

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

Tel: (022) 6698 4100
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<https://www.castrol.com/en in/india.html>
Customer Service Toll Free No. : 1800 222 100 / 1800 209 8100



5 February 2020

To,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001.

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400051

Scrip Code: 500870

Scrip Symbol: CASTROLIND

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report - Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is in reference to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8 February 2019, we hereby enclose herewith Annual Secretarial Compliance Report of Castrol India Limited issued by the Secretarial Auditors – M/s. S. N. Ananthasubramanian & Co, Company Secretaries.

We request to take the said report on record.

Yours faithfully,
For Castrol India Limited

Chandana Dhar



Chandana Dhar
Company Secretary and Compliance Officer

Encl: As above



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) - 400 601
T: +91 22 25345648 | +91 22 25432704
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ICSI Unique Code: P1991MH040400

To,
The Board of Directors,
Castrol India Limited
CIN: L23200MH1979PLC021359
Technopolis Knowledge Park, Mahakali Caves Road,
Chakala, Andheri (East), Mumbai – 400 093

Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2019

We have been engaged by **Castrol India Limited** (hereinafter referred to as 'the Company') bearing CIN: **L23200MH1979PLC021359** whose equity shares are listed on National Stock Exchange of India Limited (Symbol: CASTROLIND) and BSE Limited (Security Code: 500870) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner
FCS: 4206 | COP No.: 1774

30th January, 2020
Thane



S. N. ANANTHASUBRAMANIAN & CO
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**SECRETARIAL COMPLIANCE REPORT OF CASTROL INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER, 2019**

We have examined:

- (a) all the documents and records made available to us and explanations provided by **Castrol India Limited** ('the listed entity');
- (b) filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the financial year ended 31st December, 2019 ('Review Period'), in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable as there was no reportable event during the financial year under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable as there was no reportable event during the financial year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **Not Applicable as there was no reportable event during the financial year under review;**





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- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not Applicable as there was no reportable event during the financial year under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – **Not Applicable as there was no reportable event during the financial year under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
and circulars/ guidelines issued there under;
and based on the above examination, we hereby report that, during the review period:
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
01	<p>Reg. 30(2) of LODR:</p> <p>The events specified in Para A of Part A of Schedule III shall be deemed to be material events and the listed entity shall make disclosure of such events.</p> <p>Point 4 d of Para A of Part A of Schedule III:</p> <p>The listed entity shall disclose to the exchange, Outcome of the Board Meeting within 30 minutes of the closure of the meeting.</p>	<p>Outcome of the meeting held on 30 January 2019 for considering Audited Financial Results were intimated to the BSE within stipulated time, but to the NSE with a slight delay of 4 minutes.</p> <p>End Time: 5:30 pm BSE: 5:46 pm NSE: 6:04 pm</p>	<p>While the Results were submitted to BSE on time due to system glitch the results were submitted to NSE with a slight delay of 4 minutes owing to technical glitches.</p>

With regard to SEBI circular CIR/CFD/CMD1/114/2019 dated 18th October 2019 on changes in terms of appointment of statutory auditors, the Company has initiated steps to amend the the terms of appointment of the Statutory Auditor to give effect to the said Circular.





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Company Secretaries

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under – **NIL**
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports – **Not Applicable since this report is being issued for the first time and accordingly no action was required to be taken by the Company.**

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries
ICSI Unique Code: P1991MH040400

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner
FCS: 4206 | COP No.: 1774

Peer Review Cert. No.: 606/2019
ICSI UDIN : F004206B000106682

30th January, 2020
Thane