K						
Ms.	Rashmi Joshi	DIN:06641898 PAN: AAFPJ1609K	Executive Director	01.08.2013		1	1	1
Mr.	Sashi Mukundan	DIN:02519725 PAN: AAQPM1309L	Non Executive-Nominee Director	21.04.2009		1	0	0
Mr.	Peter Weidner	DIN: 03620389 PAN: Foreign National- NA	Non Executive-Nominee Director	05.04.2012		1	0	0

* 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.

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
2. Nomination & Remuneration Committee	Mr. R. Gopalakrishnan	Chairman-Non Executive - Independent Director
	Mr. S.M. Datta	Non Executive- Independent
	Mr. Peter Weidner	Non Executive- Nominee
3. Risk Management Committee(if applicable)	Mr. Omer Dormen	Executive Director
	Ms. Rashmi Joshi	Executive Director
	Mr. Jayanta Chatterjee	Executive Director
	Mr. Pawan Sabharwal	Member
	Mr. Siddharth Shetty	Member
4. Stakeholders' Relationship Committee	Mr. S.M. Datta	Chairman-Non Executive - Independent Director
	Mr. Omer Dormen	Executive Director
	Ms. Rashmi Joshi	Executive Director

III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
27 th July 2016	27 th October 2016	92 days	
	16 th December 2016	50 days	
IV. Meeting of Committees			
<i>a. Audit 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>
27 th October 2016	Yes.	27 th July, 2016	92 days
<i>b. Nomination & Remuneration 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>
27 th October 2016	Yes	-	-
<i>c. Risk Management 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>
19 th October 2016	Yes	15 th July 2016	-
<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>
27 th October 2016	Yes.	27 th July 2016	-

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

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V. Related Party Transactions

<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) -2
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 a 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 at its Meeting held on 27th October 2016.

For Castrol India Limited

Omer Dormen
Managing Director

Place: Mumbai

Dated: 10th January 2017



CIN L23200MH1979PLC021359

NAME : CASTROL INDIA LIMITED

YEAR ENDED : 31ST DECEMBER, 2016

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

I. Disclosure on website in terms of Listing Regulations		
<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	
II Annual Affirmations		
<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)	Yes
<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)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & 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 & 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 & 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
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. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
III Affirmations: 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

Omer Dormen
Managing Director

Date : 10th January 2017

Place : Mumbai