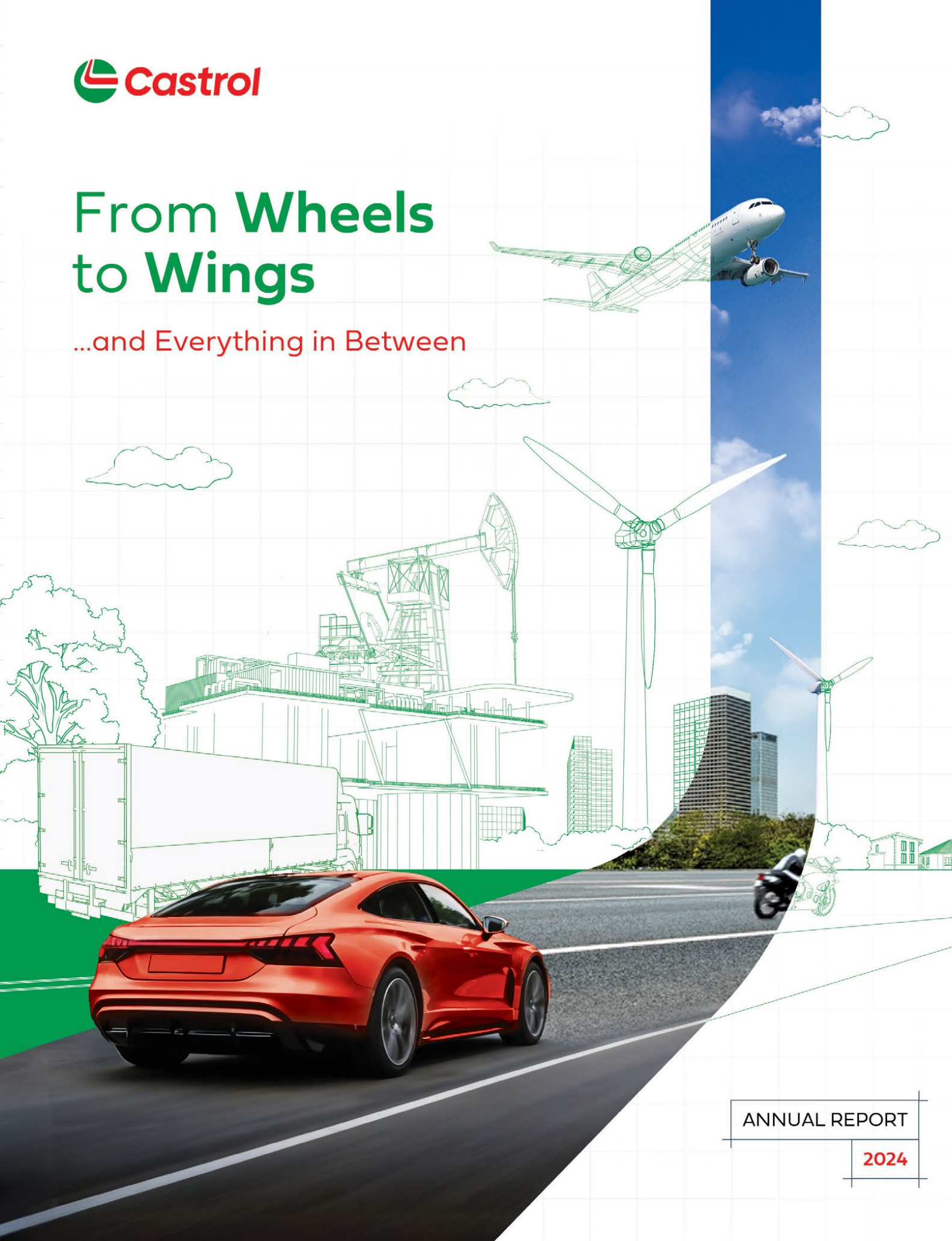




# From Wheels to Wings

...and Everything in Between



ANNUAL REPORT

2024

# Corporate Information

## Board of Directors

**Rakesh Makhija**  
Independent Director & Chairman

**Sangeeta Talwar**  
Independent Director

**Satyavati Berera**  
Independent Director

**Kartikeya Dube**  
Nominee Director

**Udayan Sen**  
Nominee Director

**Kedar Lele**  
Managing Director

**Deepesh Baxi**  
Chief Financial Officer &  
Wholetime Director

**Saugata Basuray**  
Wholetime Director

## Company Secretary & Compliance Officer

**Hemangi Ghag**

## Auditors

**Deloitte Haskins & Sells LLP**  
Chartered Accountants

## Bankers

Deutsche Bank

HDFC Bank Ltd.

The Hongkong and Shanghai  
Banking Corporation Ltd.

State Bank of India

Citibank N.A.

DBS Bank Ltd.

J P Morgan Chase Bank N.A.

Standard Chartered Bank

## Registered Office

Technopolis Knowledge Park, Mahakali Caves  
Road, Andheri (East), Mumbai - 400 093, India

CIN: L23200MH1979PLC021359

Tel: +91-22-71777111

Fax: +91-22-6698 4101

Email: [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com)

Website: [www.castrol.co.in](http://www.castrol.co.in)

## Registrar & Transfer Agent

KFin Technologies Limited  
Selenium Tower-B,  
Plot No. 31-32 Gachibowli, Financial District,  
Nanakramguda, Hyderabad - 500 032

Toll-free No.: 1800-3094-001

Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

Website: [www.kfintech.com](http://www.kfintech.com)

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# From Wheels to Wings

## ...and Everything in Between

Greetings, dear reader!  
Allow me to introduce myself.

### Here's my blueprint.

I power India's seamless mobility — a responsibility I have upheld for decades with unwavering commitment.

Movement and momentum are my forte. For the last few years, I have carried over this forte beyond mere mobility, to different industries.

#### How do I do it?

I embrace change, reinvent solutions, and deliver excellence.

If you look at the metrics over the decades, I have faced all kinds of challenges.

My resilience stems from the consumer's conviction whenever they choose my product.



Since my inception, I have been committed to your dreams and aspirations.

I aim to continue doing the same as we move forward towards the future.

A future where I remain a trusted ally, driving transformation and innovation in a world of never-ending possibilities.

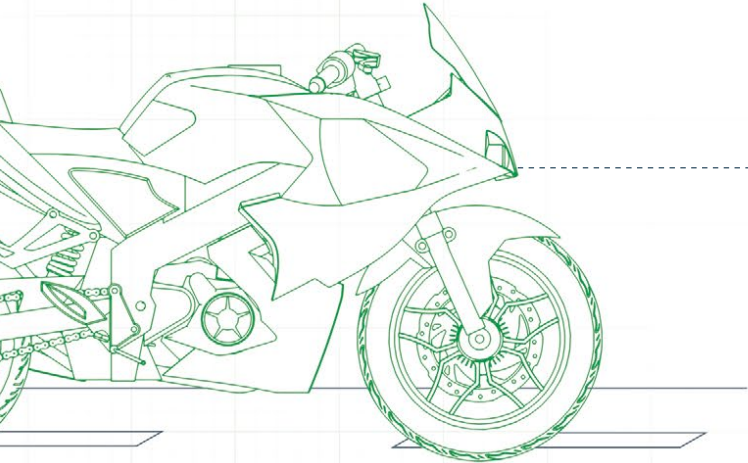
And **Everything in Between** is at the heart of who I am.

It's the visionaries, the state-of-the-art technologies, the trusted associations, and the communities that I strive to empower that ensures unparalleled performance.

'Wheels, Wings and Everything in Between!' is my story, my promise, and my journey forward.

I am **Castrol India**, a name synonymous with driving India's mobility ecosystem.

I embody two words that will always define who I am and what I stand for — **Powering Performance.**



### Wheels

has always propelled my legacy.

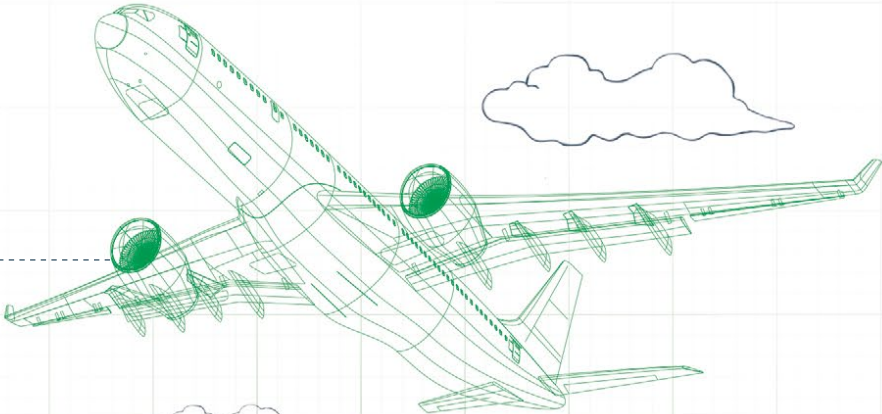
Just like how I have steered (protected) engines and powered vehicles — from motorcycles and cars to the mightiest commercial fleets.



### Wings

is how I am moving beyond my legacy.

It is my promise for tomorrow. It symbolises the strides my products take in powering technologies and vehicles, not just on Earth but beyond—in space exploration. Above all, it encompasses a forward-looking vision that touches on the industries shaping the future.



## A Year of Defining Numbers

₹5,365 Cr	₹1,278 Cr
6% Y-O-Y	7% Y-O-Y
Revenue	EBITDA
₹927 Cr	₹13
7% Y-O-Y	Dividend Per Share
Profit After Tax	
₹195 Bn*	₹9
Market Capitalisation	Earnings Per Share



\* As of 31 December 2024



# About Castrol India

A legacy of performance and innovation

Castrol India's journey is driven by innovation, fueled by passion, and defined by commitment to creating value.

With our stakeholders at the centre of it all, we forge ahead, facilitating resolute trust and igniting growth with bold, visionary strategies that redefine the future.

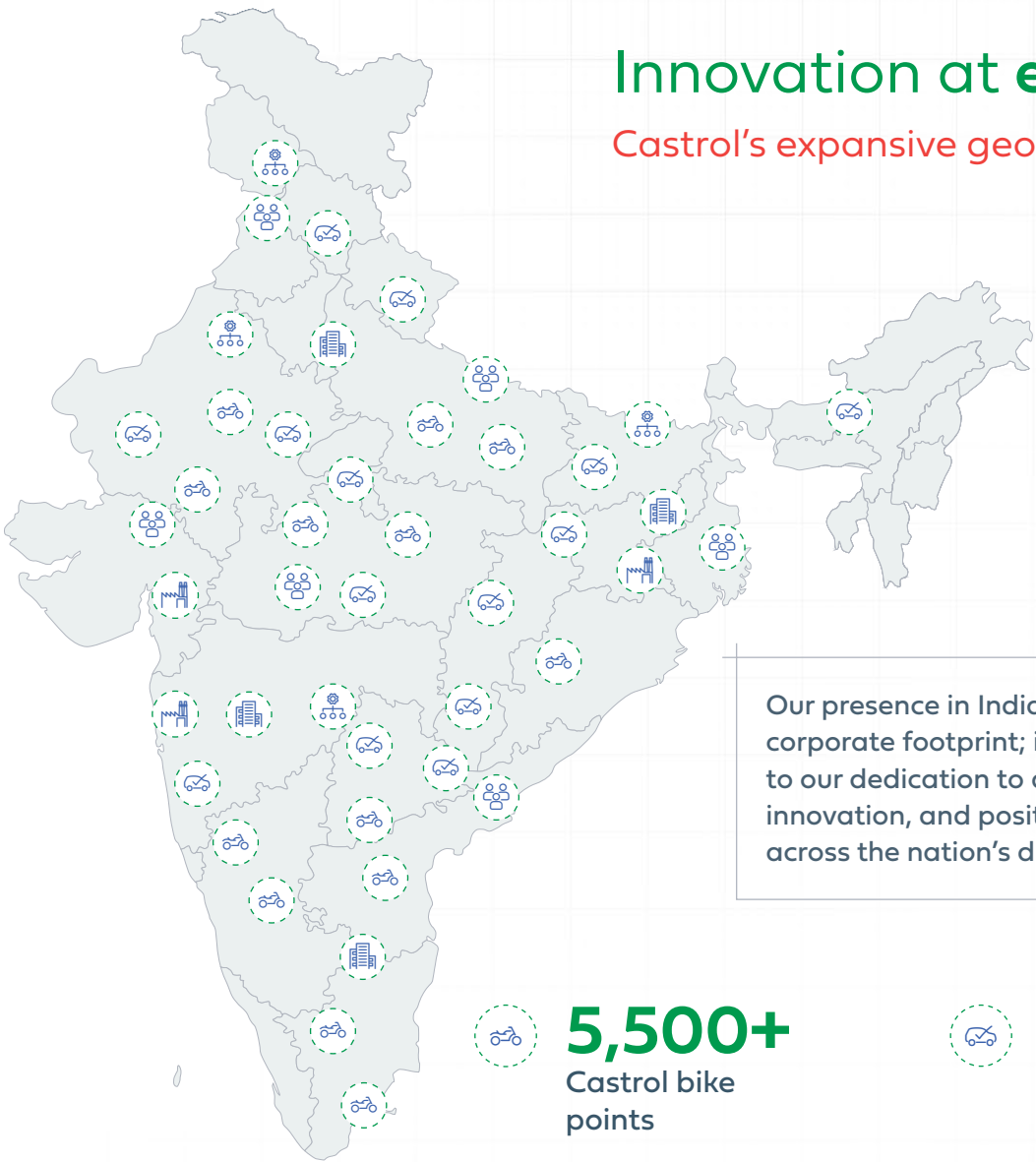
At our core, we deliver cutting-edge solutions for everyday mobility and steer advancements in emerging sectors and established industries.

However, our commitment goes beyond lubricants — we inspire innovation and create lasting value for **YOU**: consumers, employees, partners, shareholders, and communities.



# Innovation at every mile:

Castrol's expansive geographies



Our presence in India goes beyond a corporate footprint; it is a testament to our dedication to driving progress, innovation, and positive change across the nation's diverse landscapes.



**3**  
Manufacturing plants



**7 litres**  
of Castrol sold every second



**5,500+**  
Castrol bike points



**22**  
Chemical Management and Services sites across India



**400+**  
Distributors



**630+**  
Employees including workmen\*



**600+**  
Castrol Auto Service (CAS) Outlets



**4**  
Offices in Mumbai, Delhi, Kolkata, and Chennai



**36,000**  
Villages reached

\*As of 31 December 2024



# Engineering excellence

Castrol's manufacturing prowess

Our commitment to innovation and quality is exemplified by our three state-of-the-art manufacturing plants, where we blend, and fill products tailored to the diverse needs of our customers and consumers in India and beyond.

## Silvassa (Union Territory)



80+ million litres\*

### Segments

Cars/CVO/Bikes/Industrial/OEM

### Safety

1-year Days Away From Work Cases (DAFWC)-free operations

### Sustainability

- ✓ Solar power: 400,000 units (50% of site electricity)
- ✓ Rainwater harvesting project commissioned

### Innovation

New state-of-the-art pail line commissioned

## Paharpur, West Bengal



45+ million litres\*

### Segments

Cars/CVO/Bikes

### Safety

7 years of DAFWC-free operations

### Sustainability

10% efficiency improvement in heating, through multiple process & efficiency initiatives

### Innovation

New 3-5L filling line commissioned

## Manufacturing Supported Technology Centre at Patalganga, Maharashtra



95+ million litres\*

### Segments

Cars/CVO/Bikes

### Safety

9 years of DAFWC-free operations

### Sustainability

- ✓ 100% green energy plant
- ✓ 75% carbon emissions reduction through renewable energy, ambient blending, and optimised fuel sources

### Innovation

- ✓ Formulating & developing advanced lubricants across segments
- ✓ Upcoming EV and data centre testing facilities

\* Production as of 31 December 2024



# Advancing together, embracing the future

## Letter from the Chairman



My Dear Shareholders,

*Having assumed the Castrol India Chairmanship a few months ago, it is a pleasure to have the opportunity to share my thoughts on our company and the way forward. First, my sincere thanks to my predecessor, Mr. R. Gopalakrishnan, for his strong leadership and counsel during his tenure.*

As you may have noticed, our Board has seen significant changes recently. We bid farewell to Uday Khanna, our Audit Committee Chair; Sandeep Sangwan, our former MD; and Sashi Mukundan, who played a key role in helping build a robust link to the broader bp Group.

At the same time, we welcome our new members: Kedar Lele, our MD, who brings a wealth of experience from Hindustan Unilever; Satyavati Behera, our new Independent Director and Chair of the Audit Committee; and Kartikeya Dube, who joins us as a bp Nominee Director. I consider myself fortunate to have an extremely talented and experienced Board that will steer Castrol India towards its next stage of growth and leadership.

Castrol India has been a leader in the Indian lubricants market, earning customers' trust through our high-quality products, extensive distribution network, and continuous innovation. But in a rapidly evolving marketplace, we cannot rest on our laurels.

Customer expectations are shifting; they seek better solutions to counter the effects of global warming. In addition, technology is transforming how we operate — speeding up response times, enhancing efficiency, and enabling faster product development. To stay relevant and further accelerate our leadership, we must ensure that our products and services are available across the length and breadth of the country alongside the hinterlands, where market opportunities and demands are growing exponentially.

### A landscape of change and opportunity

Globally, economies are stabilising after three years of volatility. Inflation is easing, yet high interest rates and geopolitical tensions continue to pose challenges. Closer to home, India stands resilient with a strong economic outlook. Rising consumption and sustained industrial growth present exciting opportunities, particularly in

the automotive sector. Notably, rural India's increasing vehicle penetration signals promising growth for the lubricants market.

### Where we innovated and grew

Innovation remains our cornerstone. This year, we expanded our portfolio with nearly a dozen new products, including industrial rust-preventive products under the Castrol Rustilo DW brand, Castrol EDGE variants, Castrol CRB TURBOMAX Plus CK-4, and new additions to our auto care range.

Our efforts in distribution and accessibility are equally notable. Castrol products are now available across over 1,43,000 outlets nationwide, including 36,000 workshops and retail outlets in rural India. With our vast service network, we continue to penetrate new markets and cater to diverse customer needs.

### Where we see ourselves in the long-term

The world is rapidly moving towards carbon-efficient applications – EVs being one such example. The pace of these innovations will only accelerate, and Castrol will lead by example in providing state-of-the-art solutions for a better and cleaner world. As India moves forward, both economically and technologically, we will ensure that our solutions support our customers at every stage for superior performance and efficiency.

### Where our numbers speak

I am very pleased to report our strong financial performance in 2024. Our revenues and profit both grew by 6% y-o-y, reaching **₹5,365 Crore** and **₹1,258 Crore**, respectively. This growth reflects our disciplined operations, balanced margins, and increasing volumes – giving us the confidence to sustain and accelerate our momentum.

To celebrate Castrol's 125-year global journey, the Board has approved a special dividend of ₹4.50 per share. This translates to ₹13 a share for the full year, reflecting the company's commitment to its shareholders for their continued support over the past four decades.

### Where impact truly matters

Beyond financial performance, we remain committed to creating a positive social and environmental impact. Our efforts to include 50% recycled content in our high-density polyethylene (HDPE) bottles marks a step forward in sustainability. Our CSR initiatives, such as Sarathi Mitra and Eklavya, have empowered and trained around 30,000 truckers and 15,000 mechanics during 2024. To date, our programmes have impacted the lives of over five lakh individuals, reflecting our commitment to community development.

### Looking ahead

As I step into this role, I am filled with optimism about our journey ahead. We will continue to focus on innovation, value creation, and forging stronger connections with our stakeholders. Together, we will build on Castrol's legacy to achieve even greater heights. I want to thank our employees for their commitment and hard work, which has brought Castrol India to its current level of growth and leadership.

Finally, my heartfelt thanks to all our shareholders, customers and consumers for your trust and support. This is the beginning of an exciting chapter for Castrol India, and I am privileged to have your partnership in this journey forward.

Warm regards,  
**Mr. Rakesh Makhija**  
Chairman  
Castrol India Limited





# Reflecting with gratitude on a year of resilience and excellence

## Letter from the Managing Director



Dear Shareholders,

*Writing this letter is truly special for me. It is my first as the Managing Director of Castrol India, and it happens to be a time when we have delivered one of our strongest performances in recent years.*

Stepping into this role has been both an honour and a privilege. I take over from Sandeep Sangwan, who led Castrol India through the challenges of COVID-19 and helped build a solid foundation for the future. Bolstered by his leadership, Castrol India has set the stage for consistent performance, and I am excited to carry that momentum forward.

At Castrol India, our core values of safety, care, and performance keep us grounded and focused, shaping the way we do business and ensuring we stay strong, trusted, and competitive. Our Onward, Upward, and Forward strategy is the foundation of our growth journey. We are committed to empowering mobility and industrial performance through our products and services while meeting our customers' diverse needs. We will stay attuned to these guiding principles as we continue participating in and supporting India's growth journey.

### 2024: A year of big moves

The year 2024 will be remembered for three pivotal decisions that strengthened our brand and expanded our market presence:

- ✓ Bringing Shah Rukh Khan on board as our brand ambassador to relaunch and reposition Castrol EDGE, our premium range of car lubricants.
- ✓ Introducing Castrol CRB ESSENTIAL for commercial vehicles aimed at capturing a wider customer base with affordable offerings while driving volume growth.
- ✓ Scaling up Castrol Auto Care nationally expands our portfolio beyond core lubricants and builds adjacencies that reinforce our brand's leadership in mobility solutions.

### Building strengths across businesses

We have doubled our growth trajectory in our industrial and B2B segments thanks to new customer acquisitions and innovative product launches. These two segments are key to our long-term growth. B2B associations bring us closer to OEMs, making Castrol their preferred partner for cutting-edge technological advancements. On the other hand, industrial lubricants offer significant growth potential, allowing us to support

India's expanding manufacturing and infrastructure sectors with a diverse product portfolio.

### Our core values remain intact

Being a socially responsible corporation remains a core value for us at Castrol India. Growth is holistic and sustainable when it is rooted in the communities we serve. Our CSR initiatives reflect this code of conduct. Our flagship Sarathi Mitra programme has rejuvenated truck drivers' lives since 2017. Whereas initiatives like Castrol Eklavya, which has been running for over 15 years targeting mechanics across the country as well as alongside our manufacturing hubs, extend upskilling and education programmes to facilitate sustainable livelihoods for the communities.

### Going forward: 2025 and beyond

As we enter 2025, driving innovations and affordability remain central to our market expansion strategy. We are strengthening our foothold in India's thriving automotive landscape across urban and rural areas. Our objective is clear: deliver value, consistently outperform the market, and cement Castrol India's reputation as a powerful and trusted brand. The results speak for themselves—our marketing excellence has garnered over 60 national and international awards, including EFFIE, SMARTIES, Indian

Digital Marketing Awards, EMVIES, etc., for our innovative and insightful brand campaigns.

As we ascend the current uncertain but dynamic landscape, our eyes are locked on delivering sustainable profitability, a competitive edge, and volume-led growth. Our confidence in Castrol India's sustained performance stems from our teams, partners, and stakeholders.

### In closing

Overall, I am exceptionally proud of our achievements and fiercely driven by the zeal of our teams and partners. We will continue to work hard to create lasting value for our stakeholders and leverage the best opportunities that the market has to offer. For now, be assured that we are leading the way and shaping a resilient future as we navigate the road ahead with possibilities.

As I conclude this message, I want to express my heartfelt gratitude to our employees, stakeholders, and partners. Together, we shall chronicle a journey of more ups and successes for Castrol India in the coming years.

Sincerely,

**Mr. Kedar Lele**

Managing Director  
Castrol India Limited



# Wheels:

Powering journeys EVERYDAY

We are committed to delivering reliable and high-performance products with innovation and advanced technology.

The 'wheels' section highlights our dedication to ensuring vehicles run smoothly and efficiently, supporting every journey with care and precision.





Innovation meets performance

We cater to 12 industries through 45 brands and ~600 brand variants.

Castrol  
POWER1  
Castrol  
Activ  
Castrol Activ  
ESSENTIAL



Motorcycles

Castrol  
EDGE  
Castrol  
MAGNATEC  
Castrol  
GTX



Cars

Castrol  
TURBOMAX +  
Castrol  
CRB PLUS  
Castrol  
CRB ESSENTIAL



Commercial Vehicles

Castrol ON EV  
Transmission Fluid



EV



Castrol Premium  
Longlife Full  
Synthetic Grease



Castrol  
Spheerol



Castrol  
TRANSMAX  
Agri UTTO



Specialties

Castrol  
Chain Lube  
Castrol Anti  
Rust Spray  
Castrol  
Chain cleaner



Auto Care



# Castrol EDGE: Unveiling new products

Last year, we unveiled a new range of products under Castrol EDGE. Customised for the passenger car segment, the three new variants are enhanced with PowerBoost Technology™ to deliver 30% better performance, addressing the changing parameters of power and performance that automotive consumers in India now demand.

Supporting the launch was a vibrant TV campaign, 'Stay Ahead,' starring Bollywood icon and Castrol India's brand ambassador, Shah Rukh Khan. The campaign premiered on 9 June 2024 during the thrilling India vs. Pakistan T20 match, featuring SRK in a bold new avatar, spotlighting Castrol EDGE's unmatched performance.

## Enhanced Castrol EDGE: Unmatched power and acceleration

6

Products  
in the range

10,000+

Outlets & E-commerce Platforms



For Hybrids



For Euro Cars



For SUVs

# Upscaling performance

## Launch of CRB TURBOMAX + CK4

We have launched Castrol CRB TURBOMAX + CK4, a premium truck lubricant that has been rigorously tested on Indian OEM vehicles for over 100,000 kilometres. Its widespread positive acceptance reinforces Castrol's leadership in the premium lubricants market.

100,000 km

Rigorous testing on trucks



# Setting up Lube Room at GR Infraprojects

GR Infraprojects Limited is one of India's fastest-growing organisations in the infrastructure sector. For over 15 years, they have trusted Castrol to keep their fleet of over 5,000 on-road and off-road machines running smoothly and reliably.

We have set up a dedicated lube room at GR Infraprojects Limited to drive efficiency and reduce wastage. This centralised setup optimises lubricant storage, minimises spillage, helps avoid contamination and streamlines maintenance, helping enhance equipment reliability while reducing costs.



# Moving forward with Auto Care portfolio

At Castrol, every curve, every corner, and every kilometre, is a testament to our dedication to fuelling automotive excellence. Keeping up with this intent, we launched the auto-care range in 2023. Last year, we expanded this line-up with two new additions: Castrol Microfibre Cloth and

Castrol Shiner Sponge. The range now ensures external upkeep, while Castrol lubricants keep the vehicle engines running smoothly and efficiently.

The entire range of products is available in 60,000+ retail outlets and online stores.

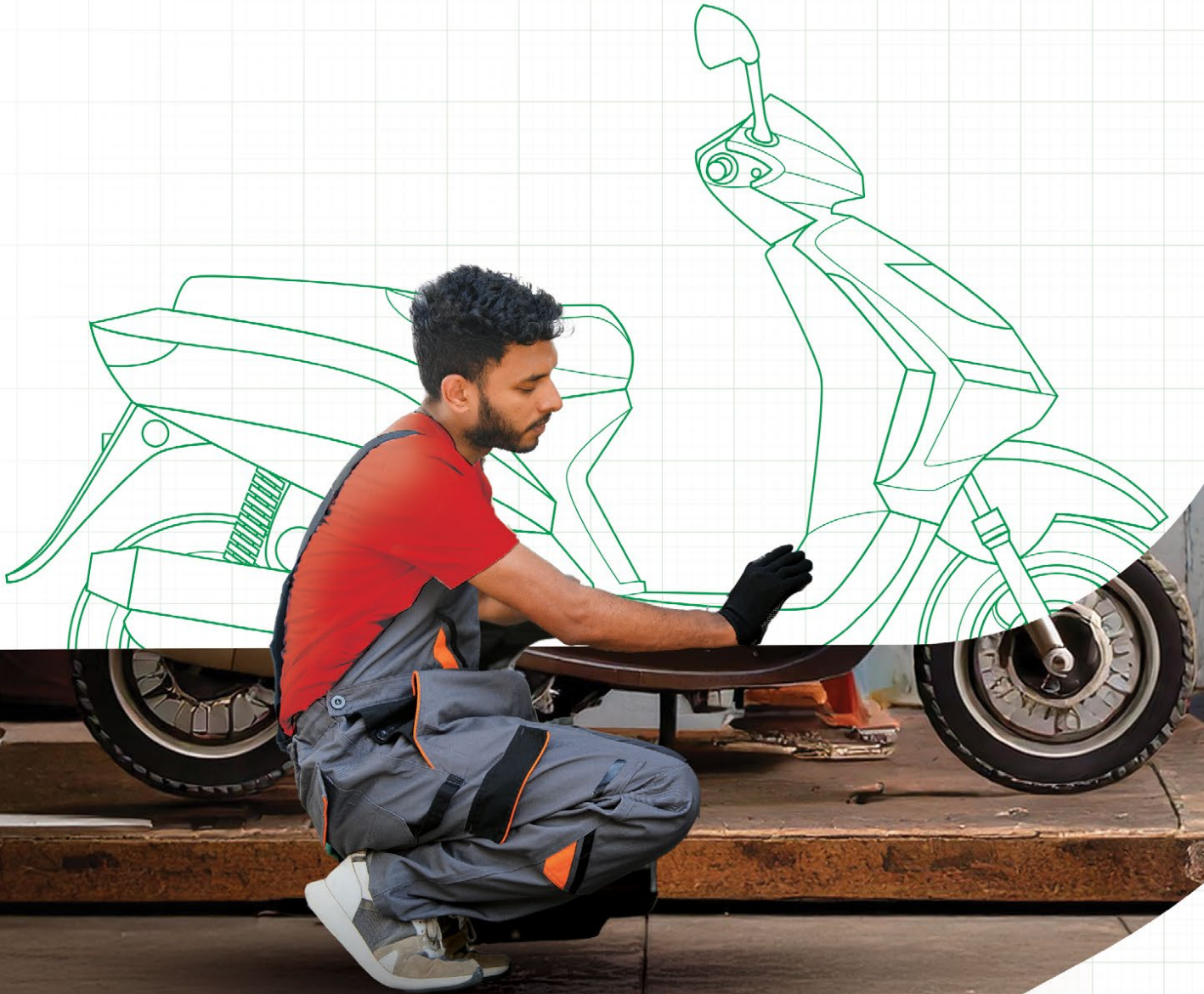


# Strategically expanding into India's vast rural landscape

**36,000+**  
Outlets in rural areas

**850+**  
Sub-distributors

The demand for personal vehicles in rural India is growing at an unprecedented rate. In order to leverage demand growth, we are expanding our rural distributor network. As a result, authentic, high-quality Castrol products are now being made available to consumers in rural areas, reinforcing our commitment to serve diverse markets and foster growth in these regions.





# Strengthening associations

We value the relationships that drive our success. From dealers and distributors to customers and mechanics, we continue to foster stronger connections through collaboration, innovation, and trust.

## Dealer and distributor engagements

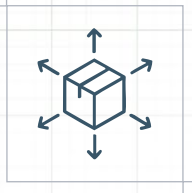
At Castrol, our dealers and distributors are at the heart of everything we do.

200

Anmol Ratan Meets


850+

Sub-distributors



## Reaching customers and mechanics, digitally

We strive to strengthen our connection with customers and mechanics by leveraging digital platforms to deliver engaging and interactive experiences tailored to their diverse needs.

Our digital offerings		
<b>Castrol SMART</b> Salesforce automation tool application for frontline to manage their ways of working.	 Engagement and loyalty tool for our mechanics and customers (retailers and workshops).	<b>Castrol Learning Academy</b> A learning platform for mechanics hosted on the FASTSCAN App, providing capability-building content through online courses, including module e-books, video guidance, and online assessments. We offer live classes for mechanics to familiarise them with Castrol products and latest advancements in automotive technologies.  <b>6</b> Regional Languages  <b>18,000+</b> Mechanics Empowered
<b>Castrol DIGICLAIM</b> Internal tool for processing claims for distributors.	<b>Castrol CONNECT</b> Our first-ever service booking application, enabling vehicle owners to easily discover workshops and book services digitally.	
<b>Rural DMS</b> To enhance rural operations by providing Castrol sub-distributors with improved visibility and scalable billing solutions.	<b>Castrol DMS</b> It is a distributor management system through which we manage customer billing and customer data.	



### 'Castrol Activ Scan & Win'

Our "Castrol Activ Scan & Win" contest bolsters connections by bringing joy to both – customers and mechanics. In the contest that ran in the first quarter of 2024, participants had an opportunity to win exciting prizes, including motorcycles, e-commerce vouchers, and mobile phones.

Powered by the Castrol FASTSCAN App, an innovative incentive platform, the contest enables seamless engagement among key stakeholders—mechanics, retailers, and consumers—enhancing their participation and experience.

#### Rewards included

3

SUVs

100

Motorcycles

200

Mobile phones


5,000

E-commerce vouchers

14,000+

Individuals secured exciting prizes

Our on-ground engagements, including events and exhibitions, have deepened our commitment to foster meaningful relationships with our customers.



## Shaping the mobility landscape with smarter solutions

Our B2B mobility associations are engines that help our customers not only move forward but lead the way.



- ✓

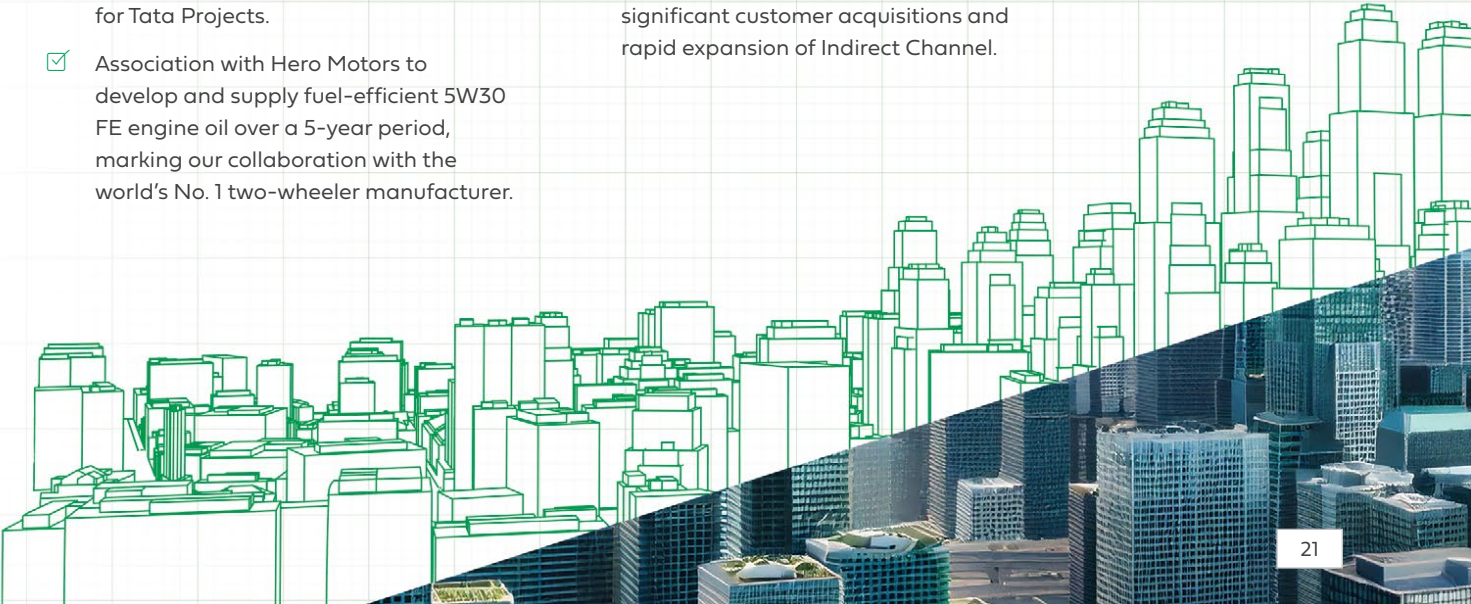
Reintegration into the Tata Motors Commercial Vehicle market.
- ✓

Innovation in Route to Market (RTM) through partnerships with Amazon B2B for Tata Projects.
- ✓

Association with Hero Motors to develop and supply fuel-efficient 5W30 FE engine oil over a 5-year period, marking our collaboration with the world's No. 1 two-wheeler manufacturer.
- ✓

In 2024, we expanded our network of Castrol Auto Service workshops to 600 workshops across 220+ cities in India.
- ✓

Growth momentum continued with significant customer acquisitions and rapid expansion of Indirect Channel.





## Elevating brand visibility

The prestige legacy builds on

At Castrol India, every association is a step toward strengthening connections and amplifying our brand's legacy and visibility.

### Ushering the Bollywood Badshah: Meet our new brand ambassador

Last year, we welcomed the Bollywood icon Shah Rukh Khan to the Castrol family as our brand ambassador. He will be the face of our TV, print, and digital campaigns, championing Castrol's high-performance lubricants.



## Triumphing India's Ultimate MotoStar

On 31 May 2024, we concluded a journey with the Grand Finale of Castrol POWER1 presents India's Ultimate MotoStar at the iconic Kari Motor Speedway in Coimbatore.

This electrifying competition crowned three winners:



### Winners



**Pillarisetty Sai Rahil,**  
Hyderabad

**Jagadeesh Nagaraj,**  
Bengaluru

**Padhmini Mohan Nair Soorya,**  
Chennai

## 50,000

Aspiring riders reached

## 40+

Local bikers reached

## 36 to 60

Brand awareness elevation

## 5.6 Million

Number of views

## 25+

Key opinion leaders consulted



Jasminder Singh  
(Castrol India ambassador)

## Proud title sponsor for The Valley Run – Winter Edition

The event spotlight was on Castrol EDGE and Castrol POWER1.

## 600+

Participants

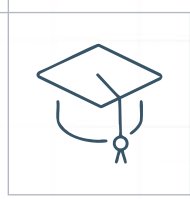
## 17,000+

Spectators

Fusing speed, precision, and endurance at **KTM Cup 2024**







**Pragati Ki Paathshaala -  
Fortifying India's transport backbone**

'Castrol CRB TURBOMAX Pragati Ki Paathshaala,' embodies the spirit of our '#BadhteRahoAagey' campaign.

>100,000 km

Covered

>70,000

Truckers engaged



Scan the QR Code to watch the journey and impact of Pragati Ki Paathshaala

**Unleashing the  
EDGE at cricket's  
grandest stage**

We made our global debut at the ICC T20 Men's World Cup 2024, showcasing Castrol EDGE during a moment of peak performance.

Team India's triumphant journey aptly embodied our product ethos, #StayAhead — a celebration of pushing limits, breaking barriers, and striving for excellence.



**Castrol India joins Mumbai  
Indians at IPL 2024**

**~20 Crore**  
Reach

Reaching global  
audiences at  
**Wimbledon 2024**  
via **Disney Hotstar**



**3.3 Crore**  
Reached

**7**  
Languages  
(Multilingual  
Campaign)



# Wings

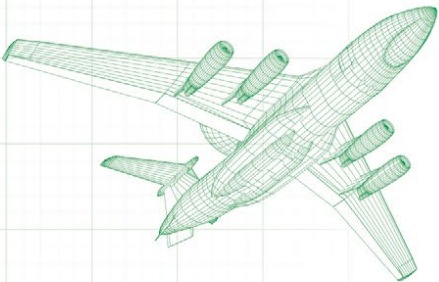
Enabling new frontiers

Castrol India goes beyond sectoral boundaries, becoming a trusted partner across diverse industries.

With a strong legacy, a global network, and a focus on innovation, Castrol India supports industries in achieving their goals and shaping the future.



# Castrol India's expanding sectoral footprint



A dynamic market demands a dynamic presence.

How does Castrol India scale these dynamics?

We swear by this three-pronged approach:

1

Strong Legacy

A strong legacy cannot be established without prioritising cutting-edge solutions.

2

Extensive Network

An extensive network must have a repository of subject matter experts.

3

Commitment to Innovation

Undoubtedly, commitment to innovation is synonymous with honing advanced R&D capabilities.

At Castrol India, our journey spans industries, delivering tailored solutions that meet diverse customer needs of a wide spectrum of applications in these industries:

- Automotives
- Mining
- Marine
- Cement
- Data Centres
- Wind
- Food Processing
- Railways
- Metals
- Machinery Manufacturing
- Steel
- Aerospace

A peek into our offerings

We craft products that aptly align with specific industry demands.

Our portfolio, comprising a total of **22 trusted brands** and **251 products**, addresses critical applications like cutting, forming, rust protection, lubrication, etc.

Each brand offers solutions designed to meet varied customer requirements, ensuring we provide not just individual products but comprehensive solutions.

Because we don't just serve industries — we help them thrive.

# Empowering industries with smarter, safer solutions

Last year, we expanded our Rust Preventive Oils portfolio with the launch of the Castrol Rustilo DW 800 series — a game-changer in rust protection.

This new range, including Castrol Rustilo DW 800, DW 806, DW 809, and DW 812, offers superior rust protection, enhanced safety, and operator-friendly application.

The Castrol Rustilo DW 800 series reflects our commitment to innovation and excellence in industrial solutions.



RUSTILO DW 812

MRP INCL. OF ALL TAXES ₹

USP ₹ per L

BATCH NO. : A23535096

SR. NO : K11X0000

MFD : 11/ 2024

NET QUANTITY : 20 L

GROSS WEIGHT : 18 kg

Manufactured & Marketed by Castrol India Ltd., Mumbai-93. For Packers address see first character of batch No. Packed by A,B,C) Castrol India Ltd., Mumbai-93; D) Ishan Resins & Paints Ltd. Gate No 1, Jalan Industrial Complex, Baniara, Begri, Howrah-711411, West Bengal; E) West Coast Lubricants & Asphalt Pvt. Ltd., 139, J.C.I.E., Kamothe, Panvel-410209 (MH). For consumer complaints contact Castrol India Ltd., Mumbai-93. customercare.india@castrol.com Q1800222100

Used oils after usage should be properly disposed to avoid any harm to the environment. Prolonged or repeated skin contact with used oils should be avoided as they could contain potentially harmful contaminants.

Castrol and Castrol logo are the Trade Marks of Castrol Ltd.

3439676C

RUST PREVENTIVE

LN : 2024402









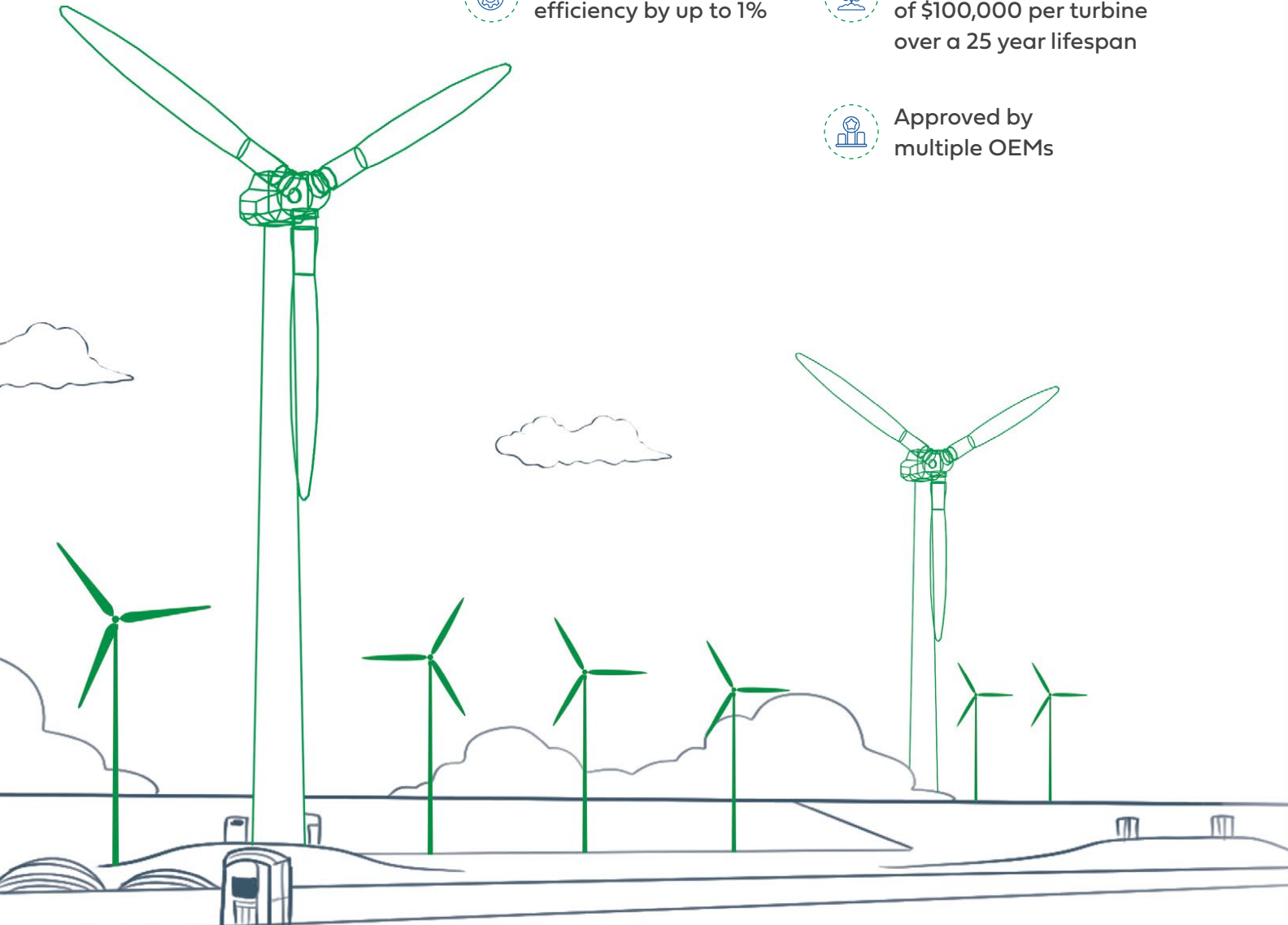
# Castrol India's wind energy journey

At Castrol India, every turbine we touch reflects our commitment to powering a sustainable future.

Our high-performance solutions, including specialised wind turbine lubricants, ensure efficiency and reliability in even the most demanding conditions.

## Boosting efficiency with Castrol Optigear

-  Lowers LCOE (Levelised Cost of Energy)
-  Reduces downtime
-  Less wear on the gearbox
-  Enhances energy efficiency by up to 1%
-  Adds potential revenue of \$100,000 per turbine over a 25 year lifespan
-  Approved by multiple OEMs



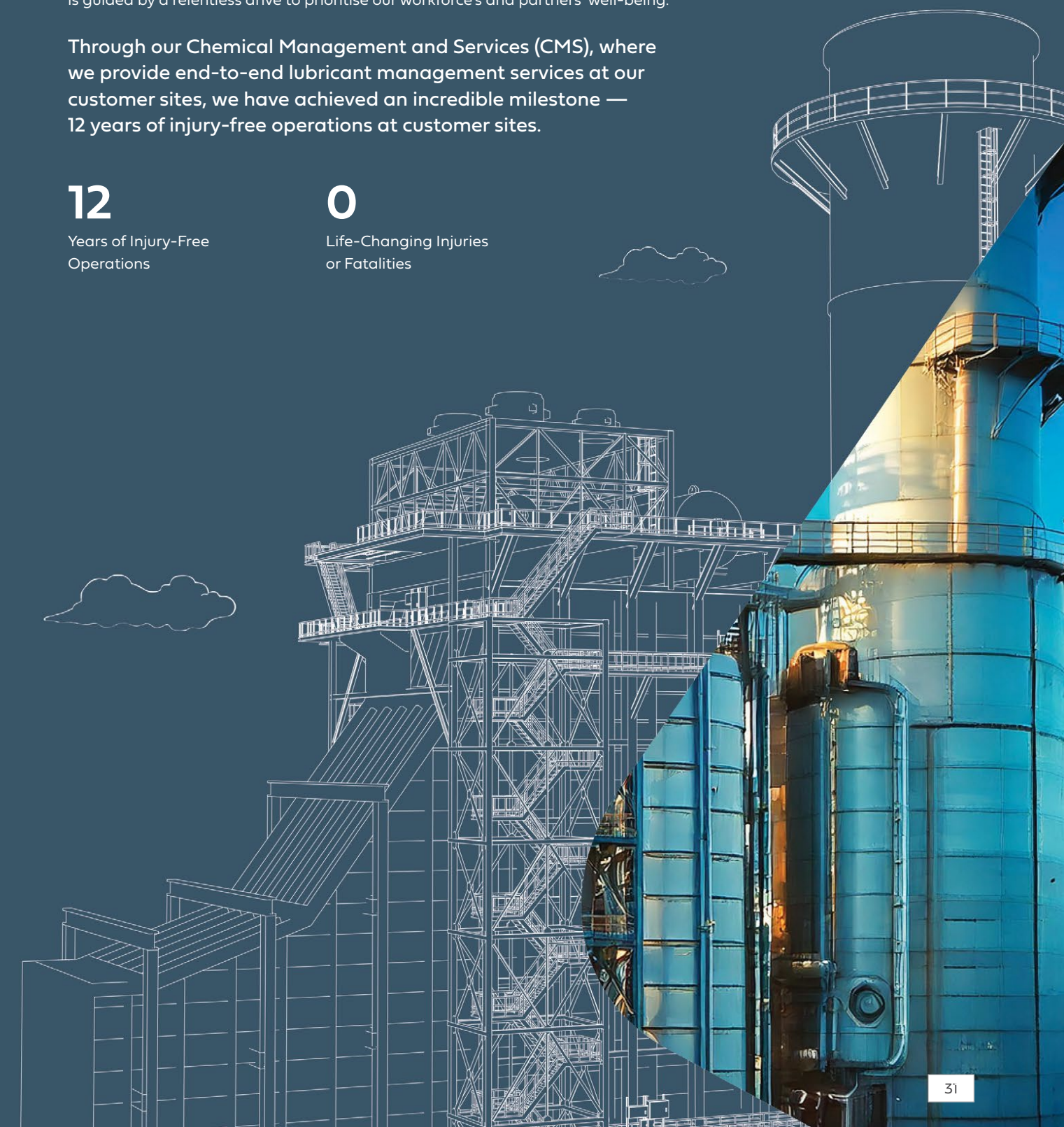
# Bridging safety and excellence through Castrol CMS

Safety is not just a commitment but our culture at Castrol India. Every step we take is guided by a relentless drive to prioritise our workforce's and partners' well-being.

Through our Chemical Management and Services (CMS), where we provide end-to-end lubricant management services at our customer sites, we have achieved an incredible milestone — 12 years of injury-free operations at customer sites.

12  
Years of Injury-Free Operations

0  
Life-Changing Injuries or Fatalities

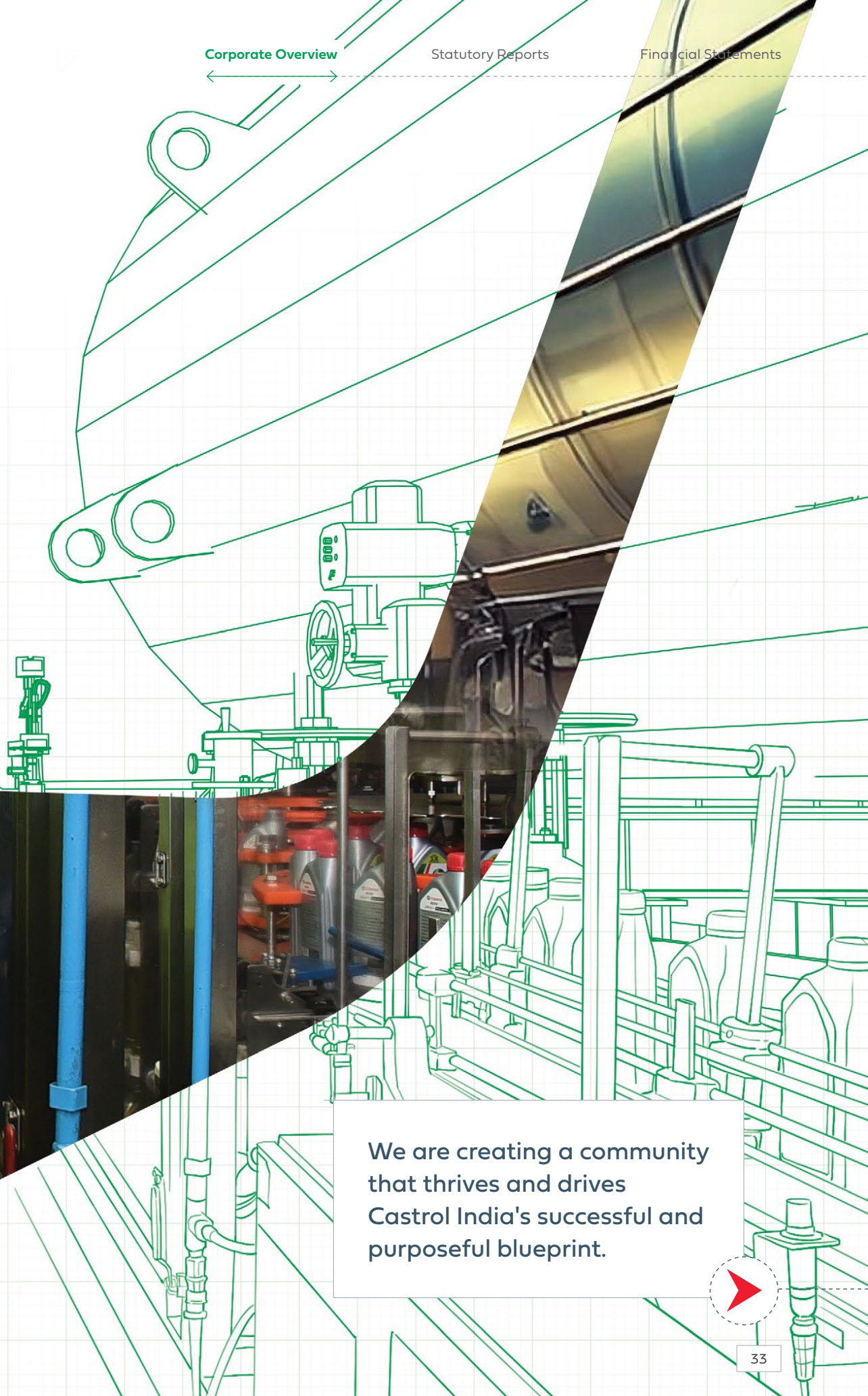




# Our people,

our strength

Our people drive our success. Our inclusive culture is one that motivates, nurtures growth, and fuels dreams with opportunities.



We are creating a community that thrives and drives Castrol India's successful and purposeful blueprint.





# Elevating workplace trust

At Castrol India, every policy is a reflection of our commitment to creating a functional, conducive, and safe workplace.

These policies define our work culture:

**Gender Neutral POSH Policy**

A workplace free from discrimination and harassment

**Diversity, Equity & Inclusion Policy**

We foster respect, fairness, and belonging for all

**Leave Policy**

Aligned with life's moments

**Career Break Policy**

Because we believe a pause is not an end

**Agile/Hybrid Working Policy**

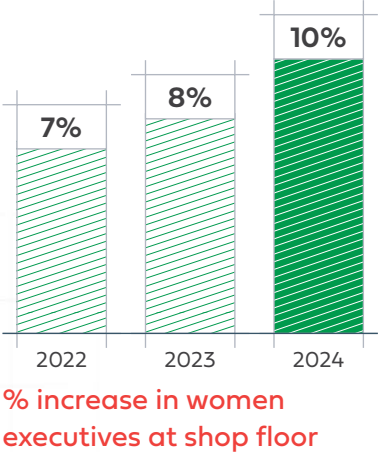
Productivity > time spent in office

# Diversity - The engine of our success

Last year, we accelerated our focus on building an inclusive workplace, championing gender diversity, and fostering allyship. Initiatives like the launch of our PRIDE network, Self-ID campaigns, and sessions on biases at work have set the stage for meaningful change.

17.4% **▲ 18.4%**  
Increase in female employees in executive roles from 2023

2.5% **▲ 3.2%**  
Increase in female employees in technician roles from 2023



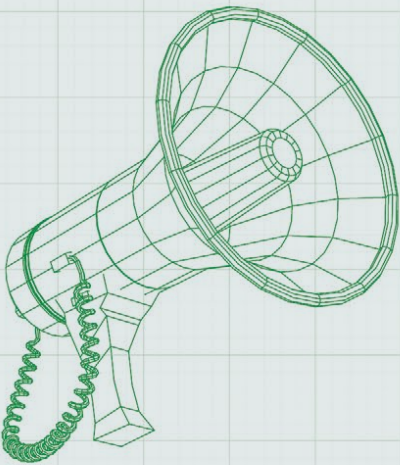
**53%**  
Female apprentices

**8%**  
apprentices, exceeding the government-mandated minimum requirement of 2.5%

**57**  
Apprentices engaged across 3 manufacturing sites

# PULSE: Every voice matters

More than just a survey, PULSE is a powerful metric that shapes Castrol India's business achievements. Through PULSE, we actively Listen, Engage, and Transform, fostering a 'Speak Up' culture.



**97%**

Participation in 2024

**78%**

PULSE Scores in 2024

**91%**

Connect to our strategy

Focus areas for 2024/25



**Psychological safety**

Speak up without fear of negative outcome



**Competitiveness**

Changes taking place will make Castrol India more competitive



**Strategy & performance**

Evidence that Castrol India is delivering on its strategy

# Moving beyond growth - cultivating expertise

At our organisation, growth is more than a goal — it's a mindset we nurture across every level.

We have these campaigns in place to ignite learning and capacity building:

- ✓ **Growth Week:** Annual global engagement sessions, learning cafés, and dedicated time to foster a learning culture.
- ✓ **Functional Learning Pathways:** Fostering a spirit of healthy competition.
- ✓ **Inclusion Campaign:** Conversations on inclusion, identifying non-inclusive behaviours, and leadership insights.
- ✓ **Career Cameos:** Celebrates internal mobility, employee transitions, and their journeys and stories.

# #MeriCastrolKahaani: Stories that inspire

Discover the inspiring journeys of our employees through #MeriCastrolKahaani. Each 30-second audio clip offers a glimpse into their unique journeys.



Scan the QR Code to listen to their stories



# Balancing growth and value

for shareholders

Castrol India's enduring growth is a result of its robust governance and prioritised shareholder value.






The following section highlights Castrol India's commitment to balancing growth with responsibility and creating consistent value for shareholders.



# Meet Castrol India's custodians of vision and values

Our Board reflects our commitment to strategic foresight.

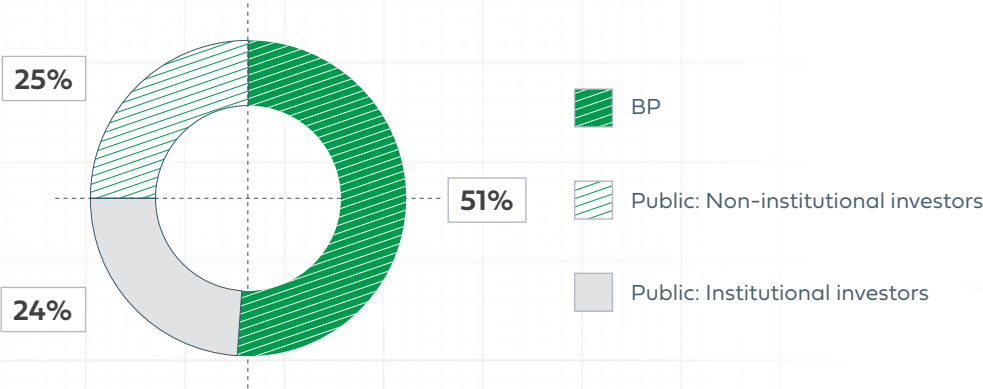
## Our Esteemed Board

Board Committees				
 <b>Audit Committee</b>	 <b>Nomination &amp; Remuneration Committee</b>	 <b>Corporate Social Responsibility Committee</b>	 <b>Stakeholders' Relationship Committee</b>	 <b>Risk Management Committee</b>
Ms. Satyavati Berera CHAIRPERSON	Ms. Sangeeta Talwar CHAIRPERSON	Ms. Sangeeta Talwar CHAIRPERSON	Mr. Rakesh Makhija CHAIRPERSON	Mr. Kedar Lele CHAIRPERSON
Mr. Rakesh Makhija MEMBER	Mr. Rakesh Makhija MEMBER	Mr. Rakesh Makhija MEMBER	Mr. Kedar Lele MEMBER	Ms. Satyavati Berera MEMBER
Ms. Sangeeta Talwar MEMBER	Ms. Satyavati Berera MEMBER	Mr. Kartikeya Dube MEMBER	Mr. Deepesh Baxi MEMBER	Mr. Deepesh Baxi MEMBER
Mr. Udayan Sen MEMBER	Mr. Kartikeya Dube MEMBER	Mr. Kedar Lele MEMBER	Mr. Siddharth Shetty MEMBER	
		Mr. Deepesh Baxi MEMBER		
Our Leadership				
Mr. Anoop Jindal	Mr. Kedar Lele	Dr. Rajesh Madathingal		
Ms. Chikita K Sobti	Ms. Maria P Valles	Mr. Rohit Talwar		
Mr. Deepesh Baxi	Ms. Priyanka Ghosh	Mr. Saugata Basuray		
Mr. Jyoti Prakash	Mr. Rajeev Govil	Mr. Siddharth Shetty		

# Shareholder composition

Our vibrant foundation of trust

Our shareholder base is a vibrant blend of institutional investors, strategic partners, and individual stakeholders.



# The custodians who make it happen





1

Mr. Rakesh Makhija

Chairman & Independent Director

Mr. Rakesh Makhija brings over four decades of global leadership and strategic management experience to his role as Chairman of Castrol India, a position he assumed in October 2024, succeeding Mr. R. Gopalakrishnan, who retired on 30 September 2024.

A Chemical Engineer from IIT Delhi and recipient of the CNBC Business Leader Award for Talent Management in 2007, Mr. Makhija has held prominent roles, including President for the Industrial Market at SKF Group in Sweden and Managing Director for Honeywell International in South Asia. His expertise spans governance, enterprise management, and industrial innovation.

He was previously Chairman of Axis Bank Ltd and SKF India Ltd.

2

Ms. Sangeeta Talwar

Independent Director

With a career spanning 30+ years, Ms. Sangeeta Talwar is a seasoned leader who has contributed to major corporations across Europe, America, and Asia. She was pivotal in launching and establishing Maggi Noodles in India during her tenure at Nestlé, where she also served as HR Director and Executive Vice President of Marketing. Additionally, she has held the position of Managing Director at Mattel Toys.

Ms. Talwar has held leadership positions such as Executive Director at Tata Tea, President of South Asia for Tata Global Beverages, and Managing Director of NDDDB Dairy Services, driving innovative business models in the social sector. Recognised among 'Business Today's 30 Most Powerful Women in Indian Business', she is also an author and an ICF-certified Leadership Coach. She holds an MBA from IIM Kolkata and has completed an executive programme at Wharton.

3

Ms. Satyavati Berera

Independent Director

Ms. Satyavati Berera is the former Chief Operating Officer (COO) of PwC India, where she managed diverse portfolios over a 40-year career. A fellow member of the ICAI, she qualified as a Chartered Accountant in 1984 and became a partner at Price Waterhouse in 1995. Ms. Berera has extensive experience in managing finance, people practices, IT, and cybersecurity.

An Economics graduate from Lady Shri Ram College, she has worked across industries, providing services in assurance, risk management, control, and compliance. She served as an Audit Partner, led the consulting practice, and was the Regional Managing Partner for North India before her tenure as COO.

4

Mr. Kartikeya Dube

Nominee Director

Mr. Kartikeya Dube is Head of Country for bp in India and Senior Vice President of the bp group.

He brings nearly three decades of experience in business, commercial, strategy, M&A and JVs in his 21 years with bp. Through his career, he has played a key leadership role in shaping India's energy sector. He chairs the board of bp India Private Ltd and serves on the boards of Reliance bp Mobility Ltd., India Gas Solution Ltd., and Bhavnagar Port Infrastructure Private Ltd.

A chartered accountant, he was previously VP investor relation bp plc and prior to that CFO of Reliance bp Mobility Ltd. He has also chaired the Fiscal Affairs Committee for India's oil and gas operators.

5

Mr. Udayan Sen

Nominee Director

Mr. Udayan Sen is a seasoned finance professional with over three decades of experience, including more than 25 years at bp plc. A Chartered Accountant and a graduate of St. Xavier's College, Kolkata, he has worked across four continents in Finance, Strategy & Planning, and New Markets Business Developments roles since joining Castrol India in 1999.

In 2020, Mr. Sen was appointed as the Global CFO of Castrol, based in the United Kingdom.

6

Mr. Kedar Lele

Managing Director

With over 25 years of leadership experience, Mr. Kedar Lele brings a rich and diverse background to his role as Managing Director of Castrol India. Before joining Castrol India, he spent two transformative decades at Hindustan Unilever Ltd (HUL), where he most recently served as Executive Director – Sales & Customer Development, South Asia.

Mr. Lele's career spans Advertising, Digital Innovation, and Sales, with expertise in Marketing, Customer Development and General Management. Recognised as an Economic Times "40 under 40" business leaders in 2014, Mr. Lele holds an MBA in Strategic Marketing & Operations from the Indian School of Business (ISB) and a Post Graduate Diploma in Marketing Communications from MICA. Beyond his corporate success, he has contributed to the business community, serving as Vice President of the Foreign Investors Chamber of Commerce & Industry (FICCI), Bangladesh.

7

Mr. Deepesh Baxi

CFO & Wholetime Director

Mr. Deepesh Baxi has 25+ years of experience, including 18 years at bp. He has worked in UK in global roles, regional roles in Asia Pacific and country leadership roles. As Castrol India's Chief Financial Officer & Wholetime Director, he ensures robust accounting, compliance, risk management and strategy execution.

A Chartered Accountant, Certified Internal Auditor, and IIM Ahmedabad alumnus, Mr. Baxi was recognised as the "CXO of the Year" in 2020 by ICAI & 'CFO of the year' by CII in 2022. His expertise spans across finance, M&A, Investor relations, business partnering & transformation.

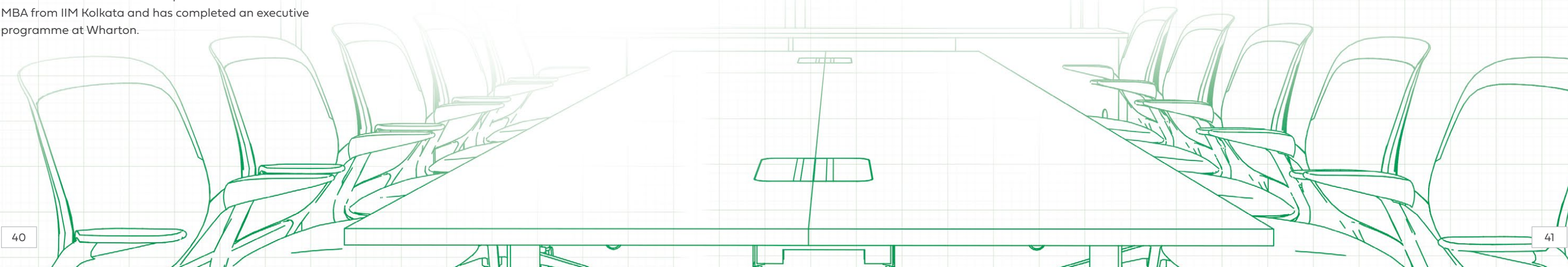
8

Mr. Saugata Basuray

Wholetime Director

Mr. Saugata Basuray began his career at Castrol India as a Management Trainee in 1999 and has since accumulated over 25 years of experience across sales, marketing, and business development. Prior to his current role, he led Castrol India's country operations in Indonesia and the Philippines.

An engineer from the University of Pune and an MBA graduate from SIBM (Pune), Mr. Basuray now heads Castrol India's B2C business. He has led a multi-year growth programme that has driven topline growth and margin expansion by venturing into new consumer segments, expanding distribution infrastructure to capture emerging opportunities in rural India, and by enhancing sales productivity.





# Meet Castrol India's Management Committee



1. **Rajesh Madathingal**  
Head -  
Technology

2. **Saugata Basuray**  
Vice President -  
B2C Sales

3. **Jyoti Prakash**  
Vice President & Head -  
Supply Chain

4. **Chikita Sobti**  
Head -  
Communications

5. **Priyanka Ghosh**  
Vice President & Head -  
Industrial Sales

6. **Kedar Lele**  
Managing  
Director

7. **Maria P Valles**  
Vice President -  
People and Culture

8. **Anoop Jindal**  
Vice President & Head -  
Customer Excellence and Operations

9. **Rohit Talwar**  
Vice President & Head -  
Marketing

10. **Deepesh Baxi**  
Chief Financial  
Officer

11. **Siddharth Shetty**  
Managing  
Counsel

12. **Rajeev Govil**  
Vice President &  
Head B2B Sales

# Financial highlights

Particulars	2024	2023	2022	2021	2020	2019	2018
Revenue from Operations	5,364.85	5,074.61	4,774.49	4,192.06	2,996.92	3,876.82	3,904.55
Other Income	88.61	83.15	67.05	48.43	62.03	64.77	84.31
Cost of Materials Consumed	2,727.83	2,636.41	2,499.92	2,058.82	1,266.34	1,747.65	1,906.56
Employee Benefits and Other Expenses	1,358.87	1,240.29	1,163.47	1,067.28	916.47	976.10	927.22
Depreciation and Amortisation Expense	99.77	92.43	81.39	82.7	86.62	69.74	55.57
Finance Costs	9.38	7.53	4.01	2.41	4.16	1.19	1.09
Profit Before Tax	1,257.61	1,181.10	1,092.75	1,029.28	785.36	1,146.91	1,098.42
Current Taxation (Net of reversal of earlier years)	336.87	325.53	274.49	280.03	207.40	323.33	387.58
Deferred Taxation	(6.49)	(8.56)	3.11	(8.84)	(4.98)	(3.79)	2.48
Profit After Taxation	927.23	864.13	815.15	758.09	582.94	827.37	708.36
Other Comprehensive Income / (Expense) for the Year	(1.30)	(2.96)	(0.94)	(0.79)	3.67	(4.29)	(1.13)
Total Comprehensive Income for the Year	925.93	861.17	814.21	757.30	586.61	823.08	707.23
Net Fixed Assets	378.90	367.21	321.55	251.22	252.75	227.03	221.08
Share Capital	494.56	494.56	494.56	494.56	494.56	494.56	494.56
Other Equity	1,783.81	1,627.13	1,391.47	1,150.95	919.67	872.39	671.10
Net Worth	2,278.37	2,121.69	1,886.03	1,645.51	1,414.23	1,366.95	1,165.66
Rupees							
Earning per Share	9.37	8.74	8.24	7.66	5.89	8.36	7.16
Dividend per Share	13.00*	7.50	6.50	5.50	5.50	5.50	5.00
Book Value per Share	23.03	21.45	19.07	16.64	14.30	13.82	11.78

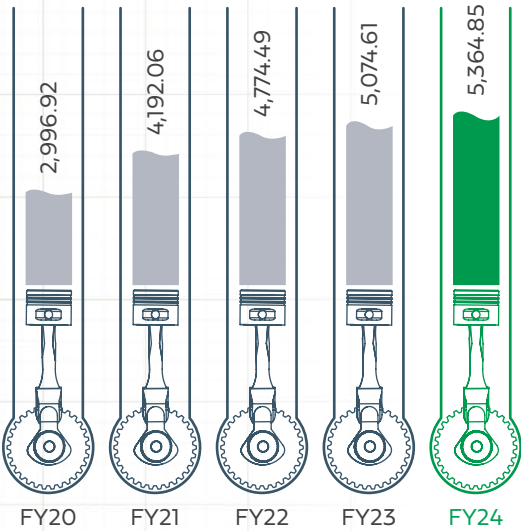
\* Includes special dividend of ₹4.50 per share



Key performance indicators

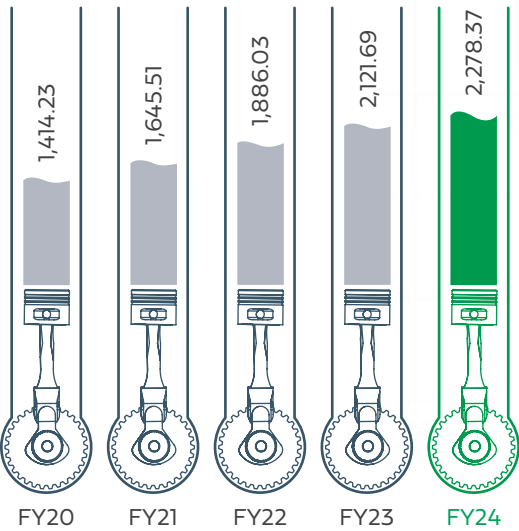
Numbers igniting Castrol India's metrics

Revenue ₹ in Crore

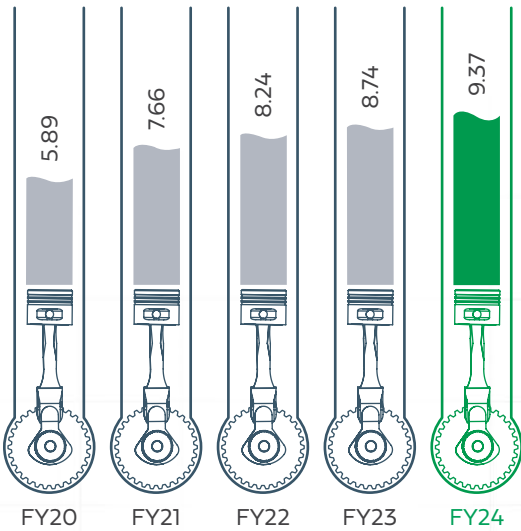


CAGR: 16%

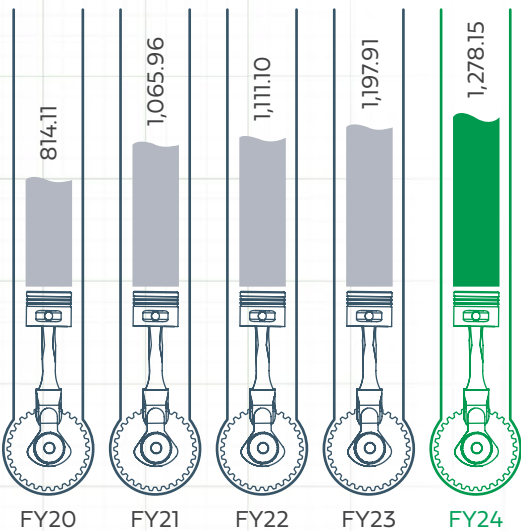
Net Worth ₹ in Crore



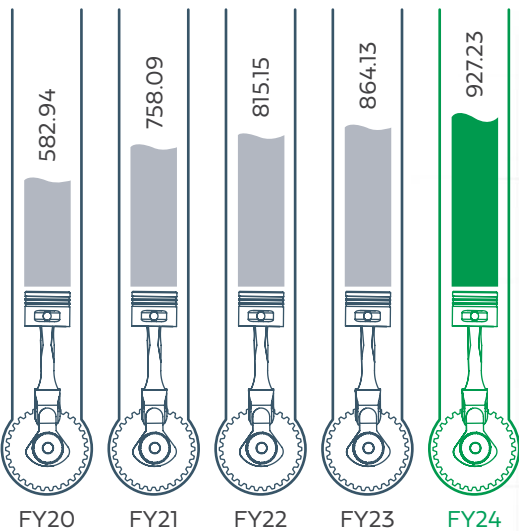
Earning per Share (EPS)



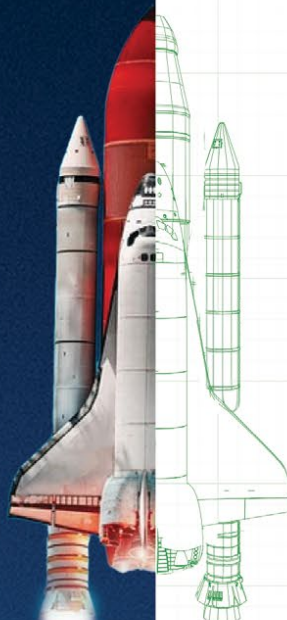
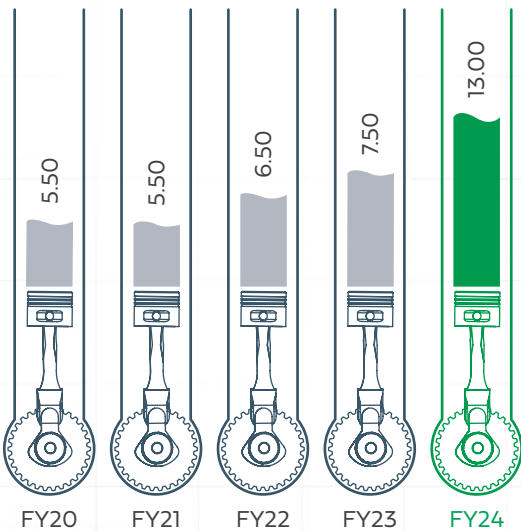
EBITDA ₹ in Crore



Profit after Tax (PAT) ₹ in Crore



Dividend per Share (DPS)





Rooted in

# Communities and the Planet

Beyond business lies a deeper responsibility.

We undertake this responsibility duly because we believe growth is meaningful only when it's holistic, all-encompassing, and sustainable.





# Unifying progress and purpose

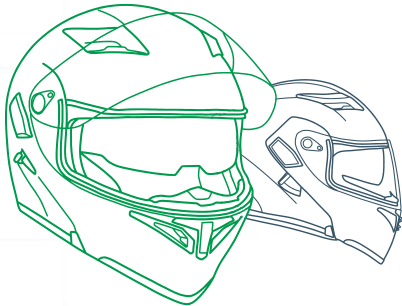
At Castrol India, we strive for excellence while ensuring responsibility in all we do.

In India, our growth journey runs alongside a commitment to minimising our environmental impact.

Every initiative aligns with our global PATH360 strategy, supporting our 2030 goals to reduce waste, manage carbon emissions, and improve lives.

# Overcoming operational challenges

Every bottle we produce is a step towards a cleaner planet. We have increased the recycled content in our HDPE bottles to 50%, aiming to repurpose 2,600 metric tonnes of plastic annually.



# Shaping a 'safety-first' generation

At Castrol India, we believe every life matters, and every journey deserves protection.

In addition to the Mumbai chapter, we launched the Two Wheels, One Life programme in Pune. The initiative is a movement dedicated to saving lives and fostering a culture of safety on our roads. The programme reached 17,000 people in the two cities.

# Steering the truck driver community health & well-being

At Castrol India, we honour the unwavering spirit of India's truckers and farmers — communities that have been the nation's backbone for generations.

Through our flagship initiative, Sarathi Mitra, launched in 2017, we have redefined road safety by providing comprehensive training to truck drivers, encompassing vision care, awareness of government welfare schemes, healthy living, and financial empowerment.



Scan to watch the video

# Crafting an active today for a better tomorrow

Ujjwal Kal is Castrol India's empowerment narrative woven across Silvassa, Patalganga, and Paharpur, where our blending plants stand. Bridging the gap between aspirations and reality, the narrative is focused on sustainable livelihoods, education, and skill development.



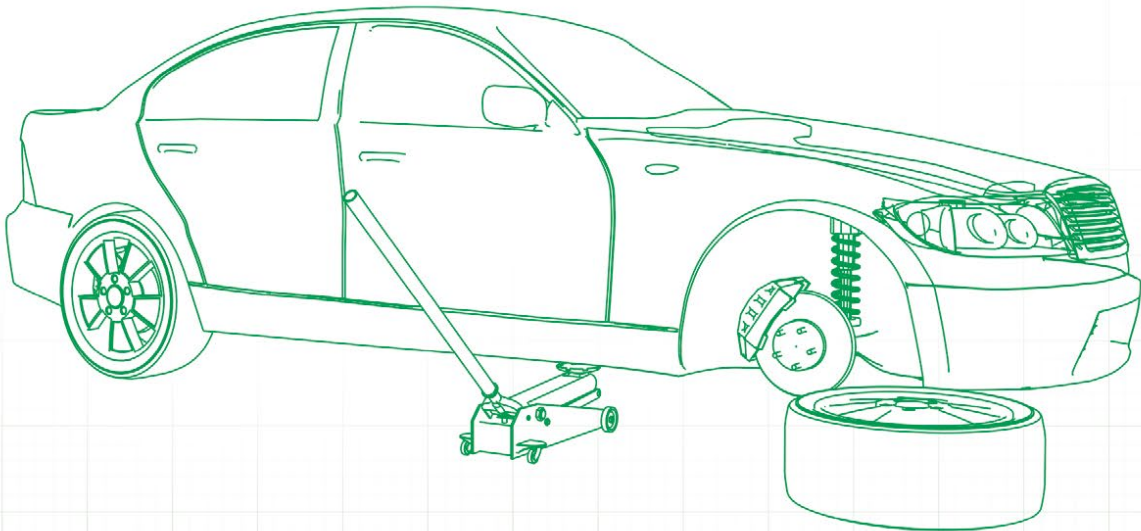
# Castrol Eklavya Investing in holistic growth

Castrol Eklavya does more than upskilling independent mechanics — it ensures their long-term sustenance.

Last year, on National Youth Skills Day, we celebrated their dedication with a certification ceremony, recognising their hard work and commitment.



Scan to watch the video





# Castrol India's triumphs

Testimony to our relentless pursuits

## 61 MARKETING AWARDS IN 2024

Across Indian, Asia Pacific and Global forums

20  
Gold

17  
Silver

24  
Bronze



## Safety and Innovation Accolades



**Maharashtra Safety Awards, 2023**  
Patalganga Plant recognised for Meritorious Performance in Industrial Safety



**OHSSAI Foundation Safety Excellence Award**  
Awarded to Patalganga Plant



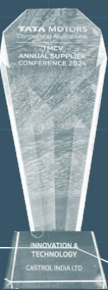
**Global CSR & ESG Award**  
Honored for Castrol Sarathi Mitra Programme



**Best Innovation Award**  
Received at Annual Supplier Conference 2024



**Award for Innovation & Technology**  
Presented at Tata Motors Annual Supplier Conference 2024





# Management Discussion and Analysis Report

In compliance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we present a concise overview of our business performance, market trends, and outlook.

## INDUSTRY OVERVIEW

India, the world's third-largest lubricant market, accounts for 10% of global demand and 21% of Asia-Pacific demand<sup>1</sup>. The country remains an attractive market with a strong long-term growth outlook<sup>2</sup>. The lubricants industry spans the automotive, industrial and marine sectors, with industrial (54%) and automotive (45%) segments driving most of the overall demands.

Commercial and personal vehicles drive the **automotive segment** demand, comprising products like engine oils, coolants, gear oils, and greases. The **industrial segment** supports the steel, power, and cement sectors with products like hydraulic oils, metalworking fluids, and process oils. Castrol India holds a leading position in the retail automotive market and is a trusted supplier of metalworking fluids for industrial applications.

Further, India's expansive coastline and growing maritime trade position renders its **marine and energy lubricants sector** a critical contributor to economic growth. Particularly, the maritime sector has undergone significant transformation, with technological advancements, sustainable practices, and port infrastructure, improving efficiency and competitiveness.

Overall, India's lubricant industry continues to evolve alongside these market dynamics, focusing on innovation, sustainability, and value creation across automotive, industrial, and marine applications.

## Emerging trends

1. **Electric vehicles (EVs):** EV adoption is on the rise, particularly in the two- and three-wheeler segments. They constitute about 2.2% of new car and utility vehicles and about 5.6% of new two-wheeler sales<sup>2</sup>. However, the demand for internal combustion engines

(ICE) is expected to remain strong until 2040<sup>3</sup>, with hybrid vehicles acting as a bridge in the transition. Accordingly, Castrol is actively collaborating with OEMs to support this transition.

2. **CNG powertrains:** The transition to low-carbon mobility will take multiple paths, with CNG-powered commercial vehicles emerging as one of the key opportunities in this shift. Castrol is well-equipped to support this evolution.
3. **Rural:** With rural demand driving two-wheeler sales, the need for high-quality engine oils is also rising. Rural consumers prioritise tangible performance benefits over just price, making value demonstration crucial. Castrol is well-positioned to lead this shift.
4. **Industrial:** India's industrial sector is growing rapidly, fueled by infrastructure expansion, manufacturing advancements, and increasing automation. This surge is driving greater demand for high-performance lubricants to ensure efficiency and equipment longevity, and we are supporting this growth by providing reliable lubrication solutions for industries across the country.

## Demand drivers

1. **Industrial lubricants:** The growth of industrial lubricants is closely tied to economic activities associated with key sectors like machinery manufacturing, electronics, infrastructure, and wind energy.
2. **Automotive lubricants:** India has a thriving automotive sector, which contributes to 40% of its manufacturing GDP<sup>1</sup>. Rising disposable incomes, shorter asset cycles, and increased farm mechanisation drive demand for commercial and personal vehicles. Additionally, a growing demand for fuel-efficient products reflects the expectation of newer and high-performance vehicles.
3. **Evolving vehicle ecosystem:** Higher penetration of SUVs, premium motorcycles, and rural contributions are reshaping the market landscape.

<sup>1</sup> Kline, Global Lubricants Market Analysis and Assessment, 2024

<sup>2</sup> CRISIL

<sup>3</sup> Internal estimates



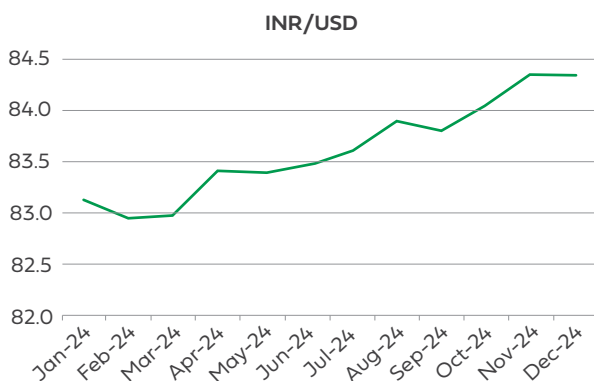
## Market highlights in 2024

1. **Passenger vehicles:** The four-wheeler segment achieved a major milestone, with sales reaching an all-time high of 4.3 million units<sup>1</sup>. Utility vehicles dominated the category, contributing nearly 67% of new dispatches, reflecting a strong consumer preference for versatile and spacious options. Rural markets also showed strong growth, supported by improved incomes and infrastructure development.
2. **Two-wheelers:** Combustion engine vehicle sales grew at 13.2% motorcycles with motorcycles accounting nearly two-thirds (65%) of sales. with premium motorcycles gaining traction. The segment is set for further expansion, with two-wheeler sales projected to grow between 7-9% in the coming year<sup>1</sup>.
3. **Commercial vehicles:** Demand for heavy vehicles moderated amid industrial sector headwinds, whereas light commercial vehicles witnessed growth, attributed to last-mile connectivity needs.
4. **Overall growth:** The total vehicle parc grew by ~5%<sup>2</sup>, reflecting sustained momentum across mobility segments.

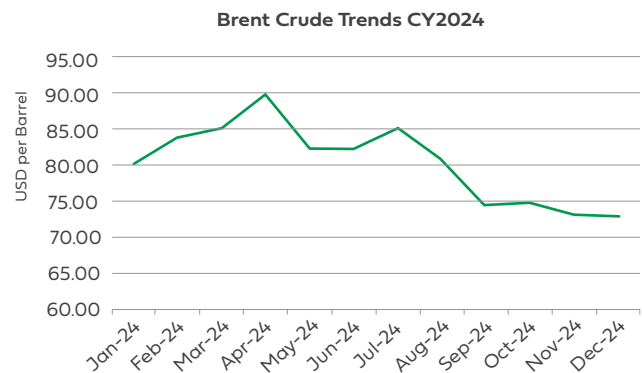
## External challenges

Crude oil and base oil prices remained volatile due to geopolitical events. The depreciation of the Indian Rupee by another 1.7% further added to procurement costs.

The graph below indicates the FOREX trend in 2024:

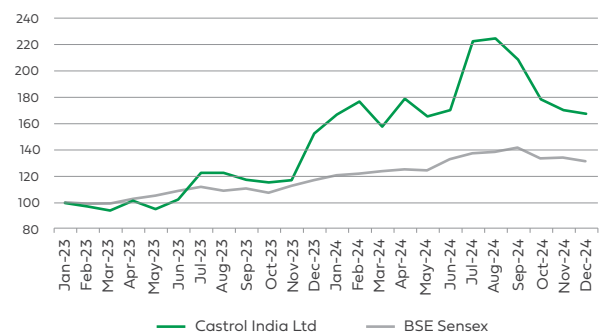


The graph below indicates the trend of Brent crude price movement in 2024:



Castrol delivered volume, share, and margin growth by executing a growth-focused strategy, best-value sourcing, controlling costs, and enhancing operational efficiencies.

Here is how Castrol India's share price and market cap moved over the past two years:



The graph shows the performance of the Company's shares in comparison to BSE Sensex.

**Stock Performance:** The base is considered to be 100 as of 1 January 2023.

## OPPORTUNITIES AND THREATS

### Opportunities

#### 1. Personal Mobility

Castrol is well-positioned to capitalise on evolving trends in personal mobility, including:

- ✓ Growing demand for SUVs and CNG-powered vehicles,
- ✓ Increasing popularity of premium 2-wheelers,
- ✓ Rising need for thinner viscometric lubricants to suit modern engine designs, and
- ✓ Growing vehicle sales in rural markets.

<sup>1</sup> CRISIL

<sup>2</sup> Internal estimates



We are addressing these opportunities by deepening our presence in rural markets, launching targeted brand campaigns, and strengthening our channels and expanding Castrol Auto Service network. Additionally, we are enhancing the oil change experience with formats like Castrol Express, which are designed for speed and convenience.

## 2. Commercial mobility

Castrol has broadened and reinforced its product portfolio in the commercial mobility segment to serve budget-conscious consumers seeking performance.

- ✓ **Premium solutions:** Castrol CRB TURBOMAX + CK4 was introduced nationwide after successful testing over 1,00,000 kilometres with leading OEMs, ensuring unmatched reliability.
- ✓ **Enhanced offerings:** The upgraded Castrol CRB Plus 15W40 delivers 1,000 hours of protection for tractor engines, catering to the agricultural sector's needs.
- ✓ **Affordable options:** Expanding our reach in rural India, we introduced the Castrol CRB ESSENTIAL range for trucks and tractors, offering reliable, cost-effective engine protection.

These initiatives align with Castrol's strategy to stay ahead of emerging trends, ensuring we meet the evolving needs of both personal and commercial mobility customers.

## 3. Industrial opportunities

Castrol is well-positioned to tap into emerging high-growth sectors such as wind, aerospace, and defence and electronics manufacturing. Our portfolio includes high-performance lubricants and metalworking fluids designed to meet the rigorous demands of these industries. By leveraging our global customer relationships, product approvals, and proven track record, we are actively addressing these opportunities and supporting the evolving needs of the Indian industrial landscape.

## 4. Data centres

As India's digital infrastructure expands, data centres are emerging as a key growth opportunity. With the increasing demand for high-performance cooling and lubrication solutions in data centres, Castrol is well-equipped to support energy efficiency and operational reliability in this fast-growing sector.

## Threats

Despite recent moderation, **inflation** continues to pose a risk, potentially reducing the frequency of servicing. Additionally, currency depreciation drives up raw material costs, intensifying pressure in an already competitive market.

The rise of **electrification** presents another challenge, particularly with the growing adoption of electric vehicles in two-wheeler and small commercial vehicle segments, especially for last-mile deliveries. While demand for lubricants in ICE vehicles is expected to remain steady in the near term, the EV market is expanding. However, the transition to electrification will be gradual, with traditional lubricants continuing to play a critical role well beyond 2040. Castrol is well-prepared for this evolution with its dedicated range of EV fluids and strong alliances with OEMs.

Another shift impacting the industry is the widening **drain intervals** for lubricating fluids. Advances in modern hardware design for on-road commercial vehicles and rising demand for higher-specification oils lead to longer oil change cycles. While this moderates overall market volumes, it presents an opportunity for value maximisation.

Finally, **competition** in the Indian lubricant market remains fierce. The market includes a diverse mix of players—national oil companies (NOCs), global private companies, OEM genuine oils, and a fragmented array of local manufacturers—making it critical to stay innovative and customer-focused.

## PRODUCT-WISE PERFORMANCE

### Automotive lubricants

#### Two-wheeler engine oil:

FY 2024 has been a strong year for the two-wheeler category, marked by significant market demand.

Our core brand, Castrol Activ, has been at the heart of this success. We implemented a winning business model that drove volume growth, focusing on three key growth levers -

1. Enhancing consumer demand.
2. Strengthening mechanic advocacy.
3. Expanding best-in-class distribution, particularly in rural areas.



Castrol Activ ESSENTIAL has shown strong growth.

**For performance bikers,** Castrol POWER1 remained a key growth driver bolstered by -

1. Successful **India's Ultimate Motostar (IUM) campaign**, reaching over 72 million people and a 60% increase in awareness from 36% among campaign audiences.
2. Strategic associations like the **KTM Cup, Jawa weekend rides**, and influencer-driven social media promotions.
3. The **Scan and Win** offer, launched alongside an API SP product upgrade, achieved a social media reach of 47 million.
4. Sponsorship of **The Valley Run**, which attracted 17,000+ attendees and garnered over 1 million impressions on social media.

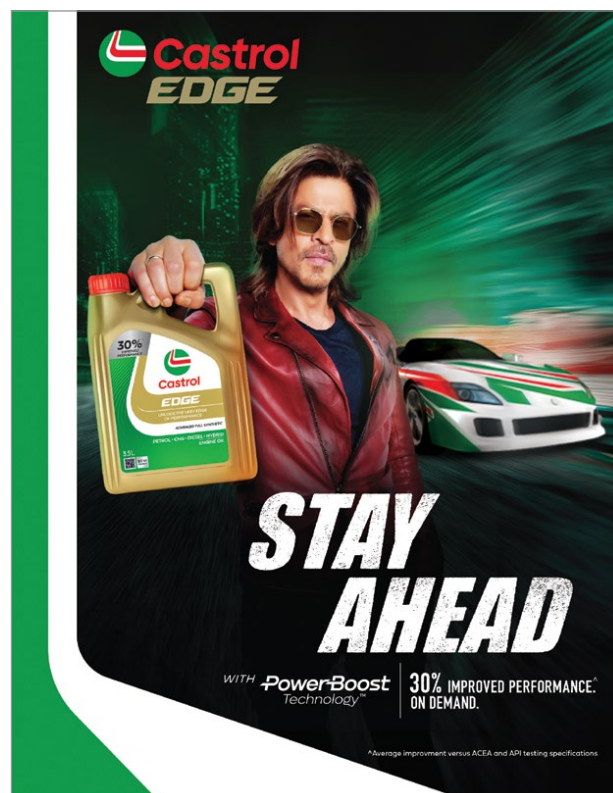


#### Passenger cars:

In FY 2024, we strategically focused on thin viscosity oils (0W, 5W) to align with OEM preferences and cater to the rising demand for premium performance. This approach led to Castrol growing at double the category growth. Our strategy differentiated across the super-premium, mass-prestige, and mass segments to drive this success.

In the super-premium segment, Castrol EDGE spearheaded our efforts to build a strong performance-oriented image for the brand. The relaunch of Castrol EDGE in 2024 was a significant milestone, featuring:

- ✓ A specialised range of premium products tailored for Euro Cars, SUVs, and Hybrids.
- ✓ A new performance proposition: "30% Improved Performance" with *Powerboost Technology*.
- ✓ A comprehensive 360-degree consumer campaign with Shah Rukh Khan as the brand ambassador, spanning TV, print, influencer collaborations, and outdoor promotions. This campaign reached over eight crore people, significantly boosting brand awareness and consideration among car owners.
- ✓ Exceptional results with growth in Castrol EDGE volumes, a nearly 10x expansion in distribution, and leadership in the super-premium segment, almost doubling market share compared to the previous year.





Castrol MAGNATEC continued to lead market share with impressive volume growth in the mass-prestige and premium segments. Key enablers included -

- ✓ A robust portfolio featuring the latest specification (API SP, ACEA C2/C3).
- ✓ Mechanic advocacy through a digital platform-based loyalty programme.
- ✓ Customised workshops offer to drive synthetisation and premiumisation, contributing to an increase in the penetration of Castrol MAGNATEC in independent workshops (IWS).

In the mass segment, Castrol GTX leveraged opportunities in a fast-growing market segment to deliver volume growth and an increase in market share. A refreshed portfolio and expanded distribution network played critical roles in this achievement.



#### Commercial mobility sector

In 2024, we expanded our product range in the commercial mobility segment, targeting both the premium and middle-tier markets:

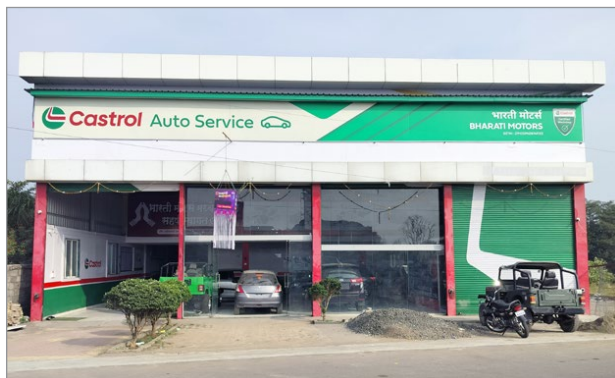
- ✓ At the premium end, we launched Castrol CRB TURBOMAX + CK4 nationwide, backed by our Best Oil Guarantee. Tested for 1,00,000 km on leading OEM vehicles, this product reinforced our leadership in the category.
- ✓ Castrol CRB PLUS 15W40 was upgraded to deliver 1,000 hours of protection for tractor engines, enhancing durability and performance.
- ✓ In the mid-tier segment, Castrol CRB ESSENTIAL was rolled out nationwide, offering cost-effective protection for truck and tractor engines, particularly in rural markets.





### Service and maintenance sector

To strengthen our service and maintenance ecosystem presence, we expanded our Castrol Auto Service workshops to 600+ across 220+ towns, ensuring greater accessibility and high-quality service for vehicle owners.



The Castrol Auto Service car workshops expand nationwide, offering vehicle owners reliable service and quality products.

In 2023, we ventured into the **auto care segment**, and in 2024, we expanded our portfolio with two new products. Now available at nearly 60,000 outlets nationwide, we are leveraging collaborations with biking influencers, e-commerce, and leading OEMs to grow this product line further.

Further, our alliance with Jio-bp continues to expand Castrol's availability, particularly on highways, with Castrol products at Jio-bp locations nationwide.

### Industrial lubricants

We actively participated in various industry events throughout the year, showcasing our range of industrial products and services. These engagements helped build advocacy for our brand and generate new business opportunities.

In 2024, we launched four new products in the Rust Preventives category—Castrol Rustilo DW 800, 806, 809, and 812—designed to deliver better performance while being more operator-friendly. These next-generation products enable customers to reduce costs compared to traditional solutions.



### QUALITY

In 2024, we remained intensely focused on the Zero-Defect journey, aligned with our Global Quality Strategy, to deliver sustainable end-to-end quality performance. Our efforts in quality are driven by a commitment to customer



satisfaction and creating a competitive advantage. The strategy is integrated across the organisation, built upon these key pillars:

- ✓ Quality culture,
- ✓ Customer quality,
- ✓ Supplier quality, and
- ✓ Quality management systems.

We strengthened our quality assurance process through comprehensive training in quality management systems and robust audit protocols. Standardising SOPs at industrial customer sites was a key focus to improve product application performance and stabilise operations. As part of our Re-ignite programme, we introduced QR codes on pack labels and upgraded scanning systems to enhance packaging quality performance. We are also making significant investments in automating quality-critical processes, continually driving risk reduction in operational efficiency.

Our efforts in customer service have been reinforced through a robust complaint management process and ongoing audits at customer sites.

Quality has been pivotal in:

- ✓ Conducting feasibility studies for new products and packaging line trials;
- ✓ Collaborating with technology teams to develop cost-effective, localised formulations that add value to the business; and
- ✓ Implementing process modifications to reduce waste and support sustainability.

Furthermore, in pursuit of digitisation, we expanded the use of digital tools and apps to simplify processes and standardise data management. These systems strengthen process controls, improve customer responsiveness, and drive real-time performance management.

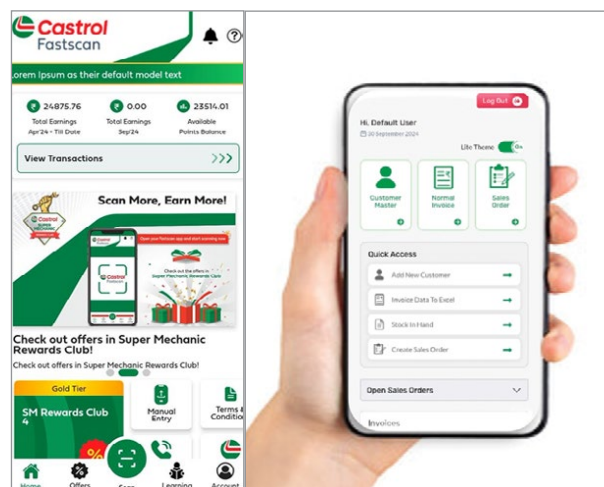
We successfully completed ISO 9001:2015 and IATF 16949:2016 recertifications audits. The Silvassa plant was proud to receive the GOTS (Global Organic Textile Standard) certification while maintaining its Ford Q1 recertification—a testament to its quality excellence in the OEM business.

## GOING DIGITAL

Castrol continues to advance its digitalisation strategy with key initiatives such as FASTSCAN 2.0, Castrol Learning Academy (erstwhile Super Mechanic), and Castrol Connect.

### Key highlights:

- ✓ **FASTSCAN 2.0** has evolved into a more enriched and engaging platform with an updated, user-friendly interface in the Mechanic Loyalty Programme (MLP 2.0). Enhanced security features, such as device-based authentication, have further bolstered its reliability. With the launch of **FASTSCAN 2.0**, it has become a pivotal tool for engagement with the mechanic community.
- ✓ **Rural DMS**, the new distributor management system, has been introduced to support rural operations, offering improved operational visibility and scalability for Castrol sub-distributors to bill their customers.
- ✓ Piloted the Castrol Connect Lead Management Platform for workshops, enabling streamlined lead tracking and management.



## FUTURE OUTLOOK

As we look ahead to 2025, India's economic activity and GDP growth are projected to maintain momentum, positioning the country as one of the world's fastest-growing large economies. This positive outlook supports our expectations for sustained demand growth across various segments, and we have closely examined the drivers for this growth.

### Demand drivers for automotive lubricants

In 2025, we anticipate continued growth in the commercial and personal mobility lubricants sector. Our strategies include expanding our reach across geographies and population strata, widening our product portfolio to cater to a larger commercial and personal mobility segment, strengthening our workshop presence, and making substantial investments in premium brands while reinforcing relationships with key OEMs.





### Demand drivers for industrial lubricants

The industrial lubricants market closely follows the trends in economic activity. While we faced challenges in the latter half of 2024, industrial output remained resilient. With the Purchasing Managers Index consistently showing positive trends, moderate inflation, and steady economic growth, we are optimistic about the continual demand growth in industrial lubricants.

### Demand drivers for marine and energy lubricants

We anticipate continued growth in the marine and energy lubricants sector. Accordingly, we are focusing on expanding our reach across key customers in this sector. Our aim is to increase availability across a broader geographic range while strengthening our distributor footprint.

Our strategy centres on aggressive expansion, engaging in extensive prospecting across the full-fluid spectrum of the Global Marine and Energy (GME) segment. Additionally, we are amplifying the reach of newly launched, fit-for-purpose products such as Cyltech 70, TLX series and MHP series, designed to meet our customers' specific needs.

## CHANNELS OF DISTRIBUTION

We have a robust network of 400+ distributors, catering to approximately 1,43,000 outlets in urban and semi-urban India. We now reach 36,000 retail stores in rural India through a network of sub-distributors. This has been a significant enabler of volume growth for Castrol India Limited. We will continue to invest to expand this channel.

We have also strengthened our connections with a broader network of independent workshops. With 600+ strong Castrol Auto Service workshops, we provide premium services to consumers in 220+ locations.

Furthermore, throughout FY 2024, we continued to streamline systems and processes, injecting speed and efficiency into back-end operations. The strategic incorporation of digital tools has enabled operational enhancements, offering customers a superior and more premium experience when interacting with us.

## RISKS AND CONCERNS

Risk management is central to our strategy and long-term goals. The Risk Management Committee vigilantly oversees potential risks and evaluates the effectiveness of mitigation strategies. Key risks include the risk of a general economic slowdown, technological changes, input cost

volatility, and foreign exchange fluctuations. To mitigate these, we have implemented comprehensive plans to protect margins while navigating growth.

At the same time, the expanding Indian market means a heightened attrition risk. However, our robust talent development programmes ensure we continue nurturing and developing talent.

Furthermore, in FY 2024, we executed strategic interventions, pricing adjustments, cost-efficiency programmes in response to input costs, competitive pressures, and brand strategies. Additionally, with the growing emphasis on remote working, we actively address cybersecurity risks through responsible behaviours and robust systems to protect our information, systems, and personnel from emerging threats.

Moreover, health, safety, security, and environmental concerns remain at the forefront, particularly focusing on road safety for frontline teams and transporters. Product quality and integrity are equally critical, aligning with our 'Zero Defect' vision, ensuring we consistently deliver a premium customer experience. Our comprehensive risk mitigation plan ensures continuous monitoring and swift action when needed.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

We maintain an effective internal control system, proportionate to our size and complexity, to provide reasonable assurance of authorised and accurately recorded transactions. An independent internal audit function, supported by extensive internal audits and periodic reviews, ensures these internal control systems are robust. We remain committed to minimising identified risks through continuous monitoring and mitigating actions.

## DISCUSSION ON FINANCIAL PERFORMANCE CONCERNING OPERATIONAL PERFORMANCE

Please note that Castrol India Limited follows the calendar year (January to December) for its financial reporting. For the full year ended 31 December 2024, the Company registered Revenue from Operations of ₹5,365 Crore. It also marks an overall revenue growth of 6% compared to ₹5,075 Crore for the full year ended 31 December 2023. The Company's Gross Profit increased by 8% in FY 2024 over FY 2023. This was on account of higher volume and strategic price interventions.



Operating and Other expenses increased by ₹128 Crore as compared to the previous year on account of investment in people, safety, brand, and business growth opportunities. Profit before Tax increased by 6% over the previous year to ₹1,258 Crore. This generated a healthy cash flow from operations for FY 2024 of ₹1,044 Crore.

Per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to give details of significant changes (i.e., changes of 25% or more as compared to the immediately previous financial year) in key financial ratios.

#### Key financial ratios

Particulars	Unit	2024	2023	% change
Debtors' turnover	Times	12.47	13.13	(5)
Inventory turnover	Times	5.16	4.94	4
Current ratio	Times	2.02	1.91	6
Operating profit margin	%	22%	22%	-
Net profit margin	%	17%	17%	-
EBITDA	%	24%	24%	-
Return on net worth*	%	42%	43%	(2)

\*Return on net worth is a measure of the profitability of a company expressed in percentage. It is calculated by dividing the profit for the year by the average capital employed during the year.

Interest coverage ratio and debt-equity ratio are not applicable to the Company since there are no borrowings. The finance cost in the financial statements relates to leases (IND AS 116).

The debtors' turnover ratio indicates a company's effectiveness in collecting its receivables from customers. It is computed by dividing the revenue from operations by average trade receivables.

The inventory turnover ratio indicates the number of times a company sells and replaces its inventory during the period. It is calculated by dividing the cost of goods sold by the average inventory.

The current ratio is a liquidity ratio that measures a company's ability to pay obligations that are due within twelve months. It is calculated by dividing the current assets by the current liabilities.

Operating profit margin is a profitability or performance ratio used to calculate the percentage of profit a company produces from its operations. It is calculated by dividing the earnings before interest & taxes (EBIT) by revenue from operations.

Net profit margin is equal to how much net income or profit is generated as a percentage of revenue. It is calculated by dividing the profit for the year by revenue from operations.

## KEY DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

As of 31 December 2024, Castrol employed 639 employees, including factory workers. During the last year, Castrol demonstrated an unwavering commitment to employee health, well-being, and engagement. Approximately 5,900 hours were dedicated to training sessions encompassing technical skills, behavioural safety, and leadership development. Initiatives like the Lakshya Manufacturing Excellence Programme enriched learning by offering external perspectives to the supply chain team.

Further, career development took centre stage, with grow@bp providing learning pathways, career cameos, and small-team engagements. Notably, internal candidates filled 36% of vacancies, underscoring a strong focus on nurturing talent.

Diversity and Inclusion (D&I) remained a key priority:

- ✓ Women held 21% of managerial positions, with overall female representation at 18%.
- ✓ The PRIDE squad celebrated the PRIDE month with educational, advocacy, and celebratory activities. Initiatives such as "In Your Shoes" and the DE&I lounge facilitated meaningful conversations and connections.
- ✓ A special spotlight session on inclusion highlighted its importance, encouraging employees to share ideas to improve workplace practices further.



Similarly, Growth Week 4 ignited enthusiasm with impactful sessions on leadership, psychological safety, and competitiveness. Talks like "Leading Your Life" by



Dame Kelly Homes and "Inclusion Makes the Difference" by John Amaechi resonated deeply, fostering a culture of inclusivity. The #WECONNECT activity brought employees together nationwide, strengthening team spirit.



Further, the Women in Sales Network (WISN) was launched to empower women in sales. Through tools like Discovery Insights and inspiring career stories from senior leaders, the programme boosted aspirations and confidence among participants.



Castrol also conducted internal audits, ensuring effective human resources and legal compliance. Cordial relations were maintained with stakeholders through leadership engagement, town halls, and recognition programmes. Moreover, mental health initiatives complemented physical well-being efforts, ensuring comprehensive employee wellness.

## HEALTH, SAFETY, ENVIRONMENT AND CARBON (HSE&C)

Safety remained paramount in FY 2024, with the Company achieving ZERO reportable safety and environment incidents. Programmes like "Eye on Road" and "Pristine Cars" enhanced driving safety, significantly reducing driving-related incidents. These accomplishments reflect strong leadership commitment and effective engagement with frontline teams.

Key achievements:

- ✓ Full compliance with all the relevant health, safety and environmental regulations.
- ✓ Major risk mitigation initiatives, such as awareness drives on workplace safety at manufacturing facilities, including Patalganga and Paharpur, were completed. This resulted in zero reportable safety incidents.
- ✓ Adoption of technology in material handling to reduce potential injuries in manufacturing plants.

Certifications for the three manufacturing plants include:

- ✓ Environment Management System (ISO 14001:2015)
- ✓ Occupational Health and Safety Management System (ISO 45001: 2018)
- ✓ Quality Management System (ISO 9001:2015)
- ✓ Automotive Quality Management System (IATF 16949:2016) at two plants

### EXTERNAL RECOGNITIONS IN FY 2024:

- ✓ Gold Award for Patalganga Plant from the Occupation Health, Safety, Sustainability and Industrial Hygiene (OHSSIH).
- ✓ Merit recognition from the National Safety Council of India (NSC-India).
- ✓ Fire safety excellence award for Silvassa plant from the Department of Fire and Emergency Services, Silvassa.
- ✓ More than 60 national and international marketing awards, including EFFIE, EMVIES, MARTECH, SMARTIES, etc., for innovation and brand recognition.
- ✓ Gold winner for best multi-mobile channel campaign at Indian Digital Marketing Awards 2024.
- ✓ Received the Best Innovation Award from JCB.



- ✓ Received the best innovation award for innovation & technology at the Tata Motors Annual Supplier Conference 2024.
- ✓ Patalganga Plant recognised for its excellence in industrial safety with the Maharashtra Safety Awards 2023 and the OHSSAI Foundation Safety Excellence Award.
- ✓ Castrol Sarathi Mitra Programme honoured with the Global CSR & ESG Award.

The Chemical Management Services (CMS), where we engage with customers to support lubrication activities at their site, achieved 12 years of injury-free operations, showcasing our strong commitment to safety.

#### Environmentally responsible initiatives:

Reduction in energy, water, and waste to minimise the environmental footprint.

- ✓ Collaboration with authorised waste plastic recyclers to fulfil Extended Producer Responsibility (EPR) obligations under the Plastic Waste Management Rules.
  - To learn more about our environmental responsibility, turn to page 110

### CORPORATE COMMUNICATIONS

**External communications:** In FY 2024, we focused on amplifying Castrol's voice across markets, and the results were truly encouraging.

- ✓ Wider reach: From 6 cities to 36 cities, we significantly extended our press release (24 of them) footprint, leading to the doubling of PR value, over 180% growth in impressions, and ~300% increase in brand mentions compared to FY 2023. Castrol also appeared on TV 25 times, with one of the features running for as long as 22 minutes.

**Internal communications:** One of our biggest priorities this year was building deeper bonds within our teams and fostering pride in Castrol.

- ✓ **Meri Castrol Kahaani:** This initiative celebrated employee journeys through short audio stories shared widely across platforms. It resulted in 200+ hours of listening time and amplified pride in our people and brand.
- ✓ **Bringing happiness home:** From Gratitude Day to safety and well-being to sending greetings to the houses of those who matter, these activities aligned our values with business goals while strengthening camaraderie.
- ✓ **Chanakyas of Castrol:** Our first-ever hackathon sparked cross-functional collaboration, generating 20+ ideas, with the winning solution now in its pilot phase.

#### On behalf of the Board of Directors

##### Kedar Lele

Managing Director

DIN: 06969319

##### Deepesh Baxi

Chief Financial Officer & Wholetime Director

DIN: 02509800

**Place:** Mumbai

**Date:** 3 February 2025





# Board's Report

## To the Shareholders,

The Board of Directors ('Board') of your Company is pleased to present the Forty Seventh Annual Report of Castrol India Limited ('Castrol' or 'Company') for the financial year ended 31 December 2024 ('year under review' or 'the year' or 'FY24').

In compliance with the applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), this report covers the financial results and other developments during the financial year ended 31 December 2024 and upto the date of the Board meeting held on 3 February 2025 to approve this report, in respect of Castrol India Limited.

## 1. Financial Results

The Company's financial performance for the financial year ended 31 December 2024 is summarized below:

Particulars	For the year ended 31 December 2024 (₹ in Crore)	For the year ended 31 December 2023 (₹ in Crore)
Revenue from operations (a)	5364.85	5074.61
Other Income (b)	88.61	83.15
<b>Total Income (a+b)</b>	<b>5453.46</b>	<b>5157.76</b>
Profit before tax and depreciation	1357.38	1273.53
Less: Depreciation and amortization	99.77	92.43
Profit before tax	1257.61	1181.10
Tax expense (including deferred tax)	330.38	316.97
Profit after tax	927.23	864.13
Other comprehensive income (net of tax)	(1.30)	(2.96)
Total comprehensive income	925.93	861.17
Balance brought forward	1534.56	1316.32
Less: Dividend paid	791.30	642.93
Balance carried forward	1669.19	1534.56

## 2. Business Performance

Revenue from operations of the Company has increased by 6% mainly on account of volume increase and strategic price interventions. Costs of materials were higher by about 4% over the previous year mainly due to incremental volumes, and adverse forex, offset by cost optimization and operational efficiencies. Operating and Other expenses increased by ₹128 Crore as compared to the previous year on account of investment in people, safety, brand and business growth opportunities. Profit before tax increased by 6% over previous year to ₹1,258 Crore. The Company's performance has been discussed in detail in the 'Management Discussion and Analysis Report'. The Company does not have any subsidiary or associate or joint venture company. There are no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the year and date of this report. Further, there has been no change in the nature of business of the Company.

### Reserves

There is no amount proposed to be transferred to the reserves.

### Changes in Share Capital

During the year under review, there was no change in the paid-up share capital of the Company.



### 3. Returns to Investors (Dividend)

The Board of Directors of the Company has approved and adopted the Dividend Distribution Policy in line with Regulation 43A of the SEBI Listing Regulations. The policy is uploaded on the website of the Company at [https://www.castrol.com/content/dam/castrol/country-sites-new/en\\_in/india/home/documents/investors/dividend\\_distribution\\_policy.pdf](https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/investors/dividend_distribution_policy.pdf).

The Board at its meeting held on 3 February 2025 has recommended a Final dividend of ₹9.5 per share (190%) of the face value of ₹5 each (which includes a Special dividend of ₹4.5 per share), for the financial year ended 31 December 2024 (2023: Final dividend was ₹4.50 per share) subject to the approval of shareholders at the ensuing Annual General Meeting of the Company. The Board also declared Interim dividend of ₹3.50 per share for the financial year ended 31 December 2024 on 30 July 2024 (2023: Interim dividend was ₹3.00 per share).

The dividend payout for the year under review is in accordance with the Company's policy to pay sustainable dividend linked to long-term growth objectives of the Company to be met by internal cash accruals.

### 4. Unclaimed Dividend

Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), all unpaid / unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund ('IEPF' or 'Fund') established by the Central Government, after completion of seven years from the date the dividend is transferred to unpaid/unclaimed account. Further, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

In accordance with the IEPF Rules, the Company had sent individual notices and also advertised in the newspapers seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more.

Thereafter, the Company has transferred such unpaid or unclaimed dividends, the details of which are given below:

Dividend and the Year	Amount transferred to IEPF (in ₹)	Date of transfer to IEPF
Interim dividend 2017	90,91,755	25 October 2024
Final dividend 2016	96,58,809	12 August 2024
Special (2 <sup>nd</sup> Interim) dividend 2016	44,19,724	10 April 2024

Further, the Company has transferred 2,37,555 equity shares to the demat account of IEPF during the year under review.

The shareholders/claimants whose shares or unclaimed dividend, have been transferred to the IEPF, may claim the shares or apply for refund from the IEPF Authority, by following the procedure prescribed in the IEPF Rules. The shareholders may request the Company for the issue of an Entitlement Letter by submitting all the required documents, before making an application to the IEPF Authority.

During the year 2025, the Company will transfer following unclaimed dividend and the underlying shares to IEPF, within statutory timelines:

Dividend	Due date for transfer to IEPF
Final dividend 2017	8 June 2025
Interim dividend 2018	5 September 2025

The shareholders are requested to ensure that they claim the dividends and shares referred above, before they are transferred to the said Fund. The details of the other unclaimed dividends that are due to be transferred to IEPF, in coming years are provided in the report on Corporate Governance.

The Company has appointed a Nodal Officer under the provisions of the Rules, the details of which are available on the website at [https://www.castrol.com/en\\_in/india/home/investors/contact-us.html](https://www.castrol.com/en_in/india/home/investors/contact-us.html). Further the Company has also appointed Deputy Nodal Officer for verification of claim(s) and other activities.

Details of shares in respect of which dividend has not been claimed, are provided on website of the



Company at [https://www.castrol.com/en\\_in/india/home/investors/statement-of-unclaimed-dividend-and-shares.html](https://www.castrol.com/en_in/india/home/investors/statement-of-unclaimed-dividend-and-shares.html). The shareholders are encouraged to verify their records and claim their dividends of all the earlier seven years, if not claimed.

## 5. Supply Chain

The key priorities for supply chain have been: a) enable topline growth – improve customer experience & resilience, supporting margin expansion; b) contribute to bottom line – by reducing cost of operations & focusing on product cost competitiveness, improving productivity of people and assets and c) be responsible – by reducing manufacturing energy intensity, emissions and virgin plastic footprint. The Company continues to focus on the same along with strong input bias on compliant operations, delivering expected product quality and safety mindset, consistent focus on Sales & Operations Planning (S&OP) process. New product introduction with digital transformation as a key lever has helped the team support the customer demand and fulfil business growth ambitions.

The logistics operations continue to maintain an exemplary safety record, with zero reportable accidents. The focus on cost competitiveness, digital transformation and service excellence has led to significant measurable outcomes. These efforts have enabled the business to maintain cost stability in an increasingly inflationary environment, demonstrating a commitment to operational excellence without compromise.

Manufacturing at Castrol continues to be a key enabler for business in its endeavor to service customer optimally. The operational efficiencies across the manufacturing plants have delivered a breakout performance in this year. The plants have also made great progress on the sustainability agenda with alternative energy sourcing, ambient temperature blending, energy efficiency and water consumption optimization projects. People have been at the core of the manufacturing progress, and the Capability Building and Total Employee Involvement program have helped substantially in improving productivity and cost management.

## 6. Directors and Key Managerial Personnel

As on 31 December 2024, the Board comprised three Executive Directors, three Non-Executive Independent Directors and two Non-Executive Non-Independent Directors.

The following changes have taken place in the Directors and Key Managerial personnel during the year under review and up to the date of this report:

Mr. R. Gopalakrishnan (DIN: 00027858) completed his second term as an Independent Director and ceased to be Director and Chairperson of the Board, effective close of business hours on 30 September 2024. Mr. Rakesh Makhija (DIN: 00117692), Independent Director was appointed as the Chairperson of the Board with effect from 1 October 2024.

Mr. Uday Khanna (DIN: 00079129) completed his second term as an Independent Director, and ceased to be Director effective close of business hours on 30 September 2024. Ms. Satyavati Berera (DIN: 05002709) was appointed as an Independent Director of the Company for a period of five (5) years from 1 October 2024 to 30 September 2029. Her appointment was approved by the shareholders through postal ballot which concluded on 12 October 2024. Ms. Berera was appointed as Chairperson of the Audit Committee effective 1 October 2024.

Ms. Nicola Buck (DIN: 09785756) and Mr. Sashi Mukundan (DIN: 02519725) ceased to be the Nominee Directors effective close of business hours on 11 June 2024 and 31 October 2024, respectively, following withdrawal of their nomination by Castrol Limited (UK). Mr. Kartikeya Dube (DIN: 00929373), was appointed as the Nominee Director with effect from 30 July 2024, pursuant to the nomination received from Castrol Limited (UK). His appointment was approved by the shareholders through postal ballot which concluded on 12 October 2024.

Mr. Udayan Sen (DIN: 02083527) shall cease to be the Nominee Director, effective close of business hours on 28 February 2025, following withdrawal of nomination by Castrol Limited (UK). Ms. Nisha Trivedi (DIN: 10937145), was appointed as the Nominee Director of the Company, with effect from 3 February 2025, pursuant to nomination received from Castrol Limited (UK). The said appointment is subject to approval of the shareholders at the ensuing 47<sup>th</sup> Annual General Meeting ('AGM').

Mr. Sandeep Sangwan (DIN: 08617717) stepped down as the Managing Director, effective close of business hours on 31 October 2024, to pursue another role within bp. Mr. Kedar Lele (DIN: 06969319) was appointed as the new Managing Director, in succession to Mr. Sandeep Sangwan, for a term of five years, from 1 November 2024 to 31 October 2029.



The said appointment was approved by the shareholders through postal ballot which concluded on 12 October 2024.

Mr. Mayank Pandey (DIN: 09274832) ceased to be a Wholtime Director, effective close of business hours on 30 July 2024, to pursue another role within bp.

Mr. Deepesh Baxi (DIN: 02509800) shall cease to be the Chief Financial Officer & Wholtime Director, effective close of business hours on 13 March 2025, following his resignation from the services of the Company.

The Board and Management express their deepest gratitude to Mr. R Gopalakrishnan, Mr. Uday Khanna, Mr. Sashi Mukundan, Ms. Nicola Buck, Mr. Udayan Sen, Mr. Sandeep Sangwan, Mr. Deepesh Baxi and Mr. Mayank Pandey for their guidance, consistent value creation, and direction to the Company during their association with the Company.

In accordance with the provisions of the Act, Mr. Saugata Basuray (DIN: 09522239), Wholtime Director of the Company, shall retire by rotation at the ensuing 47<sup>th</sup> Annual General Meeting, and being eligible has offered himself for re-appointment. Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 3 February 2025, has recommended his re-appointment at the AGM.

Mr. Siddharth Shetty, Managing Counsel, was re-appointed as Key Managerial Personnel with effect from 3 May 2024.

Details of the Directors proposed to be appointed/re-appointed at the ensuing 47<sup>th</sup> Annual General Meeting of the Company, as required under Regulation 36(3) of the SEBI Listing Regulations and SS - 2 (Secretarial Standards on General Meetings), are provided at the end of the Notice convening the 47<sup>th</sup> Annual General Meeting.

The Independent Directors of the Company have certified their independence to the Board, stating that they meet the criteria for independence as mentioned under Section 149(6) of the Act. There was no change in the composition of the Board of Directors and Key Managerial Personnel during the year under review, except as stated.

The Board is of the opinion that the Independent Directors of the Company have fulfilled the conditions as specified in SEBI Listing Regulations, are independent of the management, possess requisite qualifications, experience, proficiency and expertise

in the fields of finance, people management, strategy, auditing, tax and risk advisory services, banking and they hold highest standards of integrity.

The Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs ('IICA') as required under Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014.

## 7. Policy on Nomination, Independence, Remuneration, Diversity and Evaluation

The Policy on Nomination, Independence, Remuneration, Diversity and Evaluation, approved by the Nomination and Remuneration Committee and adopted by the Board of Directors of the Company, is annexed as **Annexure I** to this report of the Board to the shareholders. During the year under review, the policy was amended to align with the amendment in law. This policy is also available on the website of the Company at [https://www.castrol.com/content/dam/castrol/country-sites-new/en\\_in/india/home/documents/investors/nrc\\_policy\\_cil\\_2018.pdf](https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/investors/nrc_policy_cil_2018.pdf).

## 8. Board Evaluation

The Policy on Nomination, Independence, Remuneration, Diversity and Evaluation ('Policy') adopted by the Board of Directors provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairperson of the Board. The Policy provides that evaluation of the performance of the Board as a whole and the Board Committees and individual Directors shall be carried out annually.

The Board, in consultation with its Nomination and Remuneration Committee, has formulated a framework containing, *inter-alia*, the criteria for annual performance evaluation process of Board, Committees and individual Directors.

The annual performance evaluation was conducted in accordance with the framework and each board member completed a confidential online questionnaire, sharing vital feedback and identified areas that showed scope for improvement.

The Independent Directors discussed the results of the performance evaluation at their meeting held on 3 February 2025. The overall outcome of the performance evaluation was positive with the Board identifying key areas for focus going forward and improving the effectiveness of discussions at the meetings. This will include *inter alia* dedicating more time on the Company's business and strategy, reviewing key issues if any having potential material



impact on the Company and devoting more time by engagements beyond board meetings.

## 9. Board and Committees

The Board met six times during the year, details of which are given in the Corporate Governance Report that forms part of this annual report. Additionally, a strategy meeting was held in Feb 2024 and Sept 2024. The intervening gap between the meetings was within the period prescribed under the Act and the SEBI Listing Regulations. During the year under review, the Board has accepted the recommendations of the Audit Committee. Details of all the Committees of the Board have been given in the Corporate Governance Report.

## 10. Corporate Governance

The Company has put in place governance practices as prevalent globally. The Corporate Governance Report and the Auditor's Certificate regarding compliance of conditions of Corporate Governance are made part of the annual report.

## 11. Corporate Social Responsibility

At Castrol, we believe that we have a responsibility to bring enduring positive value to communities we work with. In line with our core theme to keep India moving, we have and will continue to build enduring and engaging relationships with key stakeholders in the mobility sector.

Truck drivers and mechanics are two key stakeholders who play a significant role in keeping the wheels of this sector moving. Truck drivers carry the majority of freight traffic in the country while mechanics service one of the largest automotive markets in the world. However, their skills, livelihood opportunities and socio-economic conditions need more focus.

At Castrol, we are committed to making a positive impact in the lives of truck drivers and mechanics by preparing them to face today's reality and leverage tomorrow's opportunity. In line with this vision, the Company focusses on two key flagship CSR programmes:

- Programme for holistic development of truck drivers - Castrol Sarathi Mitra
- Programme for mechanics with an aim to strengthen skills development in automotive and industrial sectors, with a focus on technology - Castrol Eklavya

Additionally, Castrol continues to support community development initiatives around areas of operations and presence. The Company, from time to time, supports humanitarian aid activities in India, by providing relief and rehabilitation to people impacted by natural disasters.

The Corporate Social Responsibility Policy is available on the website of the Company at [https://www.castrol.com/content/dam/castrol/country-sites-new/en\\_in/india/home/documents/about-castrol/cil-csr-policy-2021.pdf](https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/about-castrol/cil-csr-policy-2021.pdf). The annual report on CSR activities is annexed to this report as **Annexure II**.

## 12. Directors' Responsibility Statement

Pursuant to the requirement under Sections 134(3)(c) and 134(5) of the Act, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- In the preparation of the annual accounts for the year ended 31 December 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- The directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31 December 2024 and of the profit of the Company for the year ended on that date;
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The directors have prepared the annual accounts on a 'going concern' basis;
- The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are efficient and operating effectively.

The aforesaid statement has also been reviewed and confirmed by the Audit Committee of the Board of Directors of the Company.



### 13. Risk Management and Adequacy of Internal Financial Controls

The Company has set up a Risk Management Committee and has adopted a Risk Management Policy, the details of which are given in the Corporate Governance Report that forms part of this annual report.

The Company maintains an adequate and effective internal control system commensurate with its size and complexity. We believe that these internal control systems provide, among other things, a reasonable assurance that transactions are executed with management authorization and that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles and that the assets of the Company are adequately safe guarded against significant misuse or loss. An independent internal audit function is an important element of the Company's internal control system. The internal control system is supplemented through an extensive internal audit programme and periodic review by management and Audit Committee.

The Company has in place, adequate Internal Financial Controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

### 14. Related Party Transactions

The Company has adopted a Related Party Transactions Policy. The Audit Committee reviews this policy periodically and also reviews and approves all related party transactions, to ensure that the same are in line with the provisions of applicable laws and the Policy.

The Committee approves the related party transactions and wherever it is not possible to estimate the value, approves limit for the financial year, based on best estimates. All related party transactions are reviewed by an independent accounting firm to establish compliance with policy and limits approved.

All related party transactions entered during the year were in the ordinary course of the business and on arm's length basis. No material related party transactions were entered into during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC-2 is not applicable to the Company.

In conformity with the requirements of the Act, read with the SEBI Listing Regulations, the Policy to deal with related party transactions is also available on Company's website at [https://www.castrol.com/content/dam/castrol/country-sites-new/en\\_in/india/home/documents/investors/rpt-policy.pdf](https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/investors/rpt-policy.pdf).

### 15. Deposits

The Company has not accepted any deposits under Chapter V of the Act during the financial year and as such, no amount on account of principal or interest on deposits from public is outstanding as on 31 December 2024.

### 16. Particulars of Loans given, Investments made, Guarantees given and Securities provided

Pursuant to Section 186 of the Companies Act, 2013 and Schedule V to the SEBI Listing Regulations, disclosure on particulars relating to Loans, Guarantees and Investments are provided as part of the financial statements in Note No. 4.6.

### 17. Conservation of Energy, Technology Absorption, Research & Development (R&D) and Foreign Exchange Earnings and Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided as **Annexure III**.

### 18. Material Changes occurred after end of Financial Year

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

### 19. Auditors

#### Statutory Auditor

The shareholders at the 44<sup>th</sup> Annual General Meeting held on 8 June 2022, approved the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, for a second term of 5 (five) years to hold office till the conclusion of 49<sup>th</sup> Annual General Meeting of the Company.

The statutory auditors have confirmed their eligibility and submitted the certificate in writing that they are not disqualified to hold the office of the statutory auditor. The report given by the statutory auditor on the financial statements of the Company forms part of the annual report. There is no qualification, reservation, adverse remark or disclaimer given by the statutory auditor in their report.



**Cost Auditor**

M/s. Kishore Bhatia & Associates, Cost Accountants, carried out the cost audit for the Company for the year under review. They have been re-appointed as cost auditors for the financial year ending 31 December 2025. A remuneration of ₹4,50,000/- (Rupees Four Lakh Fifty Thousand only) plus applicable taxes and out of pocket expenses has been fixed for the cost auditors subject to the ratification of such fees by the shareholders at the 47<sup>th</sup> AGM. Accordingly, the matter relating to ratification of the remuneration payable to the cost auditors for the financial year ending 31 December 2025 is placed at the 47<sup>th</sup> AGM. The Company has maintained cost records as specified under sub-section (1) of Section 148 of the Companies Act, 2013 and the same shall be audited by the cost auditor i.e. M/s. Kishore Bhatia & Associates, Cost Accountants for the financial year 2025.

**Secretarial Auditor**

The Board had appointed M/s. S. N. Ananthasubramanian & Co., Company Secretaries in Whole-time Practice, to carry out secretarial audit under the provisions of Section 204 of the Act, for the financial year ended 31 December 2024. The secretarial auditor's report to the shareholders does not contain any qualification and is annexed to this report marked as **Annexure IV**.

**20. Compliance with Secretarial Standards on Board and General Meetings**

During the financial year, the Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

**21. Particulars of Employees**

Disclosures with respect to the remuneration of directors and employees as required under Section 197 of the Act, and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been annexed to this report as **Annexure V**.

Details of employee remuneration as required under provisions of Section 197 of the Act, and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms a part of this report. As per the provisions of Section 136 of the Act, the report and financial statements are being sent to the shareholders of the Company and others entitled thereto, excluding the statement on particulars of employees.

Copies of said statement are available at the registered office of the Company during the designated working hours from 21 days before the Annual General Meeting. Any shareholder interested in obtaining such details may write to the corporate secretarial department at the registered office of the Company.

**22. Prevention of Sexual Harassment at Workplace**

The Company firmly believes in providing a safe, supportive and friendly workplace environment – a workplace where our values come to life through the supporting behaviors. Positive workplace environment and a great employee experience are integral part of our culture. The Company continues to take various measures to ensure a workplace free from discrimination and harassment based on gender.

The Company educates its employees as to what may constitute sexual harassment and in the event of any occurrence of an incident constituting sexual harassment. The Company has created the framework for individuals to seek recourse and redressal to instances of sexual harassment.

During the year, the Company conducted various training and sensitization sessions on prevention of sexual harassment at workplace for its employees, workmen and others at various locations. The said sessions were facilitated by an external trainer.

The Company has a Sexual Harassment Prevention and Grievance Handling at the Workplace Policy in place to provide clarity around the process to raise such a grievance and how the grievance will be investigated and resolved. An Internal Committee has been constituted in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year, no complaint of sexual harassment was reported.

**23. Vigil Mechanism**

The Company has a very strong whistle blower policy viz. 'Open Talk'. The Whistle blowers also have direct access to the Chairperson of the Audit Committee in case they wish to report any concern. The Company has provided a dedicated email id for reporting such concerns. All cases registered under Whistle Blower Policy of your Company are reported to and are subject to the review by the Audit Committee.

## 24. Annual Return

The annual return of the Company as required under the Companies Act, 2013 will be available on the website of the Company at [https://www.castrol.com/en\\_in/india/home/investors/general-meeting.html](https://www.castrol.com/en_in/india/home/investors/general-meeting.html).

## 25. General Disclosures

The Directors state that no disclosure or reporting is required in respect of the following items as there were no such transactions during the year under review:

1. Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
2. Issue of Equity Shares (including Sweat Equity Shares) to employees of the Company, under any scheme.
3. The Company has not resorted to any buy back of its Equity Shares during the year under review.
4. The Company does not have any subsidiaries. Hence, neither the Managing Director nor the Wholetime Directors of your Company received any remuneration or commission during the year, from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operations in future.
6. No fraud has been reported by auditors under subsection (12) of section 143.

7. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof – Not Applicable.
8. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year – Not Applicable.

## 26. Acknowledgement

The Board wishes to place on record its sincere appreciation of the efforts put in by the Company's employees for achieving encouraging results. The Board also wishes to thank the shareholders, distributors, vendors, customers, bankers, government and all other business associates for their support during the year.

### On behalf of the Board of Directors

#### Kedar Lele

Managing Director  
DIN: 06969319

#### Deepesh Baxi

Chief Financial Officer & Wholetime Director  
DIN: 02509800

**Place:** Mumbai

**Date:** 3 February 2025



## Annexure I

### Policy on Nomination, Remuneration, Diversity and Evaluation

(Consolidated Policy approved by the Board of Directors on 6 February 2018)

This Policy of Castrol India Limited (the 'Company') shall be referred to as 'Policy on Nomination, Remuneration, Diversity and Evaluation (the 'Policy')'. This Policy shall act as a guideline for 'Nomination and Remuneration Committee' (the 'Committee') on matters relating to Appointment of Directors including Independent Directors, Remuneration of Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel, Board evaluation and Board Diversity. This Policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations, 2015') and is subject to the provisions of other applicable laws as amended from time to time.

#### 1. Policy

The Committee is responsible for recommending this Policy to the Board including any amendments to be made in this Policy.

#### 2. Review of the Policy

The Board of Directors (the 'Board') is responsible for approving and overseeing implementation of this Policy and the same will be reviewed and reassessed by the Committee as and when required and appropriate. Recommendations shall be made to the Board to update this Policy for reasons that include but are not limited to regulatory changes.

Implementation of this Policy shall be the responsibility of the Company Secretary & Compliance Officer who shall advise the Board from time to time. All the terms like Director, Managing Director, KMP, Independent Director, Remuneration, Committee shall have the same meaning as assigned under the Act read with SEBI Listing Regulations, 2015.

The power to interpret and administer the Policy shall rest with the Chairperson of the Committee whose decision shall be final and binding. The Chairperson is also empowered to make any supplementary rules/orders to ensure effective

implementation of the Policy. These will, however, be reported to or placed before the Committee, from time to time, to ensure the Committee's oversight on these issues.

#### 3. Policy on Appointment of Directors:

- a. In accordance with Company's Articles of Association, the Board determines, from time to time, the size of the Board and may fill any vacancies that occur between annual general meetings. The Committee periodically evaluates and makes recommendations to the Board concerning the appropriate size of the Board based upon the needs of the Board.
- b. Appointment of a Director will be based on the outcome of a proper planning. The Committee shall consider the standards of qualification, expertise and experience of the candidates for appointment as Director and accordingly recommend to the Board his/her appointment. The Committee will assess skill sets, the Board needs to have for the industry the Company operates in and also in view of Group corporate philosophy and governance standards.
- c. The Committee shall request reference internally for a candidate having relevant experience or from external consultants or any other source as deemed appropriate by the Committee.
- d. For inducting Directors, the Committee members shall personally meet the potential candidate and assess suitability of the candidate for the role in view of Castrol values and standards of governance.
- e. The Committee shall recommend appointment of the shortlisted candidate for directorship to the Board for its consideration. The Committee shall also recommend compensation that can be paid to a Director, commensurate to the industry norms and position.
- f. If position of a Director suddenly becomes vacant by unanticipated occurrence of any event, the Committee shall meet at the earliest opportunity to discuss succession and fill such vacancy.

g. Criteria for selection:

- i. The Board candidate should be of the highest ethical character and share the values of Castrol as reflected in the Code of Conduct and Corporate Governance principles. Board candidate should have reputation, both personal and professional, consistent with the image and reputation of Castrol.
- ii. The Board candidate should be of the highest moral and ethical character. The candidate must exhibit independence, objectivity and be capable of serving as a representative of the stockholder.
- iii. The Board candidate should have the personal qualities to be able to make a substantial active contribution to Board deliberations. These qualities include intelligence, self-assuredness, a high ethical standard, inter-personal skills, independence, courage, and willingness to ask the difficult questions, communication skills and commitment.
- iv. The Board candidate must be willing to commit, as well as have, sufficient time available to discharge the duties of Board membership and should not have any prohibited interlocking relationships or conflict of interest.
- v. Board Candidate should be highly accomplished in its respective field, with superior credentials and recognition.
- vi. In recognition of the fact that the foundation of the Company is in lubricants industry, the Board should prefer person who has relevant experience. A candidate should have extensive and relevant leadership experience including understanding of the complex challenges of enterprise leadership. International experience will in many cases be considered a significant positive characteristic in a Board candidate's profile. An ideal Board candidate will have gained this experience in one or more of the settings outlined below:

- Business – The Board candidate is or has been the Chief Executive Officer, Chief Operating Officer or other major operating or officer of a major corporation, with a background in law / marketing / finance / business operations / strategic management.
- Industry – The Board candidate has experience in the fast-moving consumer goods (FMCG) industry/ automobile industry or another complementary field.
- Information Technology – The Board candidate should have fair understanding of information technology, e-commerce or digital marketing and also of regulatory framework in which the industry operates.
- In considering candidates for election to the Board of Directors, the Board should constantly be striving to achieve the diversity of the communities in which the Company operates. The Committee shall work with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience as per Diversity Policy of the Company.

#### 4. Policy on Independence of Directors

For the Independent Directors, the Committee shall assess the independence of Directors at the time of appointment/re-appointment and the Board shall assess the same annually as per the 'Policy on Independence of Directors'. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

The Independent Directors shall abide by the 'Code for Independent Directors' as specified in Schedule IV to the Act. This policy is subject to the provisions of the Companies Act, 2013 and Listing Regulations issued by Securities and Exchange Board of India (SEBI) from time to time and that the Nomination



and Remuneration Committee/Board to assess the Independence of Independent Directors of the Company according to the criteria of Independence laid down by the Companies Act, 2013 read with Listing Regulations.

## 5. Policy on Remuneration of Directors

While determining Remuneration, the Committee shall take into account –

- a. Salary level of new director/employee is competitive, relative to the peer group.
- b. Variable remuneration is awarded within the parameters and is subject to a requirement of continued service and corporate performance condition.
- c. Where an existing employee is promoted to the Board, the Company will honour all existing contractual commitments including any outstanding share awards or pension entitlements.
- d. Where an individual is relocating in order to take up the role, the Company may provide certain one-off benefits such as reasonable relocation expenses, accommodation for a period following appointment and assistance with visa applications or other immigration issues and ongoing arrangements such as tax equalization, annual flights home, and housing allowance.
- e. Where an individual would be forfeiting valuable remuneration in order to join the Company, the Committee may award appropriate compensation based on evidence.

In making/revising remuneration package, the Committee would balance shareholder expectations, current best practice and the requirements of any new recruit.

The Committee may recommend to the Board, changes in remuneration terms of Directors, Key Managerial Personnel or Senior Management Personnel subject to the provisions of the Act and applicable Group policies, regulations of Service, Code of Ethics and Principles of legal compliance framed and adopted by the Company from time to time. The Directors and Key Managerial Personnel/ Senior Management Personnel shall superannuate

as per the applicable provisions of the regulation and prevailing policy of the Company. The Board of Directors will have the discretion to retain the Whole-time Director, Key Managerial Personnel and Senior Management Personnel in the same position/ remuneration or revised remuneration after attaining the age of superannuation, for organizational development reasons.

The Committee will discuss succession plans for the Directors, Key Managerial Personnel and Senior Management Personnel in consonance with the Company's policies, as applicable from time to time.

### i. Remuneration for Independent Directors (IDs) and Non-Independent Non-Executive Directors (NED)

The remuneration should be sufficient to attract, motivate and retain world-class, non-executive talent. Remuneration practice should be consistent with recognized best practice standards for Chairman and NED remuneration. The aggregate annual remuneration payable to the NEDs is determined by shareholder resolution, subject to the limits of Law. The Non-Executive Directors nominated by Promoters are not entitled to receive any remuneration.

- a. Directors Sitting Fees – The NEDs are entitled to sitting fees as determined by the Board from time to time for attending Board/Committee meetings thereof in accordance with the provisions of Act. Sitting fees amount may be subject to review on a periodic basis, as required. Within the parameters prescribed by law, the payment of sitting fees will be recommended by the Committee and approved by the Board.
- b. Profit-linked Commission – The profit-linked commission shall be paid to the NEDs within the monetary limit approved by the shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Act. Amount of Commission would be determined considering the overall performance of the Company, attendance at the meetings of Board/Committees,

Membership/Chairmanship of Committees and contribution by the respective NEDs. The Committee will recommend to the Board, the quantum of commission for each Director based upon the outcome of the evaluation process.

- c. The IDs and NEDs are not entitled to any stock options of the Company.

NEDs are supported through the Company Secretary's office. This support includes assistance with travel and transport, security advice (when needed) and administrative services. NEDs shall be issued letters of appointment that recognize that, their service is at the discretion of shareholders.

The quantum and structure of the Chairman's remuneration is set by the Board based upon a recommendation from the Nominations Committee. The Chairman is not involved in setting his own remuneration. The Chairman's office is not maintained by the Company however he is provided administrative support and all reasonable travelling, communication and other expenses incurred in carrying out his duties are reimbursed.

## ii. **Remuneration for Managing Director (MD)/ Whole-time Directors (WTDs)/Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs)**

- a. The remuneration policy for the Managing Director (MD)/Whole-time Directors (WTDs)/KMPs and Senior Management Personnel (SMPs) shall be guided by five key principles.

- i. Linked to strategy: A substantial proportion of remuneration is linked to success in implementing the Company's strategy.
- ii. Performance related: A major part of total remuneration varies with performance, with the largest elements being share based, further aligning with shareholders' interests.
- iii. Long term: The structure of pay is designed to reflect the long-

term nature of Castrol's business and the significance of safety and environmental risks.

- iv. Informed judgement: There are quantitative and qualitative assessments of performance with the Committee making informed judgement within a framework approved by shareholders.
- v. Fair treatment: Total overall pay takes account of both the external market and Company conditions to achieve a balanced, 'fair' outcome.

- b. The aim of this policy is to ensure that whole-time directors are remunerated in a way that reflects the Company's long-term strategy. Consistent with this, a high proportion of directors' total potential remuneration has been, and will be, strongly linked to the Company's long-term performance. Salaries will normally be set in the home currency of the Director and reviewed annually. Remuneration shall comprise of two broad components; fixed and variable. Fixed portion comprises of Base pay and perquisites and variable pay termed as Performance Linked Bonus (PLB) comprises of a pre-determined maximum compensation that can be paid at the end of the performance year. Entire remuneration shall be paid as per the contract approved by the Board and terms approved by shareholders, as under:

- i. Fixed Component – This includes Salary and other perquisites/benefits. This provides base-level fixed remuneration to reflect the scale and dynamics of the business and to be competitive with the external market. Basic/fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience. In addition to the basic/fixed salary, the Company may provide employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle



and to offer scope for savings and tax optimization, where possible. The Company may also provide all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through re-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance.

- ii. Performance Linked Bonus (PLB) – The specific amount payable to the MD/EDs would be based on performance as evaluated by the Board. It provides a variable level of remuneration dependent on short-term performance against the annual plan. Total overall Bonus is based on performance relative to measures and targets reflected in the annual plan, which in turn reflects Company's strategy.
- iii. Retirals in the form of contribution to Provident Fund, Superannuation and Gratuity be paid as per statutory requirements.
- iv. Based on the organizational need for retaining high performing employees and also those who are playing critical roles, from time to time, certain retention features may be rolled out as part of the overall compensation package. These may take form of Retention Bonuses, group Share Value Plan etc.
- v. Severance Pay may be awarded (under supervision and with approval of the Committee) to the eligible MD/ WTDs/KMPs/SMPs in case of major organizational structuring(s).
- vi. Long Term Incentives may be awarded (under supervision and with approval of the Committee) to the eligible MD/ WTDs/KMPs/SMPs based on their contribution to the performance of the Company, relative position in the organization, and length of service.

- c. Annual Compensation Review – The compensation review year will be financial year of the Company. The annual compensation review, as a part of the performance management system cycle, shall be guided by Industry/business outlook, employee differentiation based on individual performance rating achieved during the applicable performance year.

## 6. Board Evaluation

- a. The Board is committed to assessing its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning. Towards this end, the Committee shall establish the criteria and processes for evaluation of performance of Individual Directors, Chairperson of the Board, the Board as a whole and the Committees of the Board and recommend the same to the Board.
- b. The Board is responsible for monitoring and reviewing of the Board Evaluation framework.
- c. The Committee shall
  - i. formulate criteria for evaluation of performance of independent directors and the board of directors;
  - ii. carry out evaluation of every director's performance;
  - iii. determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- d. The performance evaluation shall take place annually. It shall be the responsibility of the Chairperson of the Committee to organize the evaluation process.
- e. The appointment/re-appointment/continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.
- f. The process and criteria for evaluation shall be guided by the 'Guidance Note on Board Evaluation' issued by SEBI (No. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5,

2017), applicable provisions of the SEBI Listing Regulations, 2015 and the Act and amendments/modifications thereto made from time to time.

## 7. Meeting of Independent Directors

The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and members of the management.

Such meeting shall:

- a. review the performance of Non-Independent Directors and the Board as a whole;
- b. review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- c. assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors may call such meeting(s) at any point of time as desired.

## 8. Board Diversity Policy

1. The Board Diversity Policy aims to set out the approach to achieve diversity on the Board of Directors of the Company. Building a diverse and inclusive culture is integral to the success of Company. Ethnicity, age and gender diversity, underpinned by meritocracy are areas of strategic focus for the employee base and the same principle is applied to the composition of Board.

## 2. Policy Statement

The Board of Directors shall comprise of Directors having expertise in different areas/ fields like Strategic Planning, Finance, Law, Sales, Engineering or as may be considered appropriate. In designing the Board's composition, Board diversity shall not be limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. The Board shall have at least one Board member who has accounting or related financial management expertise and at least one-woman director.

The Board recognizes the benefits that diversity brings to the Board. In considering the composition of the Board, directors will be mindful of:

- a. Diversity: ensuring the Board and the Company reflects the global communities in which it works;
- b. Inclusiveness: creating an environment where all board members, employees and business partners are valued and can give of their best;
- c. Meritocracy: ensuring that Board appointments are made on the basis of merit alone.

The Board delegates the search and nomination of new directors to the Committee. When considering the nomination of new directors, the Committee will evaluate the balance of skills, knowledge and experience on the Board in order to identify the capabilities desirable for a particular appointment. Such evaluations will also consider the diversity the individual brings to the overall Board and will aim to ensure as diverse a mix as possible.



## Annexure II

### The Annual Report on Corporate Social Responsibility (CSR) [Pursuant to The Companies (Corporate Social Responsibility Policy) Rules, 2014]

#### 1. Brief outline on the CSR policy of the Company

At Castrol India Limited ('CIL'), we believe that we have a responsibility to bring enduring positive value to communities we work with. In line with our core theme to keep India moving, we have and will continue to build enduring and engaging relationships with key stakeholders in the mobility sector.

Truck drivers and mechanics are two key stakeholders who play a significant role in keeping the wheels of this sector moving. Truck drivers carry the majority of freight traffic in the country while mechanics service one of the largest automotive markets in the world. However, their skills, livelihood opportunities and socio-economic conditions need more focus.

At CIL, we are committed to making a positive impact in the lives of truck drivers and mechanics by preparing them to face today's reality and leverage tomorrow's opportunity.

#### Vision:

Transforming the lives of truck drivers and mechanics towards a sustainable livelihood and building pride in their professions.

#### Mission:

To prepare truck drivers and mechanics in India for today's reality and tomorrow's opportunity by:

- Enabling sustainable livelihoods and making them future-ready through upskilling.
- Providing opportunities for socio-economic growth through financial literacy and entrepreneurship development.
- Building pride in their professions through multiple programmatic interventions and platforms.

In line with this vision, CIL now focusses on two key flagship CSR programmes:

- Programme for holistic development of truck drivers - Castrol Sarathi Mitra
- Programme for mechanics with an aim to strengthen skills development in automotive and industrial sectors, with a focus on technology - Castrol Eklavya

Additionally, the Company continues to engage with communities around areas of operations and presence through various community development programmes focused on education and upskilling for youth and women.

The Company, from time to time, supports humanitarian aid activities in India, by providing relief and rehabilitation to people impacted by natural disasters.

The Company follows an approach of initiating pilot projects to test on-ground relevance with leading non-governmental organisations (NGOs). Based on stakeholder response, their experience and contribution to agenda, the projects are accordingly scaled up or redesigned. Encouraged by the response, the portfolio continues to grow with expanding alliances and investments.

#### Composition of CSR Committee:

Sr. No.	Name of the Member	Designation/ Nature of Directorship	No. of Meetings held during the year	No. of meeting attended during the year
1	Ms. Sangeeta Talwar <sup>@</sup>	Chairperson	2	2
2	Mr. Rakesh Makhija <sup>*</sup>	Member	2	2
3	Mr. Sashi Mukundan <sup>§</sup> (upto 31 October 2024)	Member	2	2
4	Mr. Kartikeya Dube (w.e.f. 1 November 2024)	Member	NA	NA
5	Mr. Sandeep Sangwan <sup>¶</sup> (upto 31 October 2024)	Member	2	2
6	Mr. Kedar Lele <sup>#</sup> (w.e.f. 1 November 2024)	Member	NA	NA
7	Mr. Deepesh Baxi	Member	2	2

@ appointed as the Chairperson of the committee w.e.f. 1 October 2024.

\* Chairperson of the Committee up to 30 September 2024 and continued as Member effective 1 October 2024.

2. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company - [https://www.castrol.com/content/dam/castrol/country-sites-new/en\\_in/india/home/documents/about-castrol/cil-csr-policy-2021.pdf](https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/about-castrol/cil-csr-policy-2021.pdf).

3. Provide the executive summary along with web-link(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable - [https://www.castrol.com/en\\_in/india/home/about-castrol/corporate-social-responsibility.html](https://www.castrol.com/en_in/india/home/about-castrol/corporate-social-responsibility.html).

The Company had appointed Soulace Consulting Pvt Ltd to undertake impact assessment for the two flagship CSR programmes, Castrol Sarathi Mitra and Castrol Eklavya. The key findings from the assessment study are as follows:

**Castrol Sarathi Mitra – programme for holistic development of truck drivers**

Modules	Overall score (1-5, 5 being the highest)	Key Impact
Road Safety	4.5	<ul style="list-style-type: none"> <li>Enhanced knowledge for road safety rules</li> <li>Reduced risks of accident &amp; injury</li> <li>Enhanced efficiency in attending breakdowns</li> <li>Improved knowledge related to rules has decreased the number of challans</li> </ul>
Financial Literacy	4.2	<ul style="list-style-type: none"> <li>Reduced need to carry cash</li> <li>Increased savings and investments for management for their earnings</li> <li>Increased social security</li> </ul>
Health and Hygiene	4.2	<ul style="list-style-type: none"> <li>Improved vision</li> <li>Mental wellbeing</li> <li>Well informed for balanced diet</li> <li>Energised while driving</li> <li>Reduced body pain</li> </ul>
Overall Sarathi Mitra Training Programme	4.5	<ul style="list-style-type: none"> <li>Sense of pride in profession</li> <li>Increased motivation</li> </ul>

**Castrol Eklavya – programme for upskilling of mechanics**

Modules	Overall score (1-5, 5 being the highest)	Key Impact
Skilling – technical skills	4.8	<ul style="list-style-type: none"> <li>Safer workplace</li> <li>Increased productivity</li> <li>Increased income</li> <li>Enhanced morale &amp; continuous improvement</li> </ul>
Skilling – financial literacy	4.1	<ul style="list-style-type: none"> <li>Increased savings per month</li> <li>Increased investments per month</li> <li>Better standard of living</li> <li>Decrease in cash transaction</li> </ul>
Skilling – life skills	4.2	<ul style="list-style-type: none"> <li>Improved ability to deal with customers</li> <li>Improved work etiquette</li> <li>Improved entrepreneurial skills</li> </ul>
Overall Eklavya programme	4.5	<ul style="list-style-type: none"> <li>Sense of pride in profession</li> <li>Increased self esteem</li> </ul>

**4. (a) Average net profit of the Company as per sub-section (5) of Section 135**

Average net profit of the Company for last three financial years (2021, 2022 and 2023) calculated in accordance with the provisions of the Section 198 of the Companies Act, 2013 is **₹1159.06 Crore**

(b) Two percent of average net profit of the Company as per sub-section (5) of Section 135 is **₹23.18 Crore**

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years – **Nil**

(d) Amount required to be set-off for the financial year, if any – **₹0.12 Crore**

(e) Total CSR obligation for the financial year [(b)+(c)-(d)] – **₹23.06 Crore**



5. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) – ₹21.96<sup>#</sup> Crore
- (b) Amount spent in Administrative Overheads – ₹1.16 Crore
- (c) Amount spent on Impact Assessment, if applicable – ₹0.08 Crore
- (d) Total amount spent for the financial year [(a)+(b)+(c)] – ₹23.20<sup>#</sup> Crore
- (e) CSR amount spent or unspent for the Financial Year:

Total Amount spent for the financial year (₹ in Crore)	Amount unspent (₹ in Crore)
23.20 <sup>#</sup>	Nil

- (f) Excess amount for set-off, if any:

Sr. No	Particular	Amount (₹ in Crore)
(1)	(2)	(3)
i.	Two percent of average net profit of the Company as per sub-section (5) of Section 135	23.06*
ii.	Total amount spent for the financial year	23.20 <sup>#</sup>
iii.	Excess amount spent for the financial year [(ii)-(i)]	0.14
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v.	Amount available for set-off in succeeding financial years [(iii)-(iv)]	0.14

\* Net of excess contribution from FY 2023 set-off in the current financial year

<sup>#</sup> Includes a provision of Rs.0.97 Crore towards liabilities arising out of on going CSR projects for activities incurred as part of contractual obligation during the year. The payment was made based on review, assessment and confirmations around progress of ongoing activities undertaken under the agreement and confirmations taken. The same has been spent by the Company by 28 January 2025 (within a period of 30 days from the Balance Sheet date); hence the Company has not transferred the unspent amount to special account as required under provision of sub-section (6) of Section 135 of the Act.

6. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years: **Nil**
7. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: **No**
8. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135: **NA**

**Kedar Lele**  
Managing Director  
DIN: 06969319

**Sangeeta Talwar**  
Chairperson, CSR Committee  
DIN: 00062478

**Place:** Mumbai

**Date:** 3 February 2025

### Annexure III

**Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo required under the Companies (Accounts) Rules, 2014**

#### A. Conservation of Energy

##### I. Capital investment on energy conservation equipment

- a. ₹12 Lakh towards replacement of low efficiency pumps with Higher efficiency pumps with IE3 motors.
- b. ₹20 Lakh towards solar plant installation on Panel Room Roof.
- c. ₹82 Lakh towards. Sewage Treatment Plant to reduce 50% freshwater usage.
- d. ₹15 Lakh for converting conventional discharge lamps to LED lamps.

##### II. Steps taken or impact on conservation of energy

- Optimizing agitator & recirculation pump used during mixing operations resulting in reduction of 30,000 units of energy.
- Optimization of Electrical Heat Tracing Operation required for process heating resulting in energy savings of 46,400 units.
- Raw material optimization in product formulations – resulting in energy savings across portfolio.
- Batch cycle time reduction by optimizing the agitator running time.
- Reduction in Maximum Demand in MSEB bill from 1400 KVA to 1050 KVA resulting a saving of ₹7.2 Lakh.
- Temperature optimization in blending resulting in savings of approx. ₹10 Lakh.
- Pneumatic Pressure optimization and regular Kaizen for correcting pneumatic air leaks
- Optimizing air conditioner cooling in common areas to > 24 deg.
- Thermic fluid heater operating range temperature optimization resulting around 300 Ltrs of HSD saving on annual basis.
- Optimizing Label storage room temperature settings resulting in savings around 350 KWH annually.
- Timers incorporated in Lighting power resulting savings around 300 KWH annually.

#### III. Sustainability

- a. Transition to on site solar electricity usage in Silvassa, resulting in approx. 25% of CO2 reduction for the plant for FY 2024.
- b. Capital invest of ₹3 Lakh for organic waste converter, resulting in 3 Mt of compost generation to be used for gardening.
- c. Sewerage treatment plant installation to reduce the freshwater usage by 50%.
- d. 20 KWp solar panel installation expecting 30,000 units annual saving post commissioning.

#### B. Technology Absorption

##### I. Efforts made towards technology absorption

- The Company continued to derive sustainable benefits from technology activities (analytical testing and blending) operating out of Silvassa laboratory and technology deployment activities carried out for India region.
- This was another year where the Company's product development and deployment capability helped the business meet pressing consumer needs, partner closely with its customers and leverage strengths of its global affiliates to meet the needs of the local market.
- The Company launched products throughout financial year 2024 in motorcycle, cars, commercial vehicles, Industrial & HD spaces, with superior benefits to consumers. The Company continued with its introduction of BS VI ready products which will help the country with its low carbon future. This also included low viscosity products.
- Company upgraded its products for MAGNATEC portfolio, these products have molecule with DUALOCK technology which cling to the surface, lock with each other, and protect the critical engine parts providing 50% better protection.
- Company continues to upgrade its ACTIV portfolio which gives superior protection. The 3X Protection has Actibond Technology, which provides 50% better wear protection during start-up, while running and even when it's switched off.



- Company launched new products in its EDGE portfolio to unlock the very edge of performance to get on-demand performance. The products launched were EDGE HYBRID 0W-16, EDGE SUV 0W-30, EDGE EURO CAR 0W-20.
- The Company continued to work with major local and global OEMs in motorcycles, passenger cars, commercial vehicle segment to develop products tailor made for their requirement in Indian market.
- Key products were upgraded with API & ACEA specification for their performance across the portfolio of ACTIV, POWER 1, POWER 1 ULTIMATE, GTX, MAGNATEC, EDGE, CRB.
- New grease products were introduced into the market under the SPHEEROL brands. These included products in the non-lithium ranges.
- Field trials were carried out in India conditions to generate performance data for products in local conditions which were used to build claims across the portfolios.
- The Company continued with localization projects across the three plants for industrial and automotive portfolio. These projects aimed at looking at cost optimized formulations and raw materials.

## II. Imported technology

- Automotive: High performance automotive lubricants were introduced into Indian market within the last 3 years including some EDGE brand products. Thermal management and transmission oil play a significant role in an electric vehicle.

The Company continued to work with OEMs to develop e-fluids for their requirement as they continued to develop newer platforms. The Company supplies e-fluids to top EV OEM's in India.

- Industrial: High performance and metal working lubricants were introduced into the Indian market within last 3 years. Some of the products were used in various industrial applications in the XBB, Alusol, Techniclean, Optigear portfolio.

III. Expenditure on R&D	(₹ in Crore)
Capital	3.69
Recurring	14.66
<b>Total</b>	<b>18.35</b>

## C. Foreign Exchange Earnings and Outgo

### 1. Activities relating to Export

There were no significant exports by the Company during the year. However, some quantities of the products were exported to, China, Middle East, Thailand and Malaysia.

2. Earnings and Outgo	(₹ in Crore)
Foreign Exchange Earnings	34.12
Foreign Exchange Outgo	1,539.41

### On behalf of the Board of Directors

**Kedar Lele**  
Managing Director  
DIN: 08617717

**Deepesh Baxi**  
Chief Financial Officer &  
Wholetime Director  
DIN: 02509800

**Place:** Mumbai

**Date:** 3 February 2025

## Annexure IV

Form No. MR-3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> DECEMBER, 2024

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
**The Members,**  
**Castrol India Limited**

**CIN: L23200MH1979PLC021359**

Technopolis Knowledge Park, Mahakali Caves Road,  
Chakala, Andheri (East), Mumbai – 400 093

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Castrol India Limited** (hereinafter called the Company) for the financial year ended **31<sup>st</sup> December 2024**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended **31<sup>st</sup> December, 2024**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> December, 2024** according to the provisions of:

- i. The Companies Act, 2013 ('the Act'), and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made hereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the

extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – **Not applicable to the extent of Overseas Direct Investment and External Commercial Borrowings as there was no reportable event during the financial year under review.**

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The 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;**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **Not Applicable as the Company has not issued any shares / options to directors / employees under the said regulations during the financial year under review;**
  - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
  - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **Not Applicable as the Company has not delisted/ proposed to delist its equity shares from any Stock Exchanges during the financial year under review;** and
  - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not applicable as the Company has not bought back/ proposed to buy-back its equity shares during the financial year under review.**
  - h. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **Not Applicable as the Company has not issued and listed debt securities during the financial year under review**



- vi. The management has identified and confirmed the following law as specifically applicable to the Company:

**The Petroleum Act, 1934 and Rules made thereunder.**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) and Listing Agreement entered into with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above except.

- The Company had filed Form MR-2 with the Central Government for the appointment of Mr. Mayank Pandey as a Whole-Time Director within the prescribed timeline. However, the said application was rejected by Central Government for want of additional information. The Company has now applied to Central Government seeking approval to resubmit Form MR2. Once the said application is approved the Company shall resubmit Form MR2. It is pertinent to note that Mr. Mayank Pandey has ceased to be Whole-time Director and also as a Director of the Company w.e.f 30<sup>th</sup> July 2024.

**We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors including at least one Women Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice is given to all Directors to schedule the Board Meetings/Committee Meetings, agenda and detailed notes on agenda were sent seven days in advance before the meeting except where consent of Directors was received for circulation of agenda and notes to Agenda at a shorter notice. There exists system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions of the Board and Committee meeting were carried with requisite majority.

**We further report that** based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Managing Counsel and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period there were no specific events/actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

This Report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**For S. N. ANANTHASUBRAMANIAN & Co.**

**Company Secretaries**

**ICSI Unique Code: P1991MH040400**

**Peer Review Cert. No.: 5218/2023**

**S. N. Ananthasubramanian**

**Founding Partner**

**FCS: 4206 | COP No.: 1774**

**ICSI UDIN: F004206F003852600**

**3 February 2025 | Thane**

**Annexure – A**

To,

**The Members,**

**Castrol India Limited**

**CIN L23200MH1979PLC021359**

Technopolis Knowledge Park, Mahakali Caves Road,

Chakala, Andheri (East), Mumbai – 400 093

Our Secretarial Audit Report for the financial year ended **31<sup>st</sup> December 2024** of even date is to be read along with this letter.

**Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.
4. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
5. Wherever required, we have obtained reasonable assurance whether the statements prepared, documents or Records, in relation to Secretarial Audit, maintained by the Company, are free from misstatement
6. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
8. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

**For S. N. ANANTHASUBRAMANIAN & Co.**

**Company Secretaries**

**ICSI Unique Code: P1991MH040400**

**Peer Review Cert. No.: 5218/2023**

**S. N. Ananthasubramanian**

**Founding Partner**

**FCS: 4206 | COP No.: 1774**

**ICSI UDIN: F004206F003852600**

**3 February 2025 | Thane**



## Annexure V

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) Ratio of the remuneration of each Director to the median remuneration of employees of the Company for the Financial Year 2024, percentage increase in remuneration of the Managing Director, the Chief Financial Officer and other Executive Directors and the Company Secretary during the Financial Year 2024:

Sr. No.	Name of Director/KMP	Designation	Remuneration of Director/KMP for FY 2024 (₹ in Crore)	Percentage increase in Remuneration in the Financial Year 2024	Ratio of remuneration of each Director/KMP to median remuneration of employees
1	Mr. Kedar Lele* (w.e.f. 1 November 2024)	Managing Director	0.68	NA	2
2	Mr. Sandeep Sangwan** (upto 31 October 2024)	Managing Director	8.87	NA	27
3	Mr. Deepesh Baxi#	CFO & Wholetime Director	3.84	12.43	12
4	Mr. Saugata Basuray##	Wholetime Director	3.53	22.62	11
5	Mr. Mayank Pandey\$ (upto 30 July 2024)	Wholetime Director	2.37	NA	7
6	Ms. Sangeeta Talwar@	Independent Director	-	-	-
7	Mr. Rakesh Makhija@	Independent Director	-	-	-
8	Ms. Satyavati Berera@ (w.e.f. 1 October 2024)	Independent Director	-	-	-
9	Mr. Uday Khanna@ (upto 30 September 2024)	Independent Director	-	-	-
10	Mr. R. Gopalakrishnan@ (upto 30 September 2024)	Independent Director	-	-	-
11	Mr. Udayan Sen^	Nominee Director	-	-	-
12	Mr. Kartikeya Dube^ (w.e.f. 30 July 2024)	Nominee Director	-	-	-
13	Mr. Sashi Mukundan^ (upto 31 October 2024)	Nominee Director	-	-	-
14	Ms. Nicola Buck^ (upto 11 June 2024)	Nominee Director	-	-	-
15	Ms. Hemangi Ghag	Company Secretary	1.8	20.16	5

\* Mr. Kedar Lele was appointed as the Managing Director w.e.f. 1 November 2024.

\*\* Mr. Sandeep Sangwan ceased to be the Managing Director effective close of business hours on 31 October 2024. His remuneration includes an amount of ₹4.15 Crore towards perquisite value of stock options exercised during the year under the employee stock option scheme of bp p.l.c.

# The remuneration of Mr. Deepesh Baxi includes an amount of ₹0.62 Crore towards perquisite value of stock options exercised during the year under the employee stock option scheme of bp p.l.c.

## The remuneration of Mr. Saugata Basuray includes an amount of ₹0.61 Crore towards perquisite value of stock options exercised during the year under the employee stock option scheme of bp p.l.c.

\$ Mr. Mayank Pandey ceased to be a Wholetime Director effective close of business hours on 30 July 2024. His remuneration includes an amount of ₹0.27 Crore towards perquisite value of stock options exercised during the year under the employee stock option scheme of bp p.l.c.

@ The Independent Directors of the Company are entitled to sitting fees and commission as per the statutory provisions and within the limits approved by the Board of Directors and shareholders. The details of remuneration of Independent Directors are provided in the Corporate Governance Report.

^ The other Non-Executive Directors are not entitled to any remuneration.

**(ii) Other details:**

Permanent employees* on the rolls of the Company as on 31 December 2024	574
Percentage increase in the median remuneration of employees in the Financial Year	8.4

*\*Represent employees who have served for the whole of the financial year.*

- (iii)** The average percentage increase made in salaries of employees (other than managerial personnel) was 15%\* while average increase in managerial remuneration was 18.41%. The percentage increase in managerial remuneration excluding the amounts of perquisite towards stock option was 10.32%. Please note that the average increase for employees includes the salary data of workmen who are covered under three different Long-Term Settlement (LTS) for a period of 4 years generally. The increase in salaries during the year are based on remuneration policy/reward philosophy of the Company and on annual appraisals of employees (excluding workmen who get covered under respective LTS).

*\* Represent employees who have served for the whole of the financial year*

**On behalf of the Board of Directors****Kedar Lele**

Managing Director

DIN: 06969319

**Deepesh Baxi**

Chief Financial Officer & Wholetime Director

DIN: 02509800

**Place:** Mumbai

**Date:** 3 February 2025



# Report on Corporate Governance

*[Pursuant to Part C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

## 1. Company's Philosophy on Code of Governance

Good governance practices stem from the value system and philosophy of the organization and at Castrol, we are committed to create shareholder value, governance processes and an entrepreneurial, performance focused and conducive work environment.

The values of the Company i.e. Live our purpose, Play to win and Care for others in its ways of working, are fundamental drivers of sustainable business performance.

The Board is collectively responsible to ensure that corporate governance processes are structured to direct the Company's actions to achieve this purpose, while complying with the Code of Governance. The Company's policies cover aspects such as ethical conduct, care for health, safety and environment; control and finance; commitment to employees and relationships as rooted in the Company's Governance Principles. Key aspects of the Company's Governance processes are:

- Clear statements of Board processes and the Board's relationship with the Management;
- A framework of prudent and effective controls which enable risks to be identified, assessed and mitigated;
- Set the Company's values and standards and ensure that obligations to shareholders and other stakeholders are understood and fulfilled. The Board recognizes that in conducting its business, the Company should be responsive and considerate to other relevant stakeholders;
- Review and where appropriate determine the long-term strategy and the annual plan for the Company based on proposals made by the Management, for achieving the Company's purpose.

## 2. Board of Directors

### Composition and Category

The Board of Directors of the Company comprises an optimum combination of Executive and Non-Executive Directors including two (2) women Independent Directors, which is in conformity with the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ('the SEBI Listing Regulations') as amended from time to time. As on the year ended 31 December 2024, the Board consisted of eight (8) Directors comprising three (3) Executive Directors, two (2) Non-Executive Nominee Directors nominated by Castrol Limited (UK), pursuant to the Articles of Association of the Company and three (3) Independent Directors including two (2) women Independent Directors. The Chairperson of the Board is a Non-Executive, Independent Director. None of the Directors of the Company are related to each other.

Detailed profiles of all the Board members, their experience, expertise, directorship and full-time positions in body corporates, etc., form part of this Annual Report and are also available on the Company's website at [https://www.castrol.com/en\\_in/india/home/investors/board-of-directors.html](https://www.castrol.com/en_in/india/home/investors/board-of-directors.html).

### Changes in the Board of Directors

The following changes have taken place in the composition of the Board of Directors, during the year under review and up to the date of this report.

Mr. R. Gopalakrishnan (DIN: 00027858) completed his second term as an Independent Director and ceased to be Director and Chairperson of the Board, effective close of business hours on 30 September 2024. Mr. Rakesh Makhija (DIN: 00117692), Independent Director, was appointed as the Chairperson of the Board with effect from 1 October 2024.

Mr. Uday Khanna (DIN: 00079129) completed his second term as an Independent Director, and ceased to be Director effective close of business hours on 30 September 2024. Ms. Satyavati Berera (DIN: 05002709) was appointed as an Independent Director for a period of five (5) years from 1 October 2024 to 30 September 2029. Her appointment was approved by the shareholders through postal ballot which concluded on 12 October 2024. Ms. Berera was appointed as Chairperson of the Audit Committee effective 1 October 2024.

Ms. Nicola Buck (DIN: 09785756) and Mr. Sashi Mukundan (DIN: 02519725) ceased to be Nominee Directors, effective close of business hours on, 11 June 2024 and 31 October 2024, respectively, following

withdrawal of their nomination by Castrol Limited (UK). Mr. Kartikeya Dube (DIN: 00929373), was appointed as the Nominee Director with effect from 30 July 2024, pursuant to the nomination received from Castrol Limited (UK). His appointment was approved by the shareholders through postal ballot which concluded on 12 October 2024.

Mr. Udayan Sen (DIN: 02083527) shall cease to be Nominee Director, effective close of business hours on 28 February 2025, following withdrawal of his nomination by Castrol Limited (UK). Ms. Nisha Trivedi (DIN: 10937145), was appointed as the Nominee Director of the Company, with effect from 3 February 2025, pursuant to nomination received from Castrol Limited (UK). The said appointment is subject to approval of the shareholders at the 47<sup>th</sup> Annual General Meeting ('AGM').

Mr. Sandeep Sangwan (DIN: 08617717) stepped down as the Managing Director, effective close of business hours on 31 October 2024, to pursue another role within bp. Mr. Kedar Lele (DIN: 06969319) was appointed as the Managing Director, in succession to Mr. Sandeep Sangwan, for a term of five (5) years from 1 November 2024 to 31 October 2029. The said appointment was approved by the shareholders through postal ballot which concluded on 12 October 2024.

Mr. Mayank Pandey (DIN: 09274832) ceased to be Wholetime Director, effective close of business hours on 30 July 2024, to pursue another role within bp. Mr. Deepesh Baxi (DIN: 02509800) shall cease to be Chief Financial Officer & Wholetime Director effective close of business hours on 13 March 2025 following his resignation from the services of the Company.

### Appointment and Tenure

The appointments of Directors of the Company were recommended by the Nomination and Remuneration Committee and approved by the Board of Directors subject to approval of shareholders at the General Meetings / through Postal Ballot. Two-third of the total number of Directors (other than Independent Directors) are liable to retire by rotation, out of which one-third retire by rotation at every Annual General Meeting, pursuant to the provisions of the Companies Act, 2013. The Executive Directors serve in accordance with the terms of their contract of service with the Company.

### Board Independence

Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, in the opinion of the Board, Independent Directors fulfil the conditions specified in SEBI Listing Regulations and **are independent of the management.**

### Composition of the Board, Directorship and Memberships/Chairpersonships of Committees:

The composition of the Board, directorships and committee membership / chairpersonship positions in other companies as on year ended 31 December 2024, are as below:

Name of Director	Date of joining the Board	Directorships		Board Committees <sup>#</sup>	
		Names of other listed entities along with the category	Number <sup>*</sup>	Member <sup>\$</sup>	Chairperson <sup>\$</sup>
<b>Non-Executive Independent Director &amp; Chairperson</b>					
Mr. Rakesh Makhija**	1 October 2019	-	1	2	1
<b>Non-Executive Independent Directors</b>					
Ms. Sangeeta Talwar	23 July 2018	a. Mahindra Holidays & Resorts India Limited – Non-Executive Independent Director	3	4	-
Ms. Satyavati Berera	1 October 2024	a. Birlasoft Limited – Non-Executive Independent Director b. Dabur India Limited – Non-Executive Independent Director	4	4	3



Name of Director	Date of joining the Board	Directorships		Board Committees <sup>#</sup>	
		Names of other listed entities along with the category	Number <sup>*</sup>	Member <sup>\$</sup>	Chairperson <sup>\$</sup>
<b>Non-Executive Nominee Directors (representing Castrol Limited, UK)</b>					
Mr. Kartikeya Dube	30 July 2024	-	5	-	-
Mr. Udayan Sen	2 April 2020	-	1	1	-
<b>Managing Director</b>					
Mr. Kedar Lele	1 November 2024	-	2	1	-
<b>Wholetime Director &amp; Chief Financial Officer</b>					
Mr. Deepesh Baxi	1 January 2021	-	1	1	-
<b>Wholetime Director</b>					
Mr. Saugata Basuray	1 April 2022	-	1	-	-

<sup>\*</sup>Directorships number includes directorship in all companies registered under the Companies Act, 2013 or any earlier enactments, excluding companies under Section 8 of the Act.

<sup>#</sup>Board committees' chairpersonship / memberships include chairpersonship / memberships of Audit Committee and Stakeholders' Relationship Committee of public limited companies, whether listed or not.

<sup>\$</sup>Membership includes Chairpersonship.

<sup>\*\*</sup>Appointed as Chairperson of the Board with effect from 1 October 2024.

The number of directorship(s), committee membership(s) / chairpersonship(s) of all Directors is within the respective limits prescribed under the Act and the SEBI Listing Regulations as amended from time to time.

None of the Independent Directors of the Company resigned from the Company during the year.

#### Equity shares held by Directors in the Company as on 31 December 2024:

Name of the Director	No. of equity shares held
Mr. Rakesh Makhija	2,000
Ms. Sangeeta Talwar	5,000
Mr. Udayan Sen	1,508
Mr. Kedar Lele	8,000
Mr. Saugata Basuray	400

Apart from above, no other Director holds any shares in the Company. The Company has not issued any convertible instruments.

#### Board Meetings

The Board meets at regular intervals to discuss the business strategy of the Company apart from other matters. A tentative annual calendar of the meetings of Board and Committees is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of urgent matters, the Board's / Committee's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Board / Committee meeting.

Usually, meetings of the Board are held in Mumbai. Video conferencing facilities are used to enable the Directors to participate in the meeting should they need to attend

the meetings virtually. The notice, agenda and supplementary documents are circulated well in advance before each meeting, to all Directors, for facilitating effective discussion and decision making. Considerable time is spent by the Directors on discussions and deliberations at the Board meetings.

The Company has adopted a web-based application for sharing the agenda and background notes in electronic form for the meetings of the Board and its Committees. The application maintains high standards of security and integrity that are required for sharing and storage of Board agenda and background notes in electronic form.

The Managing Counsel of the Company, who is designated as a Key Managerial Personnel, attends all meetings of the Board and its Committees, advises and assures the Board on legal affairs, compliance and other matters of governance on a periodic basis.

The Company Secretary & Compliance Officer is responsible for preparation of the agenda including background papers and convening of the Board and Committee meetings. The Company Secretary & Compliance Officer attends all meetings of the Board and its Committees, advises and assures the Board on compliance and governance principles and ensures appropriate recording of minutes of the meetings.

In addition to the formal meetings, interactions outside the Board meetings also take place between the Chairperson and the Independent Directors and with other Directors and Key Managerial Personnel. The Board of Directors together with the Senior Management Personnel meet separately to discuss and review the business strategy. These sessions allow the Board members to get a better understanding of the business of the Company and allows the senior management to solicit different perspectives from the Board.

During the financial year, total six (6) meetings of the Board were held on 1 February 2024, 30 April 2024, 11 June 2024, 30 July 2024, 30 September 2024 and 24 October 2024 respectively. The maximum interval between any two (2) meetings was within the maximum gap permitted under the Act and the SEBI Listing Regulations. The Board members were either present in person or through video conference for the meetings of the Board and its Committees. The necessary quorum was present for all the meetings of the Board and its Committees.

The composition of the Board along with attendance of each member is given below:

Name of Director	Designation	No. of Meetings		Attendance at the AGM held on 28 March 2024
		Held	Attended	
Mr. R. Gopalakrishnan <i>(upto 30 September 2024)</i>	Chairperson & Independent Director	5	5	Yes
Mr. Uday Khanna <i>(upto 30 September 2024)</i>	Independent Director	5	5	Yes
Mr. Rakesh Makhija <i>(Chairperson w.e.f. 1 October 2024)</i>	Chairperson & Independent Director	6	6	Yes
Ms. Sangeeta Talwar	Independent Director	6	6	Yes
Ms. Satyavati Berera <i>(w.e.f. 1 October 2024)</i>	Independent Director	1	1	-
Mr. Sashi Mukundan <i>(upto 31 October 2024)</i>	Nominee Director	6	6	Yes
Mr. Kartikeya Dube <i>(w.e.f. 30 July 2024)</i>	Nominee Director	2	2	-
Mr. Udayan Sen	Nominee Director	6	5	No
Ms. Nicola Buck <i>(upto 11 June 2024)</i>	Nominee Director	3	3	No
Mr. Sandeep Sangwan <i>(upto 31 October 2024)</i>	Managing Director	6	6	Yes
Mr. Kedar Lele <i>(w.e.f. 1 November 2024)</i>	Managing Director	-	-	-
Mr. Deepesh Baxi	Chief Financial Officer & Wholetime Director	6	6	Yes
Mr. Mayank Pandey <i>(upto 30 July 2024)</i>	Wholetime Director	4	3	Yes
Mr. Saugata Basuray	Wholetime Director	6	6	Yes

Leave of absence was granted to the respective Directors wherever they have not been able to attend the meeting.

#### Independent Directors' Meeting

During the year, the Independent Directors of the Company met separately on 24 October 2024 without the presence of other Directors or management representatives, to review the performance evaluation and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

The composition and attendance of each Independent Director is given below:

Name of the Director	No. of Meetings	
	Held	Attended
Mr. R. Gopalakrishnan <i>(upto 30 September 2024)</i>	-	-
Mr. Uday Khanna <i>(upto 30 September 2024)</i>	-	-
Mr. Rakesh Makhija <i>(Chairperson w.e.f. 1 October 2024)</i>	1	1
Ms. Sangeeta Talwar	1	1
Ms. Satyavati Berera <i>(w.e.f. 1 October 2024)</i>	1	1

#### Post Meeting Follow-up Mechanism

The Company has an effective governance mechanism wherein, the important decisions and suggestions of the Board and Committees are promptly communicated to the respective functional departments immediately after the meetings. Post-meeting follow-up, reviews, action taken report for the discussions are placed at the subsequent meetings of the Board and the Committees.

#### Directors' Induction and Familiarization

The Board members are provided with necessary documents / brochures, reports and internal policies to enable them to familiarize themselves with the Company's procedures and practices. Periodic presentations are made at the Board and the Committee meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

The Board Familiarization Programme comprises of:

- Induction program for Directors;
- Deep dive sessions on business and enabling functions;
- Strategy updates.



All Directors on their appointment are taken through a detailed induction and familiarization program which includes interactive sessions with other Board members, Key Managerial Personnel, senior management, business and functional heads and others. The Directors also visit the Company's manufacturing locations and make market visits to understand the business and operations of the Company. The Directors are oriented on the Board and Committees constitution, terms of reference, legal duties, roles and responsibilities of Directors, corporate governance, regulatory requirements, company procedures, risks management systems and mitigation plans, internal controls and audit. This results into an in-depth knowledge sharing on each function, understanding of Company's history, culture and business, key opportunities and risks, strategy to mitigate the risks, changes in regulatory landscape, etc. Every year, Board strategy sessions are organized which provides an opportunity to the Board to get updates on the business strategy and interact with the Company's leadership team. Upon appointment, Independent Directors and Executive Directors are issued letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

Web link giving the details of familiarization programme imparted to the Independent Directors - [https://www.castrol.com/content/dam/castrol/country-sites-new/en\\_in/india/home/documents/investors/familiarization\\_prog\\_updated.pdf](https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/investors/familiarization_prog_updated.pdf).

The table below highlights the core areas of Expertise/Skills/Competencies of the Board members. However, absence of mention of a Skill/Expertise/Competency against a Director's name does not indicate that the Director does not possess that competency or skill:

Skills / Expertise / Competence	Rakesh Makhija	Sangeeta Talwar	Satyavati Berera	Kartikya Dube	Udayan Sen	Kedar Lele	Deepesh Baxi	Saugata Basuray
Business Leadership & Operations- Knowledge of the lubricant industry to provide important insights and perspectives to the Board on the Company's commercial, strategic, manufacturing, legal and other functions. Leadership experience resulting in a practical understanding of the Company's processes, develop talent, succession planning and driving the long-term growth strategy of the Company.	✓	✓	✓	✓	✓	✓	✓	✓
Risk Management & Governance- Knowledge and understanding of business risks to provide insights and perspective to the Board on enterprise risk. Develop highest levels of governance practices, provide insights about maintaining Board and management accountability and to protect stakeholders interest.	✓		✓	✓	✓	✓	✓	
Finance & Accounting- Provide financial expertise to the Board, including an understanding and analysis of financial statements, corporate finance, accounting and capital markets.			✓	✓	✓		✓	
Business Expertise- Understanding of the lubricant operating and business environment, market Access and healthcare solutions. Respond to change with agility, optimism and innovation. Sound knowledge of Business Technology, Digital Marketing, Strategic Development, Public Affairs, etc.	✓	✓		✓	✓	✓	✓	✓
Understanding of Consumer and Customer Insights in diverse environments and conditions- Experience of having managed organisations with large customer interface in vital business environment and economic conditions which helps in leveraging consumer insights for business benefits.		✓		✓	✓	✓		✓
Understanding use of Digital / Information Technology across the FMCG value chain- Understanding the use of Information Technology across the value chain, ability to foresee technological driven changes and disruption impacting business and appreciation of the need of cyber security and controls across the organisation.			✓	✓	✓		✓	✓

**Directors seeking appointment / re-appointment**

The details of Directors seeking appointment / re-appointment forms part of the Notice of the 47<sup>th</sup> Annual General Meeting of the Company.

**3. Committees of the Board**

The Board Committees are set up with clearly defined roles. Minutes of the proceedings of Committee meetings are circulated to the Directors and placed before Board meetings for noting. Following are the Committees constituted by the Board.

**(A) Audit Committee**

The Audit Committee is constituted in terms of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. Members of the Audit Committee have wide exposure and knowledge in areas of finance and accounting.

The Audit Committee, *inter alia*, provides reassurance to the Board on the existence of an effective internal controls environment.

The terms of reference of the Audit Committee drawn up in line with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 are briefly described below:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions;
  - g) Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;



14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
21. Reviewing the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the listed entity and its shareholders;
23. Reviewing mandatorily the following information:
  - (1) Management discussion and analysis of financial condition and results of operations;
  - (2) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - (3) Internal audit reports relating to internal control weaknesses; and

- (4) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
- (5) Statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

Meetings of Audit Committee are also attended by the Managing Director, the Chief Financial Officer, the Managing Counsel, the Statutory Auditors and the Internal Auditors. The Cost Auditors attend the Audit Committee meeting where cost audit reports are discussed. Starting FY 2025, the Audit Committee invited the Statutory Auditor for one-on-one discussions on a periodic basis, and such meetings are independent of the management of the Company.

Four (4) meetings of the Audit Committee were held during the financial year ended 31 December 2024 on 1 February 2024, 30 April 2024, 30 July 2024 and 24 October 2024. The composition of the Audit Committee along with attendance of each member is given below:

Name of the Member	Nature of Membership	No. of Meetings	
		Held	Attended
Mr. Uday Khanna (upto 30 September 2024)	Chairperson	3	3
Mr. R. Gopalakrishnan (upto 30 September 2024)	Member	3	3
Ms. Satyavati Berera (w.e.f. 1 October 2024)	Chairperson	1	1
Mr. Rakesh Makhija	Member	4	4
Ms. Sangeeta Talwar	Member	4	4
Mr. Udayan Sen	Member	4	4
Ms. Nicola Buck (upto 11 June 2024)	Member	2	2

#### (B) Nomination and Remuneration Committee

The Nomination and Remuneration Committee ('NRC') has been constituted in terms of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

The terms of reference of the NRC are briefly described below:

1. Formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
2. Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment / removal;
3. For every appointment of an Independent Director, evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director;
4. Devise a policy on Board diversity;
5. Formulate criteria for evaluation of performance of the Board, its Committees and individual Directors (including Independent Directors). Specify the manner for evaluation which is to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
6. To decide whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
7. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

The Company adopted a policy on Nomination, Independence, Remuneration, Diversity and Evaluation ('the Policy'). The Policy complies all applicable provisions of the Companies Act, 2013, particularly Section 178 read together with the applicable rules thereto and Regulation 19(4) of the SEBI Listing Regulations. The Policy is based on the principle that the Company's Board of Directors should have a balance of skills, experience and diversity of perspectives appropriate to the Company's business. The Company recognizes that a Board composed of appropriately qualified people with a broad spectrum of experience relevant to the business is important for effective corporate governance and sustained commercial success of the Company. The Company aims to achieve a

sustainable and balanced development by building a diverse and inclusive culture. The Policy is annexed to the Board's Report.

Five (5) meetings of the NRC were held during the year ended 31 December 2024 on 1 February 2024, 30 April 2024, 11 June 2024, 30 July 2024 and 24 October 2024. The Chairperson of the Committee attended the 46<sup>th</sup> Annual General Meeting of the Company for the year ended 31 December 2023, held on 28 March 2024. The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

The composition of the NRC along with attendance of each member is given below:

Name of the Member	Nature of Membership	No. of Meetings	
		Held	Attended
Ms. Sangeeta Talwar	Chairperson	5	5
Mr. R. Gopalakrishnan (upto 30 September 2024)	Member	4	4
Mr. Uday Khanna (upto 30 September 2024)	Member	4	4
Mr. Rakesh Makhija	Member	5	5
Ms. Satyavati Berera (w.e.f. 1 October 2024)	Member	1	1
Mr. Sashi Mukundan (upto 31 October 2024)	Member	5	5
Mr. Kartikeya Dube (w.e.f. 1 November 2024)	Member	-	-

#### Remuneration of Directors

##### i. Pecuniary relationship or transactions of Non-Executive Directors

The Company has no pecuniary relationship or transaction with its Non-Executive Directors and Independent Directors other than payment of sitting fees to the Independent Directors for attending Board and Committee meetings and commission as approved by the shareholders and the Board of Directors.

##### ii. Remuneration paid to Directors

The Executive Directors are paid salary and performance linked bonus, which is calculated, based on pre-determined parameters of performance.

The Independent Directors are paid sitting fees and commission as determined by the Board from time to time. Sitting fees to the Independent Directors are being paid as permissible under Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.



The Board of Directors, based on the recommendation of NRC and limits approved by the shareholders, approved the fixed commission payable to the Independent Directors for FY 2024 as below:

Chairperson & Independent Director	24,00,000
Other Independent Director	18,00,000

Other Non-Executive Directors do not receive any remuneration including sitting fees.

The criteria of making payments to the Non-Executive Directors are disclosed in the Policy and the same is available on [https://www.castrol.com/content/dam/castrol/country-sites-new/en\\_in/india/home/documents/investors/nrc\\_policy\\_cil\\_2018.pdf](https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/investors/nrc_policy_cil_2018.pdf).

The details of remuneration paid to Executive Directors for the financial year ended 31 December 2024 is as under:

(Amount in ₹)

Name of the Director	Salary	Perquisites	Retiral Benefits	Performance Based Incentives	Total
Mr. Sandeep Sangwan (upto 31 October 2024)	2,35,93,250	4,17,12,659	21,39,950	2,12,34,609	8,86,80,468
Mr. Kedar Lele (w.e.f. 1 November 2024)	64,49,333	6,600	3,20,000	NA	67,75,933
Mr. Deepesh Baxi	2,04,10,350	63,24,484	11,63,400	1,04,91,806	3,83,90,040
Mr. Mayank Pandey (upto 30 July 2024)	1,30,55,098	26,94,070	5,71,988	74,24,028	2,37,45,184
Mr. Saugata Basuray	1,93,85,851	62,52,726	22,49,674	73,93,977	3,52,82,228

- Retiral benefits consist of Provident Fund and Pension Fund.
- Performance based incentives for FY 2023 paid in FY 2024.
- Perquisites of Mr. Sandeep Sangwan includes an amount of ₹4.15 Crore towards perquisite value of stock options exercised during the year under the employee stock option scheme of bp p.l.c.
- Perquisites of Mr. Deepesh Baxi includes an amount of ₹0.62 Crore towards perquisite value of stock options exercised during the year under the employee stock option scheme of bp p.l.c.
- Perquisites of Mr. Mayank Pandey includes an amount of ₹0.27 Crore towards perquisite value of stock options exercised during the year under the employee stock option scheme of bp p.l.c.
- Perquisites of Mr. Saugata Basuray includes an amount of ₹0.61 Crore towards perquisite value of stock options exercised during the year under the employee stock option scheme of bp p.l.c.

- the key parameters for the performance-based pay / variable component of remuneration availed by the Executive Directors are considered by the Board of Directors based on the recommendations

of the Nomination and Remuneration Committee. Variable pay / Performance Linked Bonus is linked to short-term performance against the annual plan. The total overall bonus is linked to performance relative to measure and targets reflected in the annual plan which in turn reflects Company's strategy.

- the agreement with each Wholetime Director and the Managing Director is made for a period of five (5) years and may be terminated by either party by giving not less than three months' notice in writing for Wholetime Director and six months' notice in writing for the Managing Director.
- the appointment of Executive Directors, Key Managerial Personnel, the management and other employees is by virtue of their employment with the Company and therefore, their terms of employment *vis-à-vis* salary, variable pay, service contract, notice period and severance fee, if any, are governed by the applicable policies of the Company at the relevant point in time.
- presently, the Company does not have a scheme for grant of stock options to its employees. However, the Directors (excluding Independent Directors) and Key Managerial Personnel are entitled to the shares of bp p.l.c. (ultimate holding company) under the employee stock option scheme of bp p.l.c. as in force.

The details of remuneration of Non-Executive, Independent Directors is as under:

(Amount in ₹)

Name of the Member	Commission		Sitting Fees for FY 2024
	FY 2023*	FY 2024*	
Mr. R. Gopalakrishnan (upto 30 September 2024)	24,00,000	18,00,000	6,50,000
Mr. Uday Khanna (upto 30 September 2024)	18,00,000	13,50,000	6,00,000
Mr. Rakesh Makhija	18,00,000	19,50,000	10,00,000
Ms. Sangeeta Talwar	18,00,000	18,00,000	9,00,000
Ms. Satyavati Berera (w.e.f. 1 October 2024)	-	4,50,000	2,00,000

\*Commission for FY 2023 paid in FY 2024.

#Commission for FY 2024 was paid to outgoing Independent Directors, on proportionate basis. The said Commission will be paid to other Independent Directors, on proportionate basis, after adoption of Financial Statements by the shareholders at the AGM to be held on 25 March 2025.

### Board Evaluation

The Nomination and Remuneration Committee specifies the criteria for annual performance evaluation process of Board, Committees and individual Directors. The Board is committed to evaluating its own performance as a

Board, in order to identify strengths and areas in which it may improve functioning. Further, overall effectiveness of the Board is measured to decide the appointments and re-appointments of Directors. The annual Board evaluation process is conducted through structured questionnaires which covers various aspects of Board and Committees' functioning. The evaluations are carried out in a confidential manner and the Directors provide their feedback by rating based on various metrics.

Following are the key criteria applied for performance evaluation —

1. Composition and dynamics of the Board as a whole and the Committees in terms of its diversity in skills, expertise and competence to conduct its affairs effectively.
2. Training and support provided for performance of responsibilities and focus of the Board on the issues that affects Company's performance.
3. Oversight on the functions of the Committees and management of the meetings in terms of agendas, quality of presentations, time allocation and interaction with management.
4. Priorities for change to increase focus on the strategy and review key issues.

The overall outcome of the performance evaluation for FY 2024 was positive with the Board identifying key areas for focus going forward and improving the effectiveness of discussions at the meetings. This will include *inter alia* dedicating more time on the Company's business and strategy, reviewing key issues, if any, having potential material impact on the Company and devoting more time by engagements beyond board meetings.

### (C) Stakeholders' Relationship Committee

Stakeholders' Relationship Committee ('SRC') has been constituted in terms of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

Ms. Hemangi Ghag, Company Secretary & Compliance Officer of the Company, is the Compliance Officer for redressal of investors' complaints.

One (1) meeting of the Committee was held during the year ended 31 December 2024 on 1 February 2024.

The then Chairperson of the Committee attended the 46<sup>th</sup> Annual General Meeting for the year ended 31 December 2023 held on 28 March 2024.

The composition of SRC along with attendance of each member is given below:

Name of the Member	Nature of Membership	No. of Meetings	
		Held	Attended
Mr. R. Gopalakrishnan (upto 30 September 2024)	Chairperson	1	1
Mr. Rakesh Makhija (w.e.f. 1 October 2024)	Chairperson	-	-
Mr. Sandeep Sangwan (upto 31 October 2024)	Member	1	1
Mr. Kedar Lele (w.e.f. 1 November 2024)	Member	-	-
Mr. Deepesh Baxi	Member	1	1

### Details of Shareholders'/Investors' Complaints

During the Financial Year ended 31 December 2024, complaints were received from the shareholders. Out of the total complaints received during the year, none were pending as on 31 December 2024. The complaints relate to non-receipt of dividend, TDS Certificates, IEPF claims, etc. All complaints were resolved during the year.

Opening as on 1 January 2024	0
Received during the year	21
Disposed of during the year	21
Closing as on 31 December 2024	0

### Investor Grievance Redressal Policy

The Board of Directors based on the recommendation of SRC, adopted Investor Grievance Redressal Policy and the same is available on the website of the Company – [https://www.castrol.com/content/dam/castrol/country-sites-new/en\\_in/india/home/documents/investors/cil-investor-grievance-redressal-policy.pdf](https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/investors/cil-investor-grievance-redressal-policy.pdf).

### (D) Corporate Social Responsibility Committee

The composition of the Corporate Social Responsibility ('CSR') Committee as on 31 December 2024 is detailed below. The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

Two (2) meetings of the Committee were held during the year ended 31 December 2024 on 1 February 2024 and 24 October 2024.



The composition of the CSR Committee along with attendance of each member is given below:

Name of the Member	Nature of Membership	No. of Meetings	
		Held	Attended
Mr. Rakesh Makhija (Member w.e.f. 1 October 2024)	Chairperson / Member	2	2
Ms. Sangeeta Talwar (Chairperson w.e.f. 1 October 2024)	Member / Chairperson	2	2
Mr. Sashi Mukundan (upto 31 October 2024)	Member	2	2
Mr. Kartikeya Dube (w.e.f. 1 November 2024)	Member	-	-
Mr. Sandeep Sangwan (upto 31 October 2024)	Member	2	2
Mr. Kedar Lele (w.e.f. 1 November 2024)	Member	-	-
Mr. Deepesh Baxi	Member	2	2

Please refer to the Board's Report and its annexures for details regarding CSR activities carried out by the Company during the year ended 31 December 2024.

#### (E) Risk Management Committee

In terms of Regulation 21 of the SEBI Listing Regulations, the Risk Management Committee ('RMC') has been constituted.

The terms of reference of the RMC are briefly described below:

- To formulate a detailed Risk Management Policy which shall include:
  - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, reputational, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - Measures for risk mitigation including systems and processes for internal control of identified risks.
  - Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

- To monitor and oversee implementation of the Risk Management Policy, including evaluating the adequacy of risk management systems;
- To periodically review the Risk Management Policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- To consider appointing, removing and deciding the terms of remuneration of the Chief Risk Officer;
- To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
- Review and evaluate development and execution of risk mitigation strategies and opportunities proposed by management and selected by the Committee for further review;
- Review of the Company's disclosure of risks; and
- Together with the Audit Committee, review, assess and discuss any significant risks or exposures.

The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

Two (2) meetings of the RMC were held during the year ended 31 December 2024 on 1 March 2024 and 3 September 2024.

The composition of the RMC along with attendance of each member is given below:

Name of the Member	Designation	No. of Meetings	
		Held	Attended
Mr. Sandeep Sangwan (upto 31 October 2024)	Chairperson	2	2
Mr. Kedar Lele (w.e.f. 1 November 2024)	Chairperson	-	-
Mr. Rakesh Makhija (upto 31 October 2024)	Member	2	2
Ms. Satyavati Berera (w.e.f. 1 November 2024)	Member	-	-
Mr. Deepesh Baxi	Member	2	2
Mr. Siddharth Shetty	Member	2	2

### Internal Controls and Risk Management:

The Company has laid down internal financial controls framework through a combination of entity level controls, process level controls and IT general controls, *inter alia*, to ensure orderly and efficient conduct of business, including adherence to the Company's policies and procedures, accuracy and completeness of accounting records and timely preparation and reporting of reliable financial statements / information, safeguarding of assets, prevention and detection of frauds and errors.

The evaluation of these internal financial controls was done through the internal audit process,

established within the Company and also through appointing professional firm to carry out such tests by way of systematic annual internal audit program. Based on the review of these reported evaluations, the Directors confirm that, for the preparation of financial statements for the year ended 31 December 2024, the applicable Accounting Standards have been followed and the design of the internal financial controls were found to be adequate and that no significant deficiencies were noticed.

During the year, on the recommendation of the Audit Committee, the Board of Directors appointed Ernst & Young LLP, Chartered Accountants as the Internal Auditors of the Company.

## 4. Particulars of Senior Management Personnel and changes during the financial year

Name of Senior Management Personnel ('SMP')	Designation	Changes if any, during the year 2024 (Yes / No)	Nature of change and Effective date
Mr. Jyoti Prakash	Vice President & Head – Supply Chain	Yes	Appointed as SMP w.e.f. 1 November 2024
Mr. Rohit Talwar	Vice President & Head – Marketing	No	-
Mr. Rajeev Govil	Vice President & Head – B2B Sales	No	-
Ms. Priyanka Ghosh	Vice President & Head – Industrial Sales	No	-
Mr. Anoop Jindal	Vice President & Head – Customer Excellence & Operations	Yes	Appointed as SMP w.e.f. 1 January 2024
Ms. Maria P Valles	Vice President & Head – People & Culture	No	-
Mr. Rajesh Madathingal	Head – Technology	No	-
Ms. Chikita Sobti	Head – Communications	No	-

## 5. Affirmation and Disclosure

- There were no material financial or commercial transaction, between the Company and members of the management that may have a potential conflict with the interest of the Company at large.
- All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

### Code of Conduct

The Company's Code of Conduct is based on its values and clarifies the principles and expectations for everyone who works at Castrol India Limited. It applies to all Castrol India Limited employees, officers and members of the Board. The Code of Conduct is available on the website of the Company [https://www.castrol.com/content/dam/castrol/country-sites-new/en\\_in/india/home/documents/investors/our-code-our-responsibility.pdf](https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/investors/our-code-our-responsibility.pdf).

The Board of Directors are responsible for ensuring that rules are in place to avoid conflict of interest by the Board members and the management. The Board has adopted the Code of Conduct for the members of the Board and senior management team. The Code provides that the Directors are required to avoid any interest in contracts entered into by the Company. If such an interest exists, they are required to make adequate disclosures to the Board and to abstain from discussion, voting or otherwise influencing the decision on any matter in which the concerned Director has or may have such interest. The members of the Board and the management annually confirm the compliance of the Code of Conduct to the Board.

The Code of Conduct for the members of the Board and senior management team is in addition to the Code of Conduct of the Company. A copy of the said Code of Conduct is available on the website of the Company at – [https://www.castrol.com/content/dam/castrol/country-sites-new/en\\_in/india/home/documents/investors/coc-board-members.pdf](https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/investors/coc-board-members.pdf).



## 6. General Body Meetings

### Location and time of the last three AGMs of the Company

Location	Date	Time (IST)	Special Resolution
Video Conferencing / Other Audio Visual Means	28 March 2024	2:30 P.M.	1. Re-appointment of Mr. Rakesh Makhija (DIN: 00117692) as an Independent Director of the Company for a term of five consecutive years from 1 October 2024 to 30 September 2029.
Video Conferencing / Other Audio Visual Means	11 May 2023	10:00 A.M.	None
Video Conferencing / Other Audio Visual Means	8 June 2022	10:00 A.M.	None

### Postal Ballot

During the year, the following Resolutions were passed by the Company through Postal Ballot:

Sr. No.	Particulars of Resolution	% of votes in favour on votes polled	% of votes against on votes polled	Status of Resolution
<b>Special Resolution</b>				
1.	Appointment of Ms. Satyavati Berera (DIN: 05002709) as an Independent Director of the Company for a term of five consecutive years from 1 October 2024 to 30 September 2029.	99.94%	0.06%	Passed with requisite majority
<b>Ordinary Resolution(s)</b>				
2.	Appointment of Mr. Kartikeya Dube (DIN: 00929373) as Non-Executive Nominee Director of the Company.	99.47%	0.53%	Passed with requisite majority
3.	Appointment of Mr. Kedar Lele (DIN: 06969319) as a Director of the Company.	99.47%	0.53%	
4.	Appointment of Mr. Kedar Lele (DIN: 06969319) as Managing Director of the Company for a term of five consecutive years from 1 November 2024 to 31 October 2029.	99.82%	0.18%	

### Procedure for Postal Ballot

Pursuant to the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Management Rules'), as amended, the Company had issued Postal Ballot Notice dated 30 July 2024 to the shareholders, seeking their consent on the above stated resolutions. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules and general circulars issued in this regard by the Ministry of Corporate Affairs ('MCA'), the Company had provided remote e-voting facility to all the shareholders of the Company. The Company engaged the services of Central Depository Services (India) Limited ('CDSL') for facilitating e-voting to enable the shareholders to cast their votes electronically. The Board of Directors had appointed Mr. K. G. Saraf, Proprietor of M/s. Saraf and Associates, Company Secretaries (COP No. 642), as the Scrutinizer for Postal Ballot process. The voting period commenced on Friday, 13 September 2024 at

9:00 a.m. IST and ended on Saturday, 12 October 2024 at 5:00 p.m. IST. The cut-off date, for the purpose of determining the number of shareholders was Friday, 6 September 2024. The Scrutinizer, after the completion of scrutiny, submitted his report to Ms. Hemangi Ghag, Company Secretary, who was duly authorized to accept, acknowledge and countersign the Scrutinizer's Report as well as declare the voting results in accordance with the provisions of the Act, the rules framed thereunder and the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

No special resolution is proposed to be conducted through postal ballot as on the date of this Report.

## 7. Means of Communication with shareholders

The Company regularly interacts with shareholders through multiple channels of communication such as results' announcements, annual report, media releases, Company's website and subject specific communications.

All official press releases are hosted on the website of the Company.

The quarterly, half yearly and annual results of the Company's performance are published in leading newspapers such as Financial Express and Sakal.

The aforesaid results are also made available on the website of the Company – [https://www.castrol.com/en\\_in/india/home/investors/financial-results.html](https://www.castrol.com/en_in/india/home/investors/financial-results.html). The website also displays vital information relating to the Company and its performance and official press releases.

The quarterly results, shareholding pattern and all other corporate communication to the stock exchanges are filed through NSE Electronic Application Processing System (NEAPS) portal and BSE Listing Centre, for dissemination on their respective websites.

Presentations, if any, referred to during analysts and institutional investors' meets / calls are displayed on the Company's website [https://www.castrol.com/en\\_in/india/home/investors/intimation-to-shareholders.html](https://www.castrol.com/en_in/india/home/investors/intimation-to-shareholders.html).

## 8. General Shareholder Information

### Forty Seventh (47<sup>th</sup>) Annual General Meeting

<b>Date</b>	: Tuesday, 25 March 2025
<b>Time</b>	: 2:30 P.M. IST
<b>Meeting Format</b>	: Annual General Meeting through Video Conferencing / Other Audio-Visual Means
<b>Deemed Venue for Meeting</b>	: Registered Office: Technopolis Knowledge Park, Mahakali Caves Road, Chakala, Andheri (East), Mumbai – 400 093
<b>Last date for receipt of proxy forms</b>	: Not Applicable
<b>Record Date:</b>	: <b>Tuesday, 18 March 2025</b>
<b>Dividend</b>	: on or before Wednesday,
<b>Payment Date:</b>	: 23 April 2025

### Financial Year: 1 January to 31 December

The Company has obtained approval from the Company Law Board vide order no. 19 dated 23 April 2015 to follow financial year other than April to March.

### Tentative calendar of Board Meetings for financial year ending 31 December 2025

First Quarter Financial Results	28 April 2025
Second Quarter and Half Yearly Financial Results	5 August 2025
Third Quarter Financial Results	4 November 2025
Fourth Quarter and Annual Results	3 February 2026

### Unpaid/Unclaimed Dividends

In accordance with the provisions of Section 124(6) of the Act read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended from time to time, dividends that remain unpaid or unclaimed for a period of seven (7) years are to be transferred from the unclaimed dividend account to the Investor Education and Protection Fund ('IEPF'), established by the Central Government. Further, the aforesaid provisions also mandate companies to transfer shares of those shareholders whose dividends remain unclaimed for a period of seven (7) consecutive years, to the demat account of IEPF authority.

### Due Dates for transfer of Unclaimed Dividend to IEPF

Year	Dividend	Date of Declaration	Due Date for transfer to IEPF
2017	Final	3 May 2018	8 Jun 2025
2018	Interim	31 Jul 2018	5 Sept 2025
2018	Final	15 May 2019	20 Jun 2026
2019	Interim	29 Jul 2019	3 Sept 2026
2019	2 <sup>nd</sup> Interim	17 Jun 2020	23 Jul 2027
2020	Interim	27 Oct 2020	2 Dec 2027
2020	Final	30 Apr 2021	5 Jun 2028
2021	Interim	2 Aug 2021	7 Sept 2028
2021	Final	8 Jun 2022	21 Jul 2029
2022	Interim	1 Aug 2022	6 Sept 2029
2022	Final	11 May 2023	16 Jun 2030
2023	Interim	31 Jul 2023	5 Sept 2030
2023	Final	28 Mar 2024	3 May 2031
2024	Interim	30 Jul 2024	4 Sept 2031

### Listing on Stock Exchanges — Equity Shares

#### BSE Limited ('BSE')

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

#### National Stock Exchange of India Limited ('NSE')

Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400 051



During the financial year ended 31 December 2024, securities of the Company have not been suspended from trading on any of the stock exchanges where they are listed.

#### Payment of Listing Fees

Annual listing fees for the financial year 2023-24 have been paid by the Company to BSE and NSE.

#### The Registrar and Share Transfer Agent of the Company

KFin Technologies Limited was the Registrar and Share Transfer Agent of the Company.

Address for Correspondence:

#### KFin Technologies Limited

(Registrar and Share Transfer Agent)

Add.: Selenium Building,

Tower-B Plot No. 31 & 32,

Financial District Nanakramguda,

Hyderabad – 500 032, Telangana, India

Toll free number: 1800-3094-001

Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

#### Share Transfer System

The Board has delegated the authority for approving transmission, dematerialisation of shares, etc. to the Share Transfer Committee / Company Secretary & Compliance Officer.

In accordance with the proviso to Regulation 40(1) of the SEBI Listing Regulations, effective from 1 April 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a Depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them.

Further, as per the notifications / circulars / guidelines issued by SEBI from time to time, listed entities are required to issue securities in demat mode only while processing any investor service requests, such as deletion of name, issuance of duplicate share certificates, transmission of securities and claim from Suspense Escrow Demat Account. SEBI had also clarified that listed entities / RTAs shall issue a 'Letter of Confirmation' in lieu of physical share certificates while processing any of the aforesaid investor service requests.

#### Distribution of shareholding by size class

No. of Shares held	No. of Shareholders*	% of Shareholders	No. of shares	% of shareholding
Upto 500	4,53,346	89.42	3,81,76,149	3.86
501 – 1000	23,936	4.72	1,88,21,448	1.90
1001 – 2000	12,989	2.56	1,95,18,769	1.97
2001 – 3000	4,880	0.96	1,23,82,818	1.25
3001 – 4000	2,589	0.51	92,96,677	0.94
4001 – 5000	1,997	0.39	92,98,646	0.94
5001 – 10000	3,702	0.73	2,72,43,693	2.75
10001 and above	3,553	0.70	85,43,84,184	86.38
<b>Total</b>	<b>5,06,992</b>	<b>100.00</b>	<b>98,91,22,384</b>	<b>100.00</b>

\*Based on PAN

#### Distribution of shareholding by ownership

Sr. No.	Category	No. of Shareholders*	No. of Shares held	% of the total paid-up capital
I	Foreign Promoter Company	1	50,44,52,416	51.00
II	Foreign Institutional Investors & FPI & Foreign National	205	9,41,90,614	9.53
III	Non-Resident Indians	6,815	88,84,264	0.90
IV	Indian Mutual Funds & Alternate Investment Fund	34	2,22,97,565	2.25
V	Nationalised Banks	28	49,072	0.00
VI	Other Banks (Foreign Bank)	1	1,904	0.00
VII	Domestic Companies (Other Bodies Corporate)	1,753	2,83,52,147	2.87
VIII	Resident Individuals	4,91,189	19,99,75,718	20.22
IX	Directors and Relatives	5	16,908	0.00
X	IEPF	1	21,38,297	0.22
XI	Others (Clearing Member, HUF, Insurance Companies, NBFC, Trust)	6,960	12,87,63,479	13.02
<b>Total</b>		<b>5,06,992</b>	<b>98,91,22,384</b>	<b>100.00</b>

\*Based on PAN

As on 31 December 2024, about 99.54% of the paid-up share capital of the Company has been dematerialized. Trading in equity shares of the Company is permitted only in dematerialized form. Promoter's holding is held in dematerialized form.

### Equity Shares in the Unclaimed Suspense Account

In terms of Regulation 39 of the SEBI Listing Regulations, details of the equity shares lying in the Unclaimed Suspense Account are as follows:

Particulars	No. of Shareholders	No. of Shares
Opening balance: Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year (i.e. 1 January 2024)	626	4,68,119
Less: Number of shareholders who approached listed entity and their shares were transferred from suspense account during the Financial Year 2024	13	12,420
Less: Number of shareholders whose shares were transferred from suspense account to IEPF during the Financial Year 2024	*	13,140
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year (i.e. 31 December 2024)	605	4,42,559

\*As on 31 December 2024, a total of 13,140 shares pertaining to 13 shareholders lying in the Demat Suspense Account (towards Unclaimed Bonus shares) were transferred to IEPF.

The Company confirms that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

### Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments.

### Plant Locations

The Company's plants are located at Patalganga in Maharashtra, Paharpur in West Bengal and Silvassa (Union Territory).

### Address for Correspondence (other than queries relating to shares)

Castrol India Limited  
Technopolis Knowledge Park, Mahakali Caves Road,  
Andheri (East), Mumbai – 400 093  
Email Id: [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com)  
Phone: +91 22 7177 7111

### Commodity price risks / Foreign exchange risk and hedging activities

A part of the Company's payables is in foreign currencies and due to fluctuations in foreign exchange prices, it is subject to foreign exchange risks. The Company has in place a robust risk management framework for identification and monitoring and mitigation of foreign exchange risks.

The Company does not hedge commodities.

## 9. Other Disclosures

### (a) Disclosures on materially significant related party transactions having potential conflict with the interests of the Company at large

In line with the applicable statutory requirements, the Company has formulated a Policy on Related Party Transactions which is also available on Company's website at [https://www.castrol.com/content/dam/castrol/country-sites-new/en\\_in/india/home/documents/investors/rpt-policy.pdf](https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/investors/rpt-policy.pdf). The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. There were no related party transactions that may have potential conflict with the interest of the Company at large.

### (b) There has not been any non-compliance, penalties or strictures imposed on the Company by the stock exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets during the last three years.

### (c) Whistle Blower Policy/Vigil Mechanism

The Company has a robust whistle-blower mechanism called "OpenTalk". The employees are encouraged to raise any of their concerns by way of whistle-blowing and all employees have been given access to the Audit Committee Chairperson through a dedicated email Id [indiaauditcommitteec@bp.com](mailto:indiaauditcommitteec@bp.com). No employee has been denied access to the Audit Committee pertaining to the Whistle Blower Policy.



**(d) Details of payment to Statutory Auditors**

Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) have been appointed as the Statutory Auditors of the Company. During the year ended 31 December 2024, the Company has paid a consolidated sum of ₹1.99 Crore to the Statutory Auditors.

**(e)** The Company has no subsidiary and hence there is no policy for determining 'material' subsidiary.

**(f)** Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Sr. No.	Particulars	No. of Complaints
a.	Number of complaints filed during the Financial Year	0
b.	Number of complaints disposed of during the Financial Year	0
c.	Number of complaints pending as on the end of the Financial Year	0

**(g)** Loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount: NIL

**(h)** There is no non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V to the SEBI Listing Regulations.

**(i)** The Company has complied with all mandatory items of the SEBI Listing Regulations.

**(j)** As per Clause 13 of Part C of Schedule V to the SEBI Listing Regulations, the Company has made disclosures of the compliance with corporate governance requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 on the website of the Company.

**(k) Disclosure of certain types of agreements binding listed entities**

There are no agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

**10. Discretionary Requirements****A. The Board**

The Chairperson of the Board does not maintain a Chairperson's office at the Company's expense. However, the Company, from time to time, reimburses the expenses in relation to the Chairperson's office in connection with performance of his duties as the Chairperson of the Company.

**B. Shareholders' Rights – Half yearly results**

As the Company's quarterly, half yearly and yearly results are published in one English national newspaper having circulation all over India and in regional newspaper (Marathi) having circulation in Maharashtra, the same are not sent separately to the shareholders, but hosted on the website of the Company.

**C. Audit Qualification**

There are no qualifications contained in the audit report.

**D. Separate positions of the Chairperson and the CEO/Managing Director**

The positions of the Chairperson and the Managing Director are separate.

**E. Reporting of Internal Auditors**

The internal auditors of the Company report to the audit committee and make detailed presentation at quarterly meetings.

**F. Independent Directors**

During the year, the Independent Directors of the Company met separately once on 24 October 2024, without the presence of other Directors or management representatives.

**DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT OF THE COMPANY**

In accordance with requirements under the Part B Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Kedar Lele in my capacity as the Managing Director of the Company hereby confirm that all members of the Board of Directors and the Senior Management Personnel of the Company have affirmed their compliance with the Company's Code of Conduct for the Board of Directors and the Senior Management, for the Financial Year ended 31 December 2024.

**For Castrol India Limited**

**Kedar Lele**

Managing Director

DIN: 06969319

**Place:** Mumbai

**Date:** 3 February 2025



## CEO-CFO CERTIFICATION

*[Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To

**The Audit Committee / The Board of Directors  
Castrol India Limited,**

We, the undersigned, in our respective capacities as Managing Director (Chief Executive Officer) and Chief Financial Officer (CFO & Wholetime Director) of Castrol India Limited ('the Company'), to the best of our knowledge and belief certify that:

- A. We have reviewed the financial statements and the cash flow statement for the year ended on 31 December 2024 and based on our knowledge and belief, we state that:
  - (1) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered by the Company during the year, which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- C. We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated, based on our most recent evaluation, wherever applicable, to the auditors and Audit Committee:
  - (1) significant changes in the internal control, over financial reporting during the year;
  - (2) significant changes in the accounting policies made during the year, and that the same has been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

### For Castrol India Limited

**Kedar Lele**  
Managing Director  
DIN: 06969319

**Deepesh Baxi**  
Chief Financial Officer & Wholetime Director  
DIN: 02509800

**Place:** Mumbai  
**Date:** 3 February 2025

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

*[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,

**The Board of Directors**

**Castrol India Limited**

**CIN: L23200MH1979PLC021359**

Technopolis Knowledge Park,  
Mahakali Caves Road, Andheri-East,  
Mumbai – 400 093.

We have examined the following documents:

- i) Declaration of non-disqualification as required under Section 164 of Companies Act, 2013 ('the Act');
- ii) Disclosure of concern or interests as required under Section 184 of the Act; (hereinafter referred to as 'relevant documents')

as submitted by the Directors of **Castrol India Limited** ('the Company') bearing CIN: L23200MH1979PLC021359 and having its registered office at Technopolis Knowledge Park, Mahakali Caves Road, Andheri - East, Mumbai – 400 093., to the Board of Directors of the Company ('the Board') for the Financial Year 2024 and Financial year 2025 and relevant registers, records, forms and returns maintained by the Company and as made available to us for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of SEBI (LODR) Regulations, 2015. We have considered non-disqualification to include non-debarment by Regulatory/ Statutory Authorities.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification.

Based on our examination as aforesaid and such other verifications carried out by us as deemed necessary and adequate (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)), in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, we hereby certify that none of the Directors on the Board of the Company, as listed hereunder for the Financial Year ended **31<sup>st</sup> December, 2024**, have been debarred or disqualified from being appointed or continuing as Directors of Companies by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of Director	Director Identification Number (DIN)	Date of Appointment	Date of cessation
1	Mr. Ramabadran Gopalakrishnan	00027858	17-10-2000	30-09-2024
2	Mr. Sashi Alankarath Mukundan	02519725	21-04-2009	31-10-2024
3	Mr. Uday Chander Khanna	00079129	03-01-2012	30-09-2024
4	Ms. Sangeeta Talwar	00062478	23-07-2018	NA
5	Mr. Rakesh Makhija	00117692	01-10-2019	NA
6	Mr. Udayan Sen	02083527	02-04-2020	NA
7	Mr. Sandeep Sangwan	08617717	01-01-2020	31-10-2024
8	Mr. Deepesh Baxi	02509800	01-01-2021	NA
9	Mr. Mayank Pandey	09274832	09-08-2021	30-07-2024
10	Mr. Saugata Basuray	09522239	01-04-2022	NA
11	Ms. Nicola Buck	09785756	09-11-2022	11-06-2024
12	Mr. Kedar Lele	06969319	01-11-2024	NA
13.	Ms. Satyavati Berera	05002709	01-10-2024	NA
14.	Mr. Kartikeya Dube	00929373	30-07-2024	NA



This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31<sup>st</sup> December, 2024.

**For S. N. Ananthasubramanian & Co.**

**Company Secretaries**

**ICSI Unique Code P1991MH040400**

**Peer Review Cert. No.: 5218/2023**

**S. N. Ananthasubramanian**

**Founding Partner**

**FCS: 4206 | COP No. : 1774**

**ICSI UDIN : F004206F003852754**

**3<sup>rd</sup> February 2025 | Thane**

**CORPORATE GOVERNANCE CERTIFICATE**

*[Pursuant to Regulation 34(3) and Schedule V Para E of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

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

**1. Background**

We have been approached by **Castrol India Limited** ("the Company") to examine the compliance with the conditions of Corporate Governance by the Company, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, for the financial year ended on **31<sup>st</sup> December 2024**.

**2. Management's Responsibility**

The Compliance of conditions of Corporate Governance stipulated in the Listing Regulations is the responsibility of the management of the Company. The management shall devise adequate systems, internal controls and processes to monitor and ensure compliance of the same.

**3. Our Responsibility**

Our responsibility is limited to conduct an examination of the systems, internal controls and processes adopted by the Company and implementation thereof to monitor and ensure with the conditions of Corporate Governance and report thereon.

**4. Methodology**

- 4.1. In order to conduct our examination, we were provided with the relevant documents and information including explanations, wherever required.
- 4.2. Our examination was conducted in a manner which provided us with a reasonable basis for evaluating the systems, internal controls and processes adopted by the Company to monitor and ensure compliance with the conditions of Corporate Governance and to certify thereon.

**5. Opinion**

Based on our examination as aforesaid, the information, explanations and representations provided by the management, we certify that, the Company has complied with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations, for the Financial Year ended **31<sup>st</sup> December 2024**.



## 6. Disclaimer

- 6.1. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 6.2. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For S. N. ANANTHASUBRAMANIAN & Co.**

**Company Secretaries**

**ICSI Unique Code: P1991MH040400**

**Peer Review Cert. No.: 5218/2023**

**S. N. Ananthasubramanian**

**Partner**

**FCS: 4206 | COP No.: 1774**

**ICSI UDIN : F004206F003852820**

**3<sup>rd</sup> February 2025 | Thane**



# Business Responsibility and Sustainability Reporting (BRSR)

Guided by the overarching vision of bp's sustainability framework<sup>1</sup>, we at Castrol embarked on our sustainability journey with the launch of PATH360, Castrol's sustainability programme, in 2021. PATH360 focuses on saving waste, reducing carbon, and improving people's lives all with the aim of becoming net zero by 2050 or sooner<sup>1</sup>.

At Castrol India Limited ("CIL"/"Company"), we aim to optimise energy consumption and integrate renewable energy alternatives into our operations. We have identified key focus areas across the guiding principles of PATH360 to set targets and detail initiatives for achieving our aims. These focus areas constitute our ESG strategy/framework to guide our future actions.

Our Business Responsibility and Sustainability Report (BRSR) adheres to the National Guidelines on Responsible Business Conduct (NGRBC) issued by the Ministry of Corporate Affairs in July 2023. This report is in line with the requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. Alongside detailed information regarding our business and operations, this report details the extensive ESG initiatives that the Company has implemented throughout the calendar year of 2024.

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1. **Corporate Identity Number (CIN) of the Listed Entity** : L23200MH1979PLC021359
2. **Name of the Listed Entity** : Castrol India Limited
3. **Year of Incorporation** : 1979
4. **Registered Office Address** : Technopolis Knowledge Park, Mahakali Caves Road, Andheri (East), Mumbai – 400 093
5. **Corporate Address** : Technopolis Knowledge Park, Mahakali Caves Road, Andheri (East), Mumbai – 400 093
6. **E-mail** : [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com)
7. **Telephone** : + 91 22 7177 7111
8. **Website** : [www.castrol.co.in](http://www.castrol.co.in)
9. **Financial year for which reporting is being done** : January 1, 2024 - December 31, 2024 (Calendar Year)
10. **Name of the Stock Exchange(s) where shares are listed** : BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
11. **Paid-up Capital** : ₹ 494.56 Crore
12. **Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report** : Ms. Rekha Pillai, Head – CSR and Castrol India Sustainability Group Lead
13. **Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)** : Standalone basis
14. **Name of assurance provider** : Not Applicable
15. **Type of assurance obtained** : Not Applicable

<sup>1</sup> As part of bp's ambition to be net zero by 2050 or sooner and to help the world get to net zero <https://www.bp.com/en/global/corporate/sustainability/reporting-centre-and-archieve/quick-read.html>

## II. Products/Services

### 16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of main activity	Description of business activity	% of turnover of the entity
1.	Manufacturing	Coke and Petroleum products	93.8%

### 17. Products/Services sold by the entity (accounting for 90% of the entity's turnover):

S. No.	Product/Service	NIC Code	% of total turnover contributed
1.	Petroleum	271000.61 – Lubricating oils	99.6%

## III. Operations

### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	3	4	7
International	-	-	-

### 19. Markets served by the entity:

#### a. Number of locations

Locations	Number
National (No. of States/UTs)	36*
International (No. of Countries)	None

\* Includes 28 states and 8 union territories

#### b. What is the contribution of exports as a percentage of the total turnover of the entity?

There were no significant exports by the Company during the year.

#### c. A brief on types of customers

CIL serves a diverse range of customers with its product range that caters to both the business-to-business (B2B) and business-to-consumer (B2C) sectors. The Company's products are distributed through 400+ distributors who service close to 145,000 customers and sub-distributors who reach out to additional outlets in semi-urban and rural markets. It also leverages its distribution channels to reach a wider network of independent workshops. The Company also serves close to 4,000+ key institutional accounts directly, and in some cases through its distributors. With our alliance with Jio-bp (Reliance bp Mobility Limited), we have enhanced our channel access and are expanding CIL's footprint in fuel forecourts across India.

Over the last few years, the focus on priority channels including e-commerce has contributed to strong topline growth in the Company's business. The Company has invested in a digitally enabled integrated service model to implement better market coverage and improve customer experience for our indirect customers.

## IV. Employees

### 20. Details as at the end of Financial Year:

#### a. Employees and Workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	482	393	82%	89	18%
2.	Other than Permanent (E)	81	54	67%	27	33%
3.	Total employees (D + E)	563	447	79%	116	21%

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
WORKERS						
4.	Permanent (F)	157	152	97%	5	3%
5.	Other than Permanent (G)	115	113	98%	2	2%
6.	Total workers (F + G)	272	265	97%	7	3%

**b. Differently abled Employees and Workers**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	1	1	100%	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total differently abled employees (D + E)	1	1	100%	-	-
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	-	-	-	-	-
5.	Other than permanent (G)	-	-	-	-	-
6.	Total differently abled workers (F + G)	-	-	-	-	-

**21. Participation/Inclusion/Representation of women:**

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	2	25%
Key Management Personnel	4	1	25%

**22. Turnover rate for permanent employees and workers:**

Particulars	CY 2024 Current Calendar Year			CY 2023 Previous Calendar Year			CY 2022 Previous Calendar Year		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	9%	8%	9%	8%	5%	8%	8%	12%	9%
Permanent Workers	-	-	-	1%	-	1%	-	13%	13%

**V. Holding, Subsidiary and Associate Companies (including joint ventures)**

**23. (a) Names of holding / subsidiary / associate companies / joint ventures:**

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed Entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Castrol Limited, U.K.	Holding	51%	Yes

**VI. CSR Details**

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) - Yes
- (ii) Turnover (in ₹) - ₹ 5,364.85 Crore
- (iii) Net worth (in ₹) - ₹ 2,278.37 Crore



## VII. Transparency and Disclosures Compliances

## 25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance redressal mechanism in place (Yes/No)	CY 2024 Current Calendar Year			CY 2023 Previous Calendar Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Y	-	-	-	-	-	-
Investors	Y	-	-	-	-	-	-
(other than shareholders)							
Shareholders	Y	-	-	-	-	-	-
Employees and workers	Y	-	-	-	-	-	-
Customers	Y	550	36	-	494	25	-
Value Chain Partners	Y	-	-	-	-	-	-

## 26. Overview of the entity's material responsible business conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Energy and Emissions Management (Focus Area: Reducing Carbon)	Opportunity	CIL has plans in place to reduce carbon emissions in its operations by improving energy efficiency, integrating renewable energy, optimizing products with a focus on product formulation choices, packaging choices and by working with suppliers that share our values.	CIL has implemented renewable energy use across its operations. Solar photovoltaic plants have been set up in the Silvassa and Paharpur manufacturing units. Patalganga unit consumes green power from the state DISCOM (Distribution Company).  For reduction of Scope 1 emissions, initiatives such as replacement of diesel and furnace oil with PNG (Piped Natural Gas) have been undertaken.	Positive – Reduces emissions and operational costs.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2.	Product Carbon Footprint (Focus Area: Reducing Carbon)	Opportunity	CIL's commitment to lowering product carbon footprint <sup>1</sup> is delivered through technology incorporation in product design to minimise waste generation and adopting waste prevention methods during manufacturing of the products. CIL measures and monitors the net carbon intensity <sup>2</sup> per litre of its products.	CIL products contribute to saving energy and driving efficiency in use, however there are carbon emissions associated with their life cycle. The aim is to reduce emissions by improving operational efficiency, promoting decarbonisation within supply chain, sourcing low carbon raw materials and collaborating with value chain partners to influence the environmental performance of products during use and post use phases.	Positive – Reduce operational costs, boost sales, and market share, and enhance brand image, leading to an increase in the Company's overall performance.
3.	Sustainable Packaging (Focus Area: Circularity)	Opportunity	To promote responsible design and management of plastic packaging along its lifecycle. CIL defines its plastic footprint <sup>3</sup> as the amount of virgin plastic included in their packaging per litre that isn't recycled.	CIL continues to implement initiatives such as using post-consumer recycled plastic (PCR), and bottle design with optimised pack to reduce use of virgin plastics in the packaging of its products.	Positive – Reducing plastic packaging can assist in adhering to regulation and create positive impact beyond compliance.
4.	Waste Management (Focus Area: Circularity)	Opportunity	CIL is committed to waste reduction and minimisation at various levels. All manufacturing plants are certified for Environment Management Systems (ISO 14001:2015).	CIL's waste management focuses on reduce, reuse and recycle to monitor and minimise waste generation. Waste generated in operations are collected and disposed of through authorised vendors ensuring compliance.	Positive – Adhering to the principles of circular economy and effectively handling waste at each stage of the manufacturing process directly influences resource efficiency and ensures compliance with all relevant regulations.

<sup>1</sup>As part of bp's ambition to be net zero by 2050 or sooner and to help the world get to net zero <https://www.bp.com/en/global/corporate/sustainability/reporting-centre-and-archieve/quick-read.html>

<sup>2</sup>Castrol's net carbon intensity per litre of our products sold in 2019. See [www.castrol.com/en\\_in/india/home/sustainability.html](http://www.castrol.com/en_in/india/home/sustainability.html) for more information.

<sup>3</sup>To promote the responsible design and management of plastic packaging along its life, Castrol defines its plastic footprint as the amount of virgin plastic included in our packaging per litre that isn't recycled. Our aim is to halve it from our 2019 baseline. See [www.castrol.com/en\\_in/india/home/sustainability.html](http://www.castrol.com/en_in/india/home/sustainability.html) for more information.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5.	Sustainable Supply Chain (Focus Area: Responsible Sourcing)	Risk	CIL is dependent on a network of suppliers and distributors for the manufacturing and delivery of their products to customers. Any disruptions in any segment of the supply chain may lead to delays in the manufacturing of certain products and shortages in inventory.	CIL has adopted bp's code of conduct and supplier expectation guidelines to state the ESG requirements. CIL conducts awareness programmes on aspects such as the Code of Conduct, with all the distributor partners annually.	Negative – Supply chain disruption may result in increase in the cost of materials, as the Company may be compelled to seek materials or products from alternate suppliers or manufacturers.
6.	Occupational Health and Safety (Focus Area: Safety)	Opportunity	CIL is committed to safety, protecting the environment and respecting the communities in the areas of operation. CIL's Health, Safety, Security and Environment (HSSE) goals are no accidents, no harm to people and no damage to the environment. Safety is good business.	CIL has set the foundations and standards for operational risk management through bp's Operating Management System (OMS). Through experts, partners and assurance activities, CIL works with business groups to build capability in operations to manage risk and enhance safety performance. CIL seeks to leverage digital, and data driven innovative solutions to improve OMS and assurance impact.	Positive – Focus on health and safety to ensure no workplace injuries and illnesses and enhances employee productivity and morale, potentially improving overall business performance and profitability.
7.	Diversity, Equity and Inclusion (DE&I) (Focus Area: People and Culture)	Opportunity	CIL aims for greater diversity, equity and inclusion for the workforce, and customers. CIL also envisions to further enhance DE&I impact through ecosystem partners and suppliers.	To promote DE&I, the Company has put in place a DE&I council which continues to focus on diversity hiring, conducting DE&I roadshows, recognizing on-ground efforts and conducting disability assessments across its premises.	Positive - Adopting and promoting a diverse and inclusive culture can improve creativity and productivity.



S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
				CIL has established cohorts of women in both sales and supply chain, creating a dedicated platform where participants can connect, share concerns, exchange best practices, and learn from one another's experiences. This platform aims to inspire and empower women in these fields by fostering a supportive community where knowledge is shared, challenges are addressed, and success stories are celebrated.	
8.	Corporate Social Responsibility (Focus area: Empowering Communities)	Opportunity	CIL engages with communities around areas of operations through its flagship CSR programmes and community development programmes focused on education and upskilling.	CIL adopts an approach of implementing pilot projects in collaboration with leading Non-Governmental Organisations (NGOs) to test on-ground relevance. Based on responses from stakeholders, experiences shared by partners and contributions towards achieving the defined agenda, the projects are either scaled up or re-strategised. Encouraged by the positive feedback, the Company continues to expand its portfolio of activities with partnerships and investments.	Positive – Ensures continuous engagement with communities empowering sustainable livelihoods.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9.	Employee Wellbeing (Focus Area: People and Culture)	Opportunity	<p>Wellbeing is not just about preventing illness. It is about feeling good and functioning well and covers the physical, psychological, and social factors which influence our health and happiness.</p> <p>A focus on wellbeing with supporting programmes provided within the workplace can help individuals to learn and maintain good habits for health and to build resilience to cope with everyday stress.</p>	<p>CIL supports people to perform at their best by promoting wellbeing to maximise personal and business value(s). Various health and wellbeing resources, training, publications, health moments, guidance and other digital tools are provided, an example is Connect &amp; Heal, an integrated health tech company providing end-to-end coordinated care and support.</p> <p>"Thrive" is bp's global personal well being portal, it is designed to help employees make positive change no matter where they are on their wellbeing journey.</p> <p>"Healthy Minds", a mental health education programme for leaders and colleagues launched in early 2024. It is designed to help an individual to look after their own mental health, invest in oneself and deal with change.</p> <p>Another support provided is the Employee Assistance Programme (EAP) - employees and their family members can access free, confidential and independent advice, and practical support to help manage issues that are worrying them at work or at home.</p>	Positive - Better health and wellbeing of employees leads to improved employee engagement and higher productivity.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
10.	Human Rights and Ethical Operations (Focus Area: People and Culture)	Risk	<p>CIL is committed to ethical operations while engaging workers and communities and conducting its business. CIL encourages its people and businesses to care for others and participate in the local community.</p> <p>CIL maintains an open-minded, ethical stance and respects diversity, local cultures and customs to make a positive impact in its areas of operation.</p>	<p>CIL has adopted a human rights policy applicable to all staff, backed by grievance and disciplinary policy to handle workplace concerns. We have a structured investigation process overseen by the Ethics &amp; Compliance function.</p> <p>Human rights standards are extended through contracts, integrating clauses concerning respect for Human Rights, including labour rights, across all agreements.</p>	Positive - CIL has a mechanism with respect to human rights and its respective regulations at the workplace.
11.	Customer Satisfaction (Focus Area: Customer Centricity)	Opportunity	Customer satisfaction directly affects overall business. CIL aims to focus on improving its products, services, and customer connect, to provide innovative solutions that meet customer needs and add value to the Company.	<p>Our 'Onward, Upward, Forward' strategy embodies our dedication to accelerating our customers' progress, helping them to face the challenges of tomorrow.</p> <p>We aim to grow our core business in new ways, using our cutting-edge technology and our trusted global brand to stay at the forefront of our sector. We're developing more circular offers to help customers achieve their sustainability goals and exploring exciting new growth opportunities beyond lubricants.</p>	Positive - Customer satisfaction will lead to lower financial risk, increased business valuation and strong customer loyalty.



S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
12.	Corporate Governance	Risk	CIL is part of the bp group with its corporate governance framework and code of ethics.	Key aspects of CIL governance processes are: Clear statements of Board processes and Board relationships with executive management, set of Company's beliefs and purpose embedded in the Code of conduct. It lays down the expectations for safe operations, people, working with our business partners, government and communities and our commitment to maintain the integrity of assets and financial information of the Company.	Negative – CIL is committed to responsible governance that underlines its dedication to responsible business practices, ensuring adherence to regulatory standards, ethical principles, and stakeholder expectations with the evolving dynamic and regulatory landscape.
13.	Risk Management	Risk	Risk management has a significant impact on an organization's ability to achieve its objectives. Identifying and managing risks proactively is essential to ensure success of the Company.	CIL has adopted bp's Risk Management policy, which outlines the identification and assessment of safety and operational risks. These primarily include hazards that could potentially harm people and the environment. The policy also emphasizes the necessity of maintaining a risk register.  CIL has a risk-governance structure, which consists of the Risk Management Committee (RMC) that oversees risks and/or opportunities from both business and ESG perspectives. This process is aptly supported by departmental heads.	Negative – Failure in managing risks can lead to unexpected financial losses, compliance fines, reputational damage, and missed growth opportunities.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
14.	Privacy and Data Security	Risk	Cyber threats are a real risk for business today to conduct business with its stakeholders in a secure environment without compromising on digital security of information and data used in conduct of business operations.	CIL's digital security team collaborates with business units to assess security risks, provide training, and disseminate information that encourages safe behaviors among users and safeguards the business from data breaches.  The Digital Security team has created a series of 'cyber moments' that are integrated into meetings and other gatherings to increase awareness of the cyber threats faced by CIL.	Negative - Cybersecurity breaches could put CIL, as well as its customers, at significant risk and cause reputational damage.
15.	Technology and Innovation	Opportunity	Leverage technology and innovation to enhance the digital experience for customers and consumers, and to gain operational advantages.	As part of its digitalization strategy, the Company continues to implement digital initiatives such as FASTSCAN, Castrol SMART, Castrol DIGICLAIM, Castrol Connect and the new Rural DMS (Distributor Management System). These applications enable streamlining of customer experiences across channels, enhance sales conversations and reduce manual interventions in claim processing, thereby reducing time spent on non-value addition activities and releasing working capital for customers and channel partners.	Positive - Technology can enhance work efficiency, expand a business's customer reach and increase convenience. Additionally, it can help with accurate time tracking and business growth.

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	No	Yes	Yes	Yes	Yes	No	Yes	No
c. Web Link of the Policies, if available	<u>bp Code of Conduct, Materiality policy, RPT Policy, Code of Conduct for Insider Trading, Whistle Blower Policy, Code of Conduct for Board Members and Senior Management Personnel</u>	<u>Supplier expectations and *Supplier Information Security</u>	<u>Castrol Code of Conduct and bp Code of Conduct</u>	<u>Castrol CSR policy, bp Code of Conduct, DDP Policy, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Investor Grievance Redressal Policy, Investor Relations Policy</u>	<u>bp Human Rights policy and *Sexual Harassment policy</u>	<u>Castrol HSSE policy</u>	<u>Castrol Customer policy and bp Code of Conduct</u>	<u>Castrol CSR policy</u>	<u>*Manage IT Security and *Data privacy</u>

CIL follows the Castrol global policies and policies of bp, its parent company, identified at 1c above. The Castrol and bp policies with links provided are available in the public domain and accessible to all relevant stakeholders.

\*Policies available internally.



2. Whether the entity has translated the policy into procedures? (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	<p>Yes.</p> <ol style="list-style-type: none"> <li>1. Castrol Code of Conduct is applicable to all the value chain partners in business with the Company.</li> <li>2. bp Human rights policy applies to every employee and officer in every bp group entities.</li> <li>3. HSSE policy applies to everyone who works for Castrol.</li> <li>4. Customer policy covers all customers and consumers.</li> <li>5. CSR policy applies to communities where our plants are located.</li> <li>6. 'bp's expectations of its suppliers' document applies to all our vendors.</li> </ol>								
4. Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) (e.g. SA 8000, OHSAS, ISO, BIS) mapped to each principle.	<p>Majority of CIL's policies are aligned with the bp group's policies. CIL is an ISO 9001:2015 certified company and our manufacturing locations are ISO 14001:2015 and ISO 45001:2018 certified. The bp group operates an enterprise corporate IT infrastructure to provide centralized IT services to the group (the "bp IT infrastructure"), including CIL. bp operates and maintains a documented digital security management system, including policies and procedures, which govern our approach to security, governance, and risk management of the bp IT infrastructure (the "IT control framework"). The relevant requirements from bp's IT control framework are maintained in a central requirements library. The technical and organizational measures from the IT control framework are aligned with best industry practices within the energy sector and, where relevant, to industry standards such as NIST, CSF, COBIT, ISO 27001:2002 and PCI-DSS.</p>								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	<p>Castrol is aiming to be net zero by 2050 or sooner as part of bp's ambition to be net zero by 2050 or sooner and to help the world get to net zero.</p> <p>By 2030, Castrol aims to:</p> <ul style="list-style-type: none"> <li>• Reduce our plastic footprint<sup>1</sup> by half by 2030 and continue to help our customers save energy, waste and water.</li> <li>• Halve the net carbon intensity per liter of our products<sup>2</sup> by 2030.</li> </ul> <p><sup>1</sup>To promote the responsible design and management of plastic packaging along its lifecycle, Castrol defines its plastic footprint as the amount of virgin plastic included in our packaging per liter that isn't recycled. Our aim is to halve it from our 2019 baseline. See <a href="http://www.castrol.com/PATH360/Definitions">www.castrol.com/PATH360/Definitions</a> for more information.</p> <p><sup>2</sup>vs Castrol's net carbon intensity per liter of our products sold in 2019. See <a href="http://www.castrol.com/PATH360/Definitions">www.castrol.com/PATH360/Definitions</a> for more information</p>								

6. <b>Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.</b>	<p>CIL shall endeavour to report on the performance of the above targets every year. As of CY 2024, CIL has accomplished the following:</p> <ol style="list-style-type: none"> <li>1. 52% reduction in operational Scope 1 and 2 emissions with 2019 baseline.</li> <li>2. 73% of total electricity consumed is from renewables.</li> </ol>
<b>Governance, leadership and oversight</b>	
7. <b>Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements</b>	<p>CIL is committed to being a socially and environmentally responsible company. PATH360 is Castrol's holistic sustainability strategy that seeks to maximise our contribution to a more sustainable future. The strategy has three focus areas and six guiding principles, all with the aim to be net zero by 2050 or sooner<sup>1</sup>. It sets out our aims for 2030 to save waste, reduce carbon and improve lives.</p> <p>Our business practices incorporate PATH360 sustainability concepts, influencing our aim to create a long-lasting organisation that meets clients' protection and long-term demands. We implemented specific interventions in our operations, packaging, and distribution to advance our sustainability mission in India with a focus on waste reduction, carbon reduction, and human welfare. On the social front, we have developed an even stronger bond with independent auto technicians and truck drivers as a result of our interactions with them over the years.</p> <p>In order to properly address the continuously changing scenario, the Company implemented a business continuity plan. To safeguard the Company's well-being and long-term viability, response strategies were created and closely followed. In order to reduce its environmental impact, the Company concentrated on decreasing energy, water, and waste as part of resource optimization. In accordance with its sustainability objective, the Company is also running several programmes. Safety comes first for the company, with the main goal being that everyone returns home safely each day.</p>
8. <b>Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy/policies</b>	<p>Mr. Kedar Lele Managing Director</p>
9. <b>Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.</b>	<p>No, CIL has a risk governance structure which consists of the Risk Management Committee (RMC) that oversees the risks and/or opportunities from an Environmental (E), Social (S), and Governance (G) perspective. This process is aptly supported by departmental heads.</p>

<sup>1</sup>As part of bp's ambition to be net zero by 2050 or sooner and to help the world get to net zero <https://www.bp.com/en/global/corporate/sustainability/reporting-centre-and-achieve/quick-read.html>

**10. Details of Review of NGRBCs by the Company:**

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9
Performance against above policies and follow up action	Business Responsibility policies are reviewed by departmental heads and business heads									On a periodic basis								
	Necessary changes to the policies as a result of the assessments are implemented.																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	CIL complies with all statutory requirements to the extent applicable.																	

<b>11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.</b>	<b>P</b> <b>1</b>	<b>P</b> <b>2</b>	<b>P</b> <b>3</b>	<b>P</b> <b>4</b>	<b>P</b> <b>5</b>	<b>P</b> <b>6</b>	<b>P</b> <b>7</b>	<b>P</b> <b>8</b>	<b>P</b> <b>9</b>
	Environmental policies and procedures are evaluated as per the Environment management system guidelines. Safety policies and procedures are evaluated as per the Occupational health and safety management system guidelines and are externally verified by a third-party certifying agency.								

**12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:**

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)					Not applicable				
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)					Not applicable				
The entity does not have the financial or/human and technical resources available for the task (Yes/No)					Not applicable				
It is planned to be done in the next financial year (Yes/No)					Not applicable				
Any other reason (please specify)					Not applicable				



## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

### Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

#### Essential Indicators

#### 1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

At CIL, our primary focus is to utilise the skills and capabilities of our workforce through targeted talent development efforts. Our initiatives are designed to empower employees to pursue personal and professional objectives that align with our organisation's strategies and their individual career aspirations. The Company offers a variety of training and leadership development programmes for its employees, including skill and competency development initiatives and leadership enhancement sessions.

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	Percentages of persons in respective category covered by the awareness programmes
Board of Directors (BoD)	24	The Board Familiarization Programme includes an induction for Directors, deep dive sessions on business functions, and strategy updates. All Directors on their appointment undergo detailed induction which includes interactive sessions with other Board members, Key Managerial Personnel, senior management, business and functional heads and others. They also visit company's manufacturing locations and make market visits to understand the business and operations of the company. Directors are oriented on the Board's constitution, terms of reference, corporate governance, regulatory requirements, risk management, and company procedures. This ensures comprehensive understanding of the company's history, culture, opportunities, risks, and strategies. Annual strategy sessions provide updates on business strategies and leadership interactions. Independent and Executive Directors receive appointment letters detailing their responsibilities and expected time commitments.	100%
Key Managerial Personnel (KMPs)	1	Asset - Commercial business and awareness	100%

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	Percentages of persons in respective category covered by the awareness programmes
Employees other than BoD and KMPs	Grow@bp: 150+ trainings (includes mandatory and voluntary courses applicable across business functions and other trainings such as Code of Conduct, cybersecurity and health and safety)	<p>'Grow@bp' is a personalised learning platform for employees to take ownership of their career and development. The platform contains various resources, including training programmes, awareness campaigns, and leadership talks. The learning content addresses topics like code of conduct, ethics and compliance, cyber security, helping employees to enhance their technical skills and awareness of compliance requirements in the Company. Through the "bp Growth Week", all employees are encouraged to dedicate time to enhancing their learning. In addition, training related to environment, diversity, safety, health, and wellness is also available to all employees on e-learning platform. Additionally, health and safety related training and awareness sessions are conducted and provided to the workers at regular intervals. "Healthy Minds", a mental health education programme for leaders and colleagues launched in early 2024. It is designed to help an individual to look after their own mental health, invest in oneself and deal with change. Through our grow@bp platform, some of the new offers being added are AI digital fluency and digital badges.</p> <p>Employee training is provided under ESG with emphasis on following aspects:</p> <p>Social: The Grow@bp platform covers topics including the Code of Conduct and ethics and compliance, helping employees to enhance awareness of compliance requirements within the company. Health and safety related training and awareness sessions are carried out regularly for employees and workers. In addition, there are curated learnings in smaller groups around our cultural framework "who we are" focusing on psychological safety, bias at work, inclusion</p> <p>Environment: Trainings focused on industry-specific environmental topics are made available to all employees via various e-learning platforms.</p> <p>Governance: The Grow@bp platform offers training programmes, awareness campaigns, and leadership talks aimed at reinforcing both individual and collective compliance efforts. Cybersecurity training is also provided to ensure employees are well-informed about essential online safety measures.</p> <p>"Growth Week": During this week, all employees are encouraged to allocate time to enhance their learning. Training related to diversity, safety, health, and wellness are offered on various e-learning platforms.</p>	100%
Workers	40	In-house training and awareness sessions regarding health and safety, cybersecurity, and the Code of Conduct are regularly conducted for workers. Additionally, training with regard to scope of work is also organised to enhance their technical skills.	100%

2. Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies / judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

a. Monetary

Particulars	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	-	-	-	-	-
Settlement	-	-	-	-	-
Compounding fee	-	-	-	-	-

b. Non-monetary

Particulars	NGRBC Principle	Name of the regulatory/ enforcement agencies/ Judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	-	-	-	-
Punishment	-	-	-	-

3. Of the instances disclosed in Question 2 above, details of the Appeal / Revision preferred in cases where monetary or non-monetary action has been appealed:

Case Details	Name of the regulatory / enforcement agencies/ judicial institutions
-	-

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy:

The Company's Code of Conduct, rules and regulations adopted conform to the legal and statutory framework on anti-corruption and anti-bribery legislation prevalent in India. The policy reflects the commitment of the Company and its management for maintaining highest ethical standards while undertaking open and fair business practices. We have implemented appropriate systems to identify and prevent bribery and corrupt business practices.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption:

Particulars	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
Directors	-	-
KMPs	-	-
Employees	-	-
Workers	-	-

6. Details of complaints with regard to conflict of interest:

Particulars	CY 2024 Current Calendar Year		CY 2023 Previous Calendar Year	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	-	-	-	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	-	-	-	-



7. Provide details of any corrective action taken or underway on issues related to fines / penalties /action taken by regulators / law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest:

Not applicable

8. Number of days of accounts payables [(Accounts payable \*365) / Cost of goods/services procured] in the following format:

Particulars	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
Number of days of accounts payables	94 days	96 days

9. Open-ness of business:

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format

Parameter	Metrics	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales*	a. Sales to dealers / distributors as % of total sales	75.17%	64.64%
	b. Number of dealers / distributors to whom sales are made	426	223
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributor	10.78%	7.91%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	4%	4%
	b. Sales (Sales to related parties / Total Sales)	0.33%	0.25%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0%	0%
	d. Investments (Investments in related parties / Total Investments made)	-	-

\*The products are sold to dealers who further distribute the products to retailers

## Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	Percentage of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	Compliance with the laws	100%
1	Health, Safety, Security and Environment ("HSSE")	100%
1	Bribery and corruption, money laundering, conflict of interests and anti-competitive conduct	100%
1	International trade law	100%
1	Protecting confidential information	100%
1	Non-discrimination, grievance processes and freedom of association	100%

CIL conducts numerous awareness programmes on aspects such as compliance with the Company's code of conduct with all its distributor partners at least annually, laying down the guidelines for business ethics and compliances as per the code signed by them in the customer and supplier agreements. All key suppliers are engaged based on their risk and materiality profile, with expectations to comply with the code.

2. Does the entity have processes in place to avoid / manage conflict of interests involving members of the Board? (Yes/No). If yes, provide details of the same:

Yes. The Board has adopted the Code of Conduct which stipulates that the Directors must act objectively and in accordance to their responsibilities, while making decisions. Each year, the Board members and management certify that the Code of Conduct is being followed. Further, the Audit Committee reviews matters pertaining to the Code of Conduct on a quarterly basis. The Company receives declarations from its directors disclosing details of related parties in which they have interest, which are placed before the Board of Directors at their meeting. Additionally, the Directors abstain from participating in the Board/Committee meetings on matters in which they are interested or deemed to be interested. These disclosures help the Company and the Board of Directors in evaluating the possibility of any present or potential conflict of interest.

Please refer to the Castrol Code of Conduct linked here: [https://www.castrol.com/en\\_in/india/home/investors/code-of-conduct.html](https://www.castrol.com/en_in/india/home/investors/code-of-conduct.html)

## Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe

### Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively:

Particulars	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year	Details of improvements in environmental and social impacts
R&D	15%	15%	Products with higher specifications, lower viscosity and improved efficiency.
Capex	1%	1%	Investments in energy monitoring and measurement systems, pump replacement, air line replacement, five-star rated equipment etc.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

We are in the process of developing a framework for sustainable sourcing across the portfolio.

- b. If yes, what percentage of inputs were sourced sustainably?

Our sustainability sourcing agenda would be defined post development of the sustainable sourcing framework.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste

Packaging waste: CIL is proactively working on reducing the use of virgin plastic material in its product packaging. The company has partnered with waste management agencies to identify authorized recyclers who collect and recycle plastic packaging waste generated from its operations across all states where its products are sold. The collected waste is then sent to authorized recyclers for the recycling process. These registered recyclers provide the corresponding credits on the Pollution Control Board (PCB)'s Plastic EPR portal, and annual returns are filed in line with the timelines set by the PCB.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No).

If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide. steps taken to address the same.

Yes, Extended Producer Responsibility (EPR) is applicable to CIL's business operations and CIL is in compliance with EPR regulations.

## Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

ERM, a third-party environmental consultancy, has conducted, on Castrol's behalf, life cycle assessments, in accordance with the Greenhouse Gas Protocol Product Life Cycle Accounting and Reporting standard, of all products sold by Castrol globally. This includes all products sold by CIL.

NIC Code	Name of Product /Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	If yes, provide the web link
-						

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product / Service	Description of the risk / concern	Action Taken
-		

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or re-used input material to total material	
	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
Mixed oil	0.25%	-

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tons) reused, recycled, and safely disposed as per the following format:**

Particulars	CY 2024 Current Calendar Year			CY 2023 Previous Calendar Year		
	Re-Used	Recycled*	Safely Disposed	Re-Used	Recycled*	Safely Disposed
Plastics (including packaging)	-	10,519.00	-	-	10,321.09	8.22
E-waste	-	-	-	-	-	-
Hazardous waste	-	-	-	-	-	-
Other waste	-	-	-	-	-	-

\* Data reported is for financial year

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category:**

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
In alignment with Plastic Waste Management Rules 100% of equivalent plastics are collected and recycled.	



**Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.**

#### Essential Indicators

##### 1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No.	%	No.	%	No.	%	No.	%	No.	%
		(B)	(B/A)	(C)	(C/A)	(D)	(D/A)	(E)	(E/A)	(F)	(F/A)
Permanent employees											
Male	393	393	100%	393	100%	-	-	393	100%	-	-
Female	89	89	100%	89	100%	89	100%	-	-	61	100%
Total	482	482	100%	482	100%	89	100%	393	100%	61	100%
Other than Permanent employees											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-

##### b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No.	%	No.	%	No.	%	No.	%	No.	%
		(B)	(B/A)	(C)	(C/A)	(D)	(D/A)	(E)	(E/A)	(F)	(F/A)
Permanent workers											
Male	152	152	100%	152	100%	-	-	-	-	-	-
Female	5	5	100%	5	100%	5	100%	-	-	-	-
Total	157	157	100%	157	100%	5	100%	-	-	-	-
Other than Permanent workers											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-

##### c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

Particulars	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
Cost incurred on wellbeing measures as a % of total revenue of the Company	0.2%	0.2%

##### 2. Details of retirement benefits:

Benefits	CY 2024 Current Calendar Year			CY 2023 Previous Calendar Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	NA	NA	NA	NA	NA	NA
Other	-	-	-	-	-	-

### 3. Accessibility of workplaces:

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016 ? If not, whether any steps are being taken by the entity in this regard.

Yes, CIL premises/offices are accessible to differently abled employees and workers as per the requirements of the Rights of Persons with Disabilities Act, 2016.

CIL has proactively ensured that new offices in Chennai and Delhi are compliant with regulatory requirements, thereby setting a precedent for disability friendliness and inclusivity across all its premises. As our commitment towards Diversity, Equity and Inclusion continues, we are exploring a comprehensive approach to incorporate such regulatory requirements in our upcoming office premises as well.

### 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016 ? If so, provide a web-link to the policy:

Our aim is to achieve greater diversity, equity and inclusion in workforce. We are an equal opportunity employer. Our Code sets out our expectation that we treat everyone with fairness and respect and expect everyone we work with to do the same.

### 5. Return to work and Retention rates of permanent employees and workers that took parental leave:

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	-	-
Female	100%	100%	-	-
Total	100%	100%	-	-

### 6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief:

Particulars	Yes/No
	(If Yes, then give details of the mechanism in brief)
Permanent workers	Open Talk: <a href="http://www.opentalkweb.com/">http://www.opentalkweb.com/</a>
Other than Permanent workers	A systematic investigation process exists in our business structure with clear roles, responsibilities, and accountabilities, along with trained investigators and decision-makers (People and Culture Line Manager/ Business Head/Legal representatives). This process is under the oversight of the Ethics and Compliance function.
Permanent employees	
Other than Permanent employees	

CIL is committed to providing a safe and positive work environment. In order to achieve this, all the employees have access to a helpline platform named Open Talk which is bp's worldwide helpline. Employees can raise questions or concerns about ethics, compliance, or bp's code of conduct through this dedicated channel. It is managed by a separate firm (NAVEX Global), is accessible twenty-four hours a day, seven days a week, and can handle calls in more than 75 languages over the phone or the internet. Most places allow employees to contact Open Talk anonymously. The employees and/or workers can also raise their concerns to their respective line manager, business head, P&C, Legal or the E&C department. A thorough inquiry procedure assures fairness for all parties concerned, including the ability to submit facts and any relevant evidence.

7. Membership of employees and workers in association(s) or Unions recognized by the listed entity:

Category	CY 2024 Current Calendar Year			CY 2023 Previous Calendar Year		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent employees	482	-	-	472	-	-
Male	393	-	-	390	-	-
Female	89	-	-	82	-	-
Total Permanent workers	157	157	100%	158	158	100%
Male	152	152	100%	154	154	100%
Female	5	5	100%	4	4	100%

8. Details of training given to employees and workers:

Category	CY 2024 Current Calendar Year					CY 2023 Previous Calendar Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Permanent employees</b>										
Male	393	250	64%	326	83%	390	238	61%	306	78%
Female	89	41	46%	49	55%	82	42	51%	60	73%
Total	482	291	60%	375	78%	472	280	59%	366	78%
<b>Permanent workers*</b>										
Male	152	152	100%	152	100%	154	154	100%	154	100%
Female	5	5	100%	5	100%	4	4	100%	4	100%
Total	157	157	100%	157	100%	158	158	100%	158	100%

\* All personnel in the manufacturing facilities are provided training on Health and Safety through offline mode and on the shopfloor. "Lakshya" is a Manufacturing Excellence programme initiated across all the three manufacturing sites based on three pillars: Efficiency, Capability and Continuous improvement and is being provided to all employees as a part of their skill upgradation programme.

CIL upholds a strong commitment to Ethics and Compliance through mandatory training programmes and dedicated sessions, emphasizing crucial views such as 'Speak up' and listening, maintaining integrity, zero retaliations, and a stringent stance against non-compliance. The company actively promotes cybersecurity across all teams and locations while investing in leadership development programmes for team leaders and managers to drive growth and success.

Further, we seek to enhance the skills of our employees by providing them with access to prominent learning platforms such as Coursera and LinkedIn via Grow@bp. These platforms offer a vast array of training modules, including numerous offerings on sustainability, that employees can select based on their educational needs and career aspirations.

Other trainings are conducted on a voluntary basis which include basic safety, behavioural based safety programmes and other wellness programmes. In 2024, our employees spent a total of around 5,900 hours attending various training programmes.



## 9. Details of performance and career development reviews of employees and workers:

Category	CY 2024 Current Calendar Year			CY 2023 Previous Calendar Year		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Permanent employees</b>						
Male	393	393	100%	390	388	99%
Female	89	86	97%	82	80	98%
Total	482	479	99%	472	468	99%
<b>Permanent workers</b>						
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
Total	-	-	-	-	-	-

Building people's functional capability is one of the key elements of the Company's investment in people. There is an emphasis on employee engagement and building line manager and employee capability via trainings covering a range of key people and Human Resource (HR) processes. Robust talent management sessions are conducted with focus on managers having talent conversations with their teams. All eligible employees captured their development needs in a structured format following talent conversations with their line managers.

## 10. Health and safety management system:

### a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, what is the coverage of such a system?

HSSE is central to the company's business activities and is a key enabler of its business strategy. The company is committed to the goal of 'no accidents, no injuries to people and no damage to the environment' and expects every employee/worker to be a safety leader. The OHS management system encompasses 100% of the company's employees, workers, contractors and service providers working in manufacturing facilities and CIL offices. The company has fully implemented a global Operating Management System (OMS) to consistently improve the delivery of operations that are safe, responsible and reliable. The OMS has helped the company in effectively managing four key elements of operations - People, Plants, Processes and Performance.

Road safety continues to be a priority for the company. All professional drivers (those driving for company business) undergo rigorous defensive driver training. All road safety related incidents, however minor, are reported and investigated in an attempt to learn and adopt improvements. All new employees, both permanent and contractual, undergo HSSE training as part of their onboarding within a month of joining the company.

### b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Health, Safety, Security and Environment are critical focus areas for the Company. Hazard Identification and Risk Assessment (HIRA) are conducted as per ISO 45001 and ISO 14001 standards for all routine activities within the manufacturing plants. Non-routine activities are monitored through OMS procedures such as Control of Work "CoW". As part of the annual risk management process, various risk assurance tools are used to identify and mitigate risks.

### c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks?

Processes have been developed and implemented in accordance with the OMS for reporting of work-related hazards by employees and workers, with the aim to prevent risks. These processes include Safety Observations, Safety Observation Conversations, and Focused Safety Observation Conversations. All instances of risk are documented in the 'IRIS' reporting tool.

Additionally, workers are guided to follow Safety Leadership Principles. All safety observations and near-miss incidents are reported and investigated to prevent any injury or illness. Both offices and plants have established

Safety Committees, which provide a forum for reporting of work-related hazards. The company also follows the 'Stop Work' principle. In alignment with this principle, all employees, contractors, and visitors, are authorized to stop any work/activity deemed unsafe.

**d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services?**

Yes. Employees have access to non-occupational medical and health services through the following provisions:

- **Connect and Heal (CNH):** This online service, available 24/7, offers medical consultation (both audio and video consultation) as well as emergency assistance. All employees and eligible dependents can avail this service.
- **Mediclaime facilities:** The company has a Mediclaime tie-up with ICICI Lombard, supported by a Third-Party Administrator (TPA) i.e., Paramount Health Services & Insurance TPA Pvt. Ltd.
- **Employee Assistance Programme (EAP):** This service offers personal, confidential, and professional counseling, available to employees and their family members via the telephone, email, or face-to-face interactions. Counseling can be availed in English and regional languages, at any given time.

Furthermore, we also provide access to wellness apps such as Headspace and Thrive along with online counseling services through ICAS and informative webinars, emphasizing the company's commitment towards the mental health and overall well-being of its employees. The company also actively promotes psychological safety to further strengthen the safety and wellness of employees through training programmes.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	0.83
	Workers	-	-
Total recordable work-related injuries	Employees	-	1
	Workers	-	-
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace:**

CIL firmly believes in providing a safe, supportive, and friendly workplace environment – a workplace where our values come to life through supporting behaviors. A positive workplace environment and a great employee experience are integral parts of our culture.

The Company aims to provide an ergonomically safe and comfortable work environment at all offices and plants. The Company regularly provides annual preventive health checks for all employees.

A core component of the Company's diversity and inclusion ambition is agile working which encompasses a wide range of working options enabling employees to work flexibly at their full potential. Part-time working, work from home and flexible hours are some options granted under these initiatives.

All three manufacturing plants of CIL are certified with the Environment Management System (ISO 14001:2015), Occupational Health and Safety Management System (ISO 45001:2018) and Quality Management System Standard (ISO 9001:2015), with two of the Company's plants certified with Automotive Quality Management System IATF 16949:2016. Our Patalganga Plant won Gold Award for safety performance from OHSSAI, and Silvassa plant was recognised by the Local Fire Service Department for its excellence in the fire safety programmes. The leadership team maintains the highest standards of occupational HSSE by reviewing business safety performance on a monthly basis.

The India Sexual Harassment Prevention and Grievance Handling Policy (the "Policy") was rolled out in April 2014. This Policy provides guidance around the process to raise such a grievance and methodology for recourse and redressal

of the grievance. While the Policy is based on the 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013', which deals specifically with acts committed against women, CIL follows this policy irrespective of gender.

**13. Number of complaints on the following made by employees and workers:**

Particulars	CY 2024 Current Calendar Year			CY 2023 Previous Calendar Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	-	-	-	-
Health & Safety	-	-	-	-	-	-

**14. Assessments for the year:**

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health & Safety practices	100%
Working Conditions	100%

Manufacturing facilities are assessed on health and safety practices through the Occupational Health and Safety Management System (ISO 45001:2018) audit carried out by an external certifying agency.

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions:**

Not applicable.

**Leadership Indicators**

**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)?**

(A) Employees – Yes, the company provides life insurance benefit to its employees wherein in case of death of an employee, life insurance benefit is provided to the family/nominee.

(B) Workers – Yes, the company provides life insurance benefit to its workmen/technicians wherein in case of death of a worker/technician, life insurance benefit is provided to the family/nominee.

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners:**

The Company undertakes statutory compliance review, due diligence review, etc. from time to time to ensure that it adheres to the requirements of deduction and deposit of employee dues like income tax, provident fund, professional tax, ESIC, etc. In case of value chain partners, they are equally responsible to comply as per the requirements.

**3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

Particulars	Total no. of affected employees / workers		No. of employees / workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
Employees	-	-	-	-
Workers	-	-	-	-



4. Does the entity provide transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

Yes, we have established career placement services for handling severance cases.

5. Details on assessment of value chain partners:

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety conditions	-
Working conditions	-

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners:

Not applicable.

**Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders**

**Essential Indicators**

1. Describe the processes for identifying key stakeholder groups of the entity:

At CIL, stakeholder identification encompasses identifying potential stakeholders, categorizing them, analyzing their interest and influence, and prioritizing them accordingly. An engagement plan is developed, and Relationship Managers address specific concerns. This process is continuously reviewed to ensure effective engagement and to address each individual's/group's needs.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	<ul style="list-style-type: none"> <li>Quarterly employee townhalls</li> <li>Senior leadership engagements</li> <li>Quarterly wellness sessions</li> <li>Training programmes and onboarding sessions</li> <li>Internal communication</li> <li>Yammer</li> <li>One bp intranet portal</li> <li>Annual employee conference and pulse survey</li> </ul>	Ongoing/need based	<ul style="list-style-type: none"> <li>Business and performance updates</li> <li>bp purpose and strategy, new belief system 'Who we are'</li> <li>Physical &amp; mental well-being sessions</li> <li>Code of conduct, Ethics &amp; compliance, Cyber Security</li> <li>Diversity, equity and inclusion</li> <li>Growth week: new skills, learning &amp; development</li> </ul>

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders and investors	No	<ul style="list-style-type: none"> <li>Annual General Meetings (AGM)</li> <li>Shareholder interactions at AGMs</li> <li>Press conferences and media releases</li> <li>Announcement through stock exchanges</li> <li>Company website</li> <li>Dedicated email ID for Investor Grievances</li> <li>Investor/Analyst meet</li> </ul> <p>Information disseminated on stock exchanges, company websites and through newspaper publications, where applicable:</p> <ul style="list-style-type: none"> <li>Quarterly financial statements</li> <li>Investor presentations</li> <li>Annual report</li> <li>Proceedings and outcomes of general meetings</li> <li>Schedule of Investor/Analyst meet and recordings of price earning calls</li> </ul>	Ongoing/need based/annually/quarterly	<ul style="list-style-type: none"> <li>Financial performance</li> <li>Operational performance</li> <li>New product launches</li> <li>Business strategy</li> <li>Sustainability</li> <li>CSR programmes</li> <li>Corporate Governance</li> <li>Amendment in MOA</li> <li>Material changes / disclosures</li> <li>Collaborations with other players</li> <li>MoU, partnerships</li> </ul>
Customers	No	<ul style="list-style-type: none"> <li>Castrol SMART and Fast Lane - Digital application for Indirect customers</li> <li>Customer Portal - Online customer portal for direct customers and distributors</li> </ul>	Ongoing/need based	<ul style="list-style-type: none"> <li>Order placement by Indirect customer, visibility of schemes and offers</li> <li>For order placement by customers to CIL and relevant customer-related information</li> </ul>
Business Partners	No	<ul style="list-style-type: none"> <li>Face-to-face engagements</li> <li>Online sessions</li> <li>Castrol academy</li> </ul>	Annually/half-yearly/quarterly/need based	<ul style="list-style-type: none"> <li>Agreements</li> <li>Relationship Management</li> </ul>
Government and regulatory bodies	No	<p>Following, as applicable under the prevailing laws:</p> <ul style="list-style-type: none"> <li>Submission of reports and returns</li> <li>Directives and circulars</li> <li>Written communication</li> <li>Stock exchange filings</li> <li>Industry associations</li> </ul>	Annually/half-yearly/quarterly/need based	<ul style="list-style-type: none"> <li>Regulatory Compliance</li> </ul>

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Communities - truck drivers, mechanics and their family members, beneficiaries around plants - and NGOs	Yes	<ul style="list-style-type: none"> <li>• Trainings</li> <li>• Eco-system engagements</li> <li>• Meetings and discussions</li> <li>• Videos</li> <li>• Awareness workshops</li> <li>• Employee volunteering programme</li> <li>• Community programmes</li> </ul>	Annually/half-yearly/quarterly/ need based	<ul style="list-style-type: none"> <li>• Road safety training</li> <li>• Technical upskilling for mechanics</li> <li>• Health and wellbeing sessions</li> <li>• Financial and digital literacy training</li> <li>• Family connect sessions</li> <li>• Stakeholder meetings</li> <li>• Entrepreneurship and LifeSkills training</li> <li>• Behavior change programmes in communities around areas of operation</li> </ul>

### Leadership Indicators

**1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board:**

At CIL, stakeholder consultation plays a critical role in identifying and addressing economic, environmental, and social concerns. The Risk Management Committee (RMC) is responsible for overseeing CIL's sustainability agenda. Stakeholders are engaged to consider and understand the broader environmental, social and governance contexts in which the company operates and its associated risks.

Each department deals with its respective stakeholders and collects feedback on various issues. These delegated departments engage in several forms of stakeholder consultation which may involve surveys, focus groups, public consultations, individual meetings, annual general meetings, or online engagements. The purpose is to gather thoughts, opinions, and concerns on various topics related to the organization's operations impacting economy, environment, and society. All key points, concerns, and suggestions raised during these consultations are documented and analyzed to understand the concerns of stakeholders, their potential impacts, and possible responses. Regular reports summarizing the feedback from these consultations and analyses are submitted to various committees of the Board for their review. The guidance from these reviews is then passed down to the management for execution.

**2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No)? If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity:**

Yes, stakeholder consultation is indeed used to support the identification and management of environmental and social topics. Stakeholder consultations play an instrumental role in helping us understand their concerns, expectations and the potential impact of our operations on them. This process is critical in evolving our policies and activities for inclusive growth and sustainable development.

We consistently engage in consultations with stakeholders in a variety of ways. Regular needs study, and impact assessments are undertaken as an integral part of our commitment to the community. This includes continuous updates to technical modules, based on feedback from local communities and to keep pace with external technological advancements.



Moreover, we strive to maintain ongoing dialogue with communities and stakeholders, ensuring our services remain relevant and beneficial; example introduction of health and wellbeing programs, EV readiness training to mechanics and financial/digital literacy training to truck drivers.

In summary, stakeholder consultation significantly influences the shaping of our policies and activities towards social and environmental issues, allowing us to balance our business objectives with our commitment to our stakeholders, society and the environment.

**3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups:**

At CIL, we believe that we have a responsibility to bring enduring positive value to communities we work with. In line with our core theme to keep India moving, we have and will continue to build enduring and engaging relationships with key stakeholders in the mobility sector.

- The Company's CSR efforts are directed towards mechanics and truck drivers who play a significant role in keeping the wheels of this sector moving. Truck drivers carry most freight traffic in the country, while mechanics service one of the largest automotive markets in the world. However, their skills, livelihood opportunities and socio-economic conditions need more focus. At CIL, we are committed to making a positive impact in the lives of these truck drivers and mechanics by preparing them to face today's reality and leverage tomorrow's opportunity. More than 5,00,000 truck drivers and mechanics have benefited from these programmes. Contributing to the overall empowerment and upliftment of this community, enabling them to earn a sustainable livelihood and live with pride is the key motto of CIL's CSR programmes - Sarathi Mitra and Eklavya.
- The Company continues to engage with the communities around its plant and other areas of presence through various community development programmes 'Ujjwal Kal' focused on upskilling and education. Our employees engage with the community to conduct awareness sessions on water, sanitation, health and personal hygiene.

**Principle 5: Businesses should respect and promote human rights**

**Essential Indicators**

**1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	CY 2024 Current Calendar Year			CY 2023 Previous Calendar Year		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	482	482	100%	472	472	100%
Other than permanent	81	81	100%	79	79	100%
Total employees	563	563	100%	551	551	100%
<b>Workers</b>						
Permanent	157	157	100%	158	158	100%
Other than permanent	115	115	100%	97	97	100%
Total workers	272	272	100%	255	255	100%

A formal Human Rights Policy was launched in 2013 and has been revised in 2020 which applies to every employee and worker at bp / Castrol. There are many ways in which human rights issues might be associated with our activities, including impacts on people's livelihoods, access to water, land and resources, workforce rights – including modern slavery, and the actions of the security personnel who protect our sites. Applicable aspects in the Human rights policy such as child labor, discrimination, harassment and working conditions are covered as a part of mandatory Code of Conduct training for all employees and workers at CIL. Principles on Labour Rights and Modern Slavery (LRMS) such as clear employment status, protection of young persons, freedom from forced labour, grievance process, work environment, freedom of association training is also provided to all employees and contractors across the manufacturing facilities on an annual basis.

Our actions and operations can also bring about major benefits and improvements to individuals, communities and society. bp wants to contribute to sustainable development and is working to do more to support the delivery of the UN Sustainable Development Goals (SDGs). We also recognize the importance of a just transition as envisaged by the Paris Agreement – one which delivers decent work, quality jobs and supports the livelihoods of local communities. We aim to actively advocate for policies that support net zero. This includes encouraging the use of finance and revenues from carbon pricing to support the just transition. To deliver our purpose we must continue to work to a consistent and high set of standards wherever we operate in the world. There will be instances where we won't get it right, and we will need the support and challenge of others to help us make a positive, and sustainable difference to people's lives. The policy document (link below) further details bp's Commitment, Delivery and Governance which has been put in place.

<https://www.bp.com/content/dam/bp/business-sites/en/global/corporate/pdfs/sustainability/group-reports/bp-human-rights-policy.pdf>

2. Details of minimum wages paid to employees and workers, in the following format:

Category	CY 2024 Current Calendar Year					CY 2023 Previous Calendar Year				
	Total (A)	Equal to minimum wages		More than minimum wages		Total (D)	Equal to minimum wages		More than minimum wages	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>	482	-	-	482	100%	472	-	-	472	100%
Male	393	-	-	393	100%	390	-	-	390	100%
Female	89	-	-	89	100%	82	-	-	82	100%
<b>Other than Permanent</b>	81	-	-	81	100%	79	-	-	79	100%
Male	54	-	-	54	100%	56	-	-	56	100%
Female	27	-	-	27	100%	23	-	-	23	100%
<b>Workers</b>										
<b>Permanent</b>	158	-	-	158	100%	158	-	-	158	100%
Male	152	-	-	152	100%	154	-	-	154	100%
Female	5	-	-	5	100%	4	-	-	4	100%
<b>Other than Permanent</b>	115	115	100%	-	-	97	97	100%	-	-
Male	115	115	100%	-	-	97	97	100%	-	-
Female	-	-	-	-	-	-	-	-	-	-

3. Details of remuneration/salary/wages, in the following format:

a. Median remuneration/wages:

Particulars	Gender	Total Number	Median remuneration/salary/ wages of respective category (₹)
Board of Directors (BoD)*	Male	2	3,68,36,134
	Female	-	-
Key Managerial Personnel*	Male	2	3,68,36,134
	Female	1	1,80,52,070
Employees other than BoD and KMP#	Male	345	39,82,387
	Female	73	39,73,943
Workers##	Male	149	11,99,681
	Female	4	12,77,458

\*Includes Whole-time Directors who have served for the full year, for median remuneration and excludes Independent Directors and Nominee Directors in order to give an appropriate representation.

# Includes employees who have served for the full year, for median remuneration and excludes workers.

## Includes workers who have served for the full year, for median remuneration.

**b. Gross wages paid to females as % of total wages paid by the entity, in the following format:**

Particulars	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
Gross wages paid to females as % of total wages	17.33%	14.98%

**4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

The Company has a robust whistle-blower mechanism called "OpenTalk". The employees are encouraged to raise any of their concerns using OpenTalk by way of whistleblowing. Also, employees have been given access to reach out to the Audit Committee Chairman through a dedicated e-mail address [indiaauditcommitteec@bp.com](mailto:indiaauditcommitteec@bp.com). No employee has been denied access to the Audit Committee concerning the Whistle Blower Policy. The POSH committee members are responsible for addressing sexual discrimination issues caused or contributed by the business. Furthermore, Grievance Committees have also been established as per statutory requirements at plant-level to redress grievances/issues of workmen.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues:**

We have developed a well-defined Grievance Policy and a Disciplinary Policy tailored to handle matters related to employee work conditions or issues which affect them personally. A systematic investigation process exists in our business structure with clear roles, responsibilities, and accountabilities, along with trained investigators and decision-makers (People and Culture Line Manager/Business Head/Legal representatives). This process is under the vigilant oversight of the Ethics and Compliance Liaison department.

Additionally, OpenTalk serves as a global helpline for bp, providing a confidential medium for people to raise their issues or seek explanations about our code. Every reported matter is treated with the utmost confidentiality, complying simultaneously with legal necessities and best business practices.

**6. Number of Complaints on the following made by employees and workers:**

Particulars	CY 2024 Current Calendar Year			CY 2023 Previous Calendar Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/ Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-



**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

Particulars	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of female employees / workers	-	-
Complaints on POSH upheld	-	-

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases:**

CIL has a Grievance Policy, a Disciplinary Policy and Prevention of Sexual Harassment Policy. The Company on a regular basis sensitizes its employees on the prevention of sexual harassment at the workplace through workshops, group meetings, online training modules and awareness programme which are held on a regular basis.

CIL does not tolerate retaliation of any kind. All complaints can be made without fear of reprisal and with the assurance that the Company stands with its employees. Retaliation of any type against someone who reports harassment in good faith, against someone who provides information, or against someone who otherwise assists in a harassment investigation is not permitted.

If an individual believes he or she has been retaliated against for reporting harassment, for making a complaint of harassment, or for participating in an investigation related to harassment, should immediately report the alleged retaliation to their line manager or any of the speak up channels. Any employee who is found to have acted in retaliation against someone after an investigation will face disciplinary action, which may include termination of employment.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes. CIL extends human rights requirements as a part of its business agreements and contracts. Human Rights (HuRi) clauses are incorporated across contracts coming up for renewals. A formal Human Rights Policy was launched in 2013 and revised in 2020, which applies to every employee at CIL.

**10. Assessments of the year:**

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

CIL does not engage in or tolerate any violations of human rights in any form or manner and does not adopt any discriminatory employment practices. CIL performs risk-based assessments at periodic intervals.

**11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above:**

Not applicable – there were no significant risks / concerns arising from the assessments conducted in our premises.

**Leadership Indicators**

**1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints:**

Not applicable for CIL as no significant grievances/complaints were received on human rights.

**2. Details of the scope and coverage of any Human rights due diligence conducted:**

Human rights due diligence process and mechanisms are being established to enhance the current human rights assessment in CIL. Risk based assessments are conducted at periodic intervals which include events like onboarding and renewal of agreements. Set criteria and risk-based reviews are performed.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, CIL premises/offices are accessible to differently abled employees and workers as per the requirements of the Rights of Persons with Disabilities Act, 2016.

CIL offices in Chennai and Delhi are designed in accordance with the accessibility requirements of differently abled individuals. Some measures undertaken include wheelchair availability, dedicated parking slots, meeting room signages in Braille, adjustable desk availability, Herman Miller's chairs, disability friendly elevators and ramps.

**4. Details on assessment of value chain partners:**

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	-
Discrimination at workplace	-
Child labour	-
Forced/involuntary labour	-
Wages	-
Others – please specify	-

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above:**

Not applicable.

## Principle 6: Businesses should respect and make efforts to protect and restore the environment

### Essential Indicators

#### 1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Unit of measurement	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
<b>From renewable sources</b>			
Total electricity consumption (A)	GJ	12,394	6,466
Total fuel consumption (B)	GJ	-	-
Energy consumption through other sources (C)	GJ	-	-
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>GJ</b>	<b>12,394</b>	<b>6,466</b>
<b>From non-renewable sources</b>			
Total electricity consumption (D)	GJ	4,560	8,848
Total fuel consumption (E)	GJ	14,973	12,385
Energy consumption through other sources (F)	GJ	-	-
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>GJ</b>	<b>19,533</b>	<b>21,233</b>
<b>Total energy consumed (A+B+C+D+E+F)</b>	<b>GJ</b>	<b>31,927</b>	<b>27,698</b>
<b>Energy intensity per rupee of turnover</b> (Total energy consumed / Revenue from operations)	GJ/Rupee turnover	0.00000060	0.00000055
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP)	-	-	-
<b>Energy intensity in terms of physical output</b> Specific Power Consumption	GJ/KL	0.115	0.144
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-	-

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N).  
If yes, name of the external agency:

Yes. The energy consumption data is audited and verified by a certified third-party agency.

#### 2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N). If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any:

CIL works in a sector that is not categorized under designated consumers (DCs), so none of the facilities are identified under the Performance, Achieve and Trade (PAT) scheme.



3. Provide details of the following disclosures related to water, in the following format:

Parameter	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	-	-
(ii) Groundwater	20,757	24,372
(iii) Third party water (Municipal water supplies)	24,303	21,474
(iv) Seawater / desalinated water	-	-
(v) Others (Rainwater storage)	150	-
<b>Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)</b>	<b>45,210</b>	<b>45,846</b>
<b>Total volume of water consumption (in kiloliters)</b>	<b>45,210</b>	<b>45,846</b>
<b>Water intensity per rupee of turnover</b> (Total water consumption / Revenue from operations)	0.00000084 KL/Rupee turnover	0.00000090 KL/Rupee turnover
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption / Revenue from operations adjusted for PPP)	-	-
<b>Water intensity in terms of physical output</b>	-	-
<b>Water intensity</b> (optional) – the relevant metric may be selected by the entity	-	-

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N).  
If yes, name of the external agency:

Yes. The water consumption data, treatment scheme and water saving measures implemented and benefits achieved are audited through the Environment management system and verified by a certified third-party agency.

4. Provide the following details related to water discharged:

Parameter	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
<b>Water discharge by destination and level of treatment (in kiloliters)</b>		
(i) To Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third parties		
- No treatment	-	-
- With treatment – please specify level of treatment (send to CETP after treatment)	55	77.8
(v) Others		
- No treatment	-	-
- With treatment – Tertiary treatment	-	-
<b>Total water discharged (in kiloliters)</b>	<b>55</b>	<b>77.8</b>

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N).  
If yes, name of the external agency:

Yes. The water, treatment scheme, disposal data and water saving measures implemented and benefits achieved are audited through Environment management system and verified by a certified third-party agency.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

CIL has been continuously working to reduce freshwater consumption in its manufacturing facilities. Initiatives such as sprinkler systems and water-efficient taps have been implemented. Each facility has water balance flow charts to monitor freshwater usage and identify conservation measures. Water audits are conducted at one of the plants, and the outcomes are shared across plants for implementation.

Silvassa: Fresh water is used only for domestic and boiler operations. The boiler blowdown water, which is minimal in quantity, is sent to CETP for treatment. The domestic wastewater is treated in an in-house sewage treatment plant, and the treated water is used for gardening within the plant premises. This plant operates as a Zero Liquid Discharge facility. The plant has also installed rainwater harvesting system which is expected to operate at capacity the following year.

The Paharpur and Patalganga plants send their wastewater to CETP for further treatment.

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
NOx	Kg	225	1,149
SOx	Kg	341	1,655
Particulate matter (PM2.5)	Kg	251	1,624
Particulate matter (PM10)	Kg	-	-
Persistent organic pollutants (POP)	Kg	-	-
Volatile organic compounds (VOC)	Kg	-	-
Hazardous air pollutants (HAP)	Kg	-	-

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency:**

Yes. The parameters and the schedule of monitoring along with the stack monitoring reports (emissions generated from DG sets) and the compliance with the regulatory requirements are audited through the Environment management system and verified by a certified third-party agency.

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tons of CO <sub>2</sub> equivalent	724	745
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tons of CO <sub>2</sub> equivalent	1,047	2,032
<b>Total Scope 1 and Scope 2 emissions</b>	Metric tons of CO <sub>2</sub> equivalent	1,771	2,777
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tons of CO <sub>2</sub> equivalent/turnover in crore	0.330	0.547
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations adjusted for PPP)	-	-	-

Parameter	Unit	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
<b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b>	-	-	-
<b>Total Scope 1 and Scope 2 emission intensity</b> (optional) – the relevant metric may be selected by the entity	Metric tons of CO <sub>2</sub> equivalent/ kilolitre	0.008	0.014

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)**  
If yes, name of the external agency.

No.

**8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details:**

CIL has been continuously working towards reducing the GHG emissions through process improvements, energy monitoring systems, energy efficiency measures and renewable alternatives. Installation of Solar photovoltaic plant within premises and purchasing renewable, energy are the different options studied with respect to the plant locations and the key actions implemented are listed below:

Scope 1 emissions	Transition to lower Emission Factor heating fuel basis has helped reduce Scope 1 emissions in operations
Scope 2 emissions	<ol style="list-style-type: none"> <li>1. Silvassa plant: The solar plant has been commissioned &amp; operational with the plant using Solar electricity generated for its own operations.</li> <li>2. Patalganga plant: The facility purchases green energy for 100% of its operations.</li> <li>3. Paharpur plant: A rooftop solar photovoltaic system is currently in operation. Additionally, Renewable Energy Certificates have been procured.</li> <li>4. Corporate office in Mumbai continues to procure green power for 100% operations.</li> </ol> <p>Continuous improvement measures are undertaken across CIL's manufacturing operations resulting in consistent year-on-year energy efficiency.</p>
Scope 3 emissions	CIL has developed a process of monitoring their logistics scope 3 emissions. Electric, CNG & LNG Vehicles are being deployed basis availability across the network for CO <sub>2</sub> emission reduction.

**9. Provide details related to waste management by the entity, in the following format:**

Parameter	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
<b>Total Waste generated (in metric tons)</b>		
Plastic waste <b>(A)</b>	110.96	100.29
E- waste <b>(B)</b>	68.28	0.43
Bio-medical waste <b>(C)</b>	0.10	0.04
Construction and demolition waste <b>(D)</b>	-	-
Battery waste <b>(E)</b>	-	-
Radioactive waste <b>(F)</b>	-	-
Other Hazardous waste -excluding e-waste and biomedical waste <b>(G)</b>	773.62	703.05
Other Non-hazardous waste generated <b>(H)</b> - excluding plastic waste	503.54	383.09
<b>Total (A + B + C + D + E + F + G + H)</b>	<b>1,456.50</b>	<b>1,186.90</b>



Parameter	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
<b>Waste intensity per rupee of Turnover</b> (Total waste generated / Revenue from operations)	0.0000000271 MT/Rupee turnover	0.0000233 MT/Rupee turnover
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Revenue from operations adjusted for PPP)	-	-
<b>Waste intensity in terms of physical output</b>	-	-
<b>Waste intensity (optional)</b> – the relevant metric may be selected by the entity	0.006 MT/KL	0.006 MT/KL
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)</b>		
<b>Category of waste</b>		
(i) Recycled	1,442.67	1,151
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
<b>Total</b>	<b>1,442.67</b>	<b>1,151</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)</b>		
<b>Category of waste</b>		
(i) Incineration	13.33	35.80
(ii) Landfilling	-	-
(iii) Landfilling after incineration	-	-
<b>Total</b>	<b>13.33</b>	<b>35.80</b>

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes:

CIL employs the PATH360 guiding principles around circularity to minimize waste generated from its operations. Waste generated data is monitored and reviewed at the leadership level. The production process does not use any toxic chemicals. CIL's waste management practices are audited during the Environment Management System audit.

**Hazardous waste:** Hazardous waste quantities are consistently monitored, recorded and sent to authorized recyclers as per the facility's hazardous waste authorization rules stipulated by the Pollution Control Board. Corresponding manifests, forms and annual returns are maintained at the respective facilities.

**Non-Hazardous waste:** Non-hazardous waste quantities are routinely monitored, recorded and sent to Company authorized recyclers. Details about this are reported in the annual Environment statement.

Inspections are conducted at waste disposal facilities to ensure that waste is recycled and/or treated according to the agreed processes.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
No manufacturing facilities and offices are located or planned in/around ecologically sensitive areas.			

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
EIA is not applicable as none of our projects are carried out in ecologically sensitive areas.					

**13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

CIL is in compliance with all applicable environmental rules and regulations. Verification of this compliance is conducted during the Environment Management System audit.

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
No non-compliance has been noted.				

**Leadership Indicators**

**1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres)**

For each facility/plant located in areas of water stress, provide the following information:

- (i) Name of the area: Not applicable
- (ii) Nature of operations: Not applicable
- (iii) Water withdrawal, consumption, and discharge in the following format:

Parameter	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
<b>Total volume of water withdrawal (in kilolitres)</b>	-	-
<b>Total volume of water consumption (in kilolitres)</b>	-	-
<b>Water intensity per rupee of turnover (Water consumed / turnover)</b>	-	-
<b>Water intensity (optional) – the relevant metric may be selected by the entity</b>	-	-

Parameter	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) Into Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) Into Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) Into Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third parties		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
<b>Total water discharged (in kilolitres)</b>	-	-

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	-	-
<b>Total Scope 3 emissions per Crore of turnover</b>	-	-	-
<b>Total Scope 3 emission intensity</b> (optional) – the relevant metric may be selected by the entity	-	-	-

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency.

No.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities:

Not applicable.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

5. Details of the initiative		Outcome of the initiative
No.	(Web-link, if any, may be provided along-with summary)	
1.	Reuse of flush oil generated in operations across operations	Increasing circularity - Reduction in waste oil (hazardous waste) generation
2.	Rainwater Harvesting Solution	
3.	Commissioning of Solar Plant in Silvassa	Reducing carbon
4.	Continuous Improvement measures through Optimization of agitators, recirculation pumps, cooling systems	
5.	Formulation optimization to reduce process heating	
6.	Introduction of LNG Vehicles in the transportation network	
7.	100% Post-Consumer Recycled bottle <sup>4</sup> for Castrol Power1 ULTIMATE range products	Increasing circularity - Reduction of plastic waste (packaging waste)
8.	50% recycled content in bottles and 20% recycled content in Pail packaging	

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/web link:

Business Continuity Plan: Failure to address an incident effectively could potentially disrupt our business. A robust Crisis Management process enables us to address any incident or issues (safety, environment or product quality) which may escalate into an internal or external crisis. We have a detailed Business Continuity Plan (BCP), Incident Management Plan, Crisis Communication Plan, Emergency Response Plan and Tactical Management Plan for all sites. Regular annual trainings and exercises are conducted for team members in charge of the above plans in case of emergencies. A detailed Business Continuity Plan provides guidance on the actions to be taken to remain operational at acceptable levels, during and after a disruptive event, and to resume normal operations as quickly and effectively as possible. The BCP includes eight possible business disruptions and has detailed contingency strategies and action plans to mitigate them.

Incident Management Plan: CIL has an Incident Management Plan (IMP) that outlines broadly the guidelines for emergency response and incident escalation and management. The IMP is applicable across CIL's operations (manufacturing units and offices). The Incident Management Team (IMT) operates in line with the IMP. The response of the IMT is defined through a structured process flowchart aligned to BP 3 Tier Response System. The primary role of the IMT is to verify safety of responders, manage incident impacts, direct emergency response to the incident and brief the BST (Business Support Team) and/or CST (Country Support Team) on status response activities.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

There are no significant adverse environmental impacts identified in our value chain.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts:

Nil

<sup>4</sup> The new packaging includes a 100% PCR plastic bottle and a non-PCR plastic cap. The label on the pack is made from paper.



**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

#### Essential Indicators

**1. a. Number of affiliations with and industry chambers/associations:**

Ten

**b. List the top 10 trade and industry chambers/associations (determined based on the total members of such a body) the entity is a member of/ affiliated to:**

S. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1	ASCI - The Advertising Standards Council of India	National
2	Bombay Chambers of Commerce and Industry	State
3	Confederation of Indian Industry	National
4	Employers' Federation of India (EFI)	National
5	Federation of Indian Chambers of Commerce and Industry (FICCI)	National
6	International Market Assessment India Pvt Ltd	National
7	Patalganga and Rasayani Industrial Association	State
8	Silvassa Industries Association	State
9	The Employers' Federation of Southern India (EFSI)	National
10	The Indian Society of Advertisers (ISA)	National

**2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities:**

Not applicable.

#### Leadership Indicators

**1. Details of public policy positions advocated by the entity:**

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in the public domain? (Yes/No)	Frequency of Review by Board (Annually/Half yearly/Quarterly/Others – please specify)	Web Link, if available
	The Company strategically channels industry-specific suggestions and contributions through active participation in trade bodies or associations, rather than direct public advocacy.				

**PRINCIPLE 8: Businesses should promote inclusive growth and equitable development****Essential Indicators**

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web Link
Not applicable. No assessments were undertaken or necessitated during the reporting period.					

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹ )
Not applicable as there are no ongoing projects as such.						

3. **Describe the mechanisms to receive and redress grievances of the community:**

OpenTalk serves as a global helpline for bp, providing a confidential medium for people to raise their issues or seek explanations about our code. This service is managed by an autonomous enterprise, accessible 24/7 and provides assistance in over 75 different languages. Anyone, including contractors, partners, suppliers, customers and local community members can use OpenTalk. OpenTalk can be contacted anonymously from most locations. Every reported matter is treated with the utmost confidentiality, complying simultaneously with legal necessities and best business practices.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Parameter	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
Directly sourced from MSMEs/small producers	5%	6%
Directly from within India	47%	38%

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:**

Location*	CY 2024 Current Calendar Year	CY 2023 Previous Calendar Year
Rural	10%	10%
Semi-urban	6%	6%
Urban	1%	2%
Metropolitan	83%	82%

\*(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

## Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
	Not applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

State	Aspirational districts	Amount (₹)
Karnataka	Gadag	17,07,250
Kerala	Malappuram	2,28,384
Uttar Pradesh	Vidisha	11,02,710

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/No)

No. The suppliers primarily considered for procurement of input materials include refineries and chemical industries. CIL follows principles detailed in 'bp's expectations of its suppliers' document and internal guidelines for all procurement.

- (b) From which marginalized/vulnerable groups do you procure?

Not applicable.

- (c) What percentage of total procurement (by value) does it constitute?

Not applicable.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
		-		

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved:

Name of authority	Brief of the Case	Corrective action taken
	-	

## 6. Details of beneficiaries of CSR Projects:

S. No.	CSR Projects	No. of persons benefited from CSR Projects 2024	% of beneficiaries from vulnerable and marginalized groups
1.	Castrol Sarathi Mitra - The programme aims at holistically improving lives of truck drivers through interventions that enable a sustainable livelihood and opportunities for socio-economic growth.	29,000 truck drivers	100%
2.	Castrol Eklavya - The programme offers skilling initiatives in the automotive industry aiming to deliver inclusive growth for mechanics, covering the basics and focusing on diagnostic skills	14,888 mechanics	100%
3.	Castrol Ujjwal Kal - Community development initiatives in key areas of education, upskilling and health.	4,611 beneficiaries in communities near plants	100%
4.	Programme for driving safety - Castrol 2 Wheels 1 Life - educating the youth on safe two-wheeler riding techniques and sensitizing them on road safety; encouraging the formation of Road Safety Clubs, with trained youth as ambassadors of Road Safety, to educate their peers.	11,000 two-wheeler riders in Mumbai and Pune	-

## PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

### Essential Indicators

#### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:

The Company is committed to addressing consumer queries, complaints and feedback in a timely manner. To this end, it has established a dedicated call center, which operates in English and seven other regional languages. Customers can reach the call center at 18002098100 or 1800222100. Additionally, the Company has set up an email address, [customercare.india@castrol.com](mailto:customercare.india@castrol.com), for addressing queries and feedback. Each consumer pack prominently displays these contact details. Several efficient workflows are in place to ensure all queries are addressed in a timely manner.

#### 2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

Parameter	As a percentage to total turnover
Environmental and social parameters relevant to the product	-
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

Product Data Sheets and Material Safety Data Sheets list specific guidelines to ensure safe and responsible usage and disposal instructions for CIL's products. The Company also includes requisite disclosures on the packaging of its products. Additionally, CIL also undertakes information sharing through multiple channels of engagement to educate its stakeholders of responsible practices.



3. Number of consumer complaints in respect of the following:

Particulars	CY 2024 (Current Calendar Year)			CY 2023 (Previous Calendar Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other	-	-	-	-	-	-

4. Details of instances of product recalls on account of safety issues:

Particulars	Number	Reasons for recall
Voluntary recalls	-	-
Forced recalls	-	-

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No). If available, provide a web-link of the policy:

Yes, the organization has established a system and guidelines regarding cyber security and issues pertaining to data privacy.

A variety of measures are implemented to manage risks associated with cyber security. This includes the application of cyber security policies and procedures, the utilization of security defense tools, continuous monitoring of threats, and the capacities to detect events. Also, we have response strategies for incidents and routinely run drills to evaluate our recovery skills and response tactics to cyber-attacks. Our cyber security education and awareness initiative provides training to our staff on subjects like phishing and the proper classification and handling of our data. Actively engaging with governments, law enforcement agencies and peer industries allows us to gauge and respond appropriately to new and upcoming threats.

The cyber security guidelines and framework can be found on the Company's intranet. bp's Privacy Policy outlines our privacy compliance framework, detailing the arrangement of central and local privacy resources. Best practices for managing personal data are promoted by a central team backed by local privacy coordinators appointed by local management, all in compliance with the bp Code of Conduct, bp privacy rules and any local legislative obligations.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services: Nil

7. Provide the following information relating to data breaches:

- |                                                                                           |       |
|-------------------------------------------------------------------------------------------|-------|
| a. Number of instances of data breaches                                                   | } Nil |
| b. Percentage of data breaches involving personally identifiable information of customers |       |
| c. Impact, if any, of the data breaches                                                   |       |

### Leadership Indicators

- 1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available):**

Details about all the products and services offered by the Company can be found on its website at [https://www.castrol.com/en\\_in/india/home.html](https://www.castrol.com/en_in/india/home.html)

- 2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services:**

Product Data Sheets and Material Safety Data Sheets for all CIL's products have been made available on the CIL website (<https://thelubricantoracle.castrol.com/>). These sheets detail procedures for safe usage and disposal of the Company's products. Additionally, requisite disclosures have also been included on the packaging of these products.

- 3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services:**

At CIL, we do not deal with any essential services, however, in event of any disruption or discontinuation of services, the Company proactively informs its stakeholders through its website, social media platforms, distributor and retailer networks, sales representatives, emails etc. Also, customers can reach the call centers at 18002098100 or 1800222100 or email at [customercare.india@castrol.com](mailto:customercare.india@castrol.com), for addressing queries and feedback.

- 4. Does the entity display product information on the product over & above what is mandated as per local laws? (Yes/No/Not Applicable). If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

CIL has a wide range of products. In addition to mandate as per local laws, wherever space permits, information about benefits accrued from usage of a product and the product functionality towards the benefit are also elaborated on each product label.

Surveys carried out with principal customers have prompted implementation of strategies to enhance consumer experience. Regular evaluations are also conducted on significant brands to ascertain brand strength and cognitive impact among consumers.

# Independent Auditor's Report

## To The Members of Castrol India Limited Report on the Audit of the Financial Statements

### Opinion

We have audited the accompanying financial statements of Castrol India Limited ("the Company"), which comprise the Balance Sheet as at December 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at December 31, 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibility* for the *Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Key Audit Matter

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the financial statements of the current period. This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>The Company has material indirect tax litigations which involves significant judgement to determine the outcome of the matters into probable, possible and remote.</p> <p>(Refer note 12, 25(i)(a) &amp; 25(ii) to the financial statements)</p>	<p>Principal audit procedures performed included the following:</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as under:</p> <ul style="list-style-type: none"> <li>• Obtained a detailed understanding of the Company's process and controls with respect to assessment of possible outcome of indirect tax litigations.</li> <li>• Evaluated the design of the controls relating to assessment of probability of outcome, estimates of the timing and the amount of the outflows, and appropriate reporting by the management and testing implementation and operating effectiveness of the key controls.</li> <li>• Performed following procedures on samples selected:               <ul style="list-style-type: none"> <li>— Understood the matters by reading the correspondence/communications and made corroborative enquiries with appropriate level of management personnel including status update, expectation of outcomes with the basis, and the future course of action contemplated by the Company and perusing legal opinions, where applicable, obtained by the management.</li> <li>— Obtained independent confirmations from the Company's external lawyers/advisors with respect to the material indirect tax litigations and probability assessment of the outcome of the demands.</li> </ul> </li> </ul>

Sr. No. Key Audit Matter	Auditor's Response
	<ul style="list-style-type: none"> <li>— Evaluated the evidences supporting the judgement of the management about possible outcome and the reasonableness of the estimates. We involved our internal tax experts in assessing the nature and amount of the tax exposures and assessed management's conclusions on whether exposures are probable, possible, or remote.</li> <li>• Evaluated appropriateness and adequacy of disclosures in the financial statements.</li> </ul>

### Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Director's Report including annexures, Business Responsibility and Sustainability Report and Corporate Governance Report, but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:





- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for matters stated in paragraph (i)(vi) below.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on December 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on December 31, 2024 from being appointed as a director in terms of section 164(2) of the Act.
- f) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer note 25 to the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, except the amount pertaining to Unpaid dividend of Rs. 0.97 Crore which could not be transferred timely due to unavailability of the e-filing facility of Ministry of Corporate Affairs as stated in note 11.2 to the financial statements. In case of shares where dispute relating to ownership is unresolved, the corresponding amounts have not been transferred to the Investor Education and Protection Fund. Refer note 11.2 to the financial statements.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 35 to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 35 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.



- v. As stated in note 9(b) to the financial statements,
- (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.
  - (b) The interim dividend declared and paid by the Company during the year and until the date of this report is in accordance with section 123 of the Act.
  - (c) The Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination, which included test checks, the Company has used accounting software feature for maintaining its books of account for the year ended December 31, 2024, wherein the audit trail feature was not enabled from January 1, 2024 till October 18, 2024. Subsequently, from October 19, 2024 the audit trail feature was enabled and operated throughout the remaining period for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of the accounting software for the period for which the audit trail feature was operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended December 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No.: 117366W/W-100018

**Sampada S Narvankar**

Partner

(Membership No. 102911)

UDIN: 25102911BMOQDY7528

**Place:** Mumbai

**Date:** February 3, 2025

## Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph (g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

### Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financial statements of Castrol India Limited (“the Company”) as at December 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on “the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statements.

#### Meaning of Internal Financial Controls with reference to financial statements

A company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.





### Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at December 31, 2024, based on the criteria for internal financial control with reference to financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No.: 117366W/W-100018

**Sampada S Narvankar**

Partner

(Membership No. 102911)

UDIN: 25102911BMOQDY7528

**Place:** Mumbai

**Date:** February 3, 2025

## Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

i. In respect of the Company’s Property, Plant and Equipment and Intangible Assets;

- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of verification of Property, Plant and Equipment (other than sign boards at customer’s premises – Refer note 2.5 (f) of the financial statements), capital work-in-progress and right-of-use assets so to cover all the items once every two years which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. Pursuant to the program, certain Property, Plant and Equipment (other than sign boards at customer’s premises), capital work-in-progress and right-of-use assets were due for verification during the year and were physically verified by the Management during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) With respect to immovable properties (other than immovable properties taken on lease by the Company where the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in Property, Plant and Equipment, according to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties are held in the name of the Company as at the balance sheet date, except for the following:

Description of Property	As at December 31, 2024		Held in the name of	Whether Promoter, director or their relatives or employee	Period held	Reason for not held in the name of the Company
	Gross carrying value	Carrying value in the financial statement				
Freehold Land located at Mehsana, Gujarat	Rs. 0.01 Crore	Rs. 0.01 Crore	Indrol Lubricants Specialist Ltd.	NA	Since 1988	The deed of conveyance is in the name of the erstwhile Company and it has filed an application for mutation of the name.

- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at December 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. In respect of inventories;

- (a) The inventories (other than Goods in Transit) were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. In respect of goods in transit, the goods have been received subsequent to the year end or confirmations have been obtained from the parties. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with books of account.



- (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. (a) The Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to any other entity, other than loans to its employees, the details of which are given below:-

Particulars	Loans to employees (Rs. in Crore)
Aggregate amount granted during the year	1.32
Balance outstanding as at the balance sheet date in respect of above cases*	1.47

\*Includes opening balances

Accordingly, the requirement to report on clause 3(iii)(a)(A) of the Order is not applicable to the Company.

- (b) The investments made, and the terms and conditions of the grant of loans to its employees, during the year are, in our opinion, *prima facie*, not prejudicial to the Company's interest.
- (c) In respect of loans to its employees, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular.
- (d) In respect of loans granted to employees during the year, there are no amounts overdue for more than ninety days as at the balance sheet date.
- (e) No loans to employees which have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same employees.
- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans to employees which are either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- iv. In our opinion and according to information and explanations given to us and based on the audit procedures performed, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of investments. The Company has not granted any loans or provided guarantees or securities under sections 185 and 186 of the Companies Act, 2013.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the manufacturing activities of the Company. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, and are of the opinion that *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and Other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and Other material statutory dues in arrears as at December 31, 2024 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on December 31, 2024 on account of disputes are given below:

(Rs. in Crore)						
Name of Statute	Nature of Dues	Forum where dispute is pending	Period to which the Amount Relates	Total disputed dues	Amount paid	Amount unpaid
Central Excise Act, 1944	Excise Duty	Commissioner	1996-2018	20.13	0.67	19.46
		Commissioner (Appeals)	2005-2017	2.25	0.35	1.90
		Tribunal	1996-2016	52.37	1.63	50.74
		High Court	1999-2008	7.72	-	7.72
Local Sales Tax Act, Value Added Tax (VAT) and Central Sales Tax Act (CST)	Local Sales Tax, VAT and CST	Commissioner	2000-2018	30.40	8.90	21.50
		Appellate Authority	1994-2018	5.42	2.89	2.53
		Tribunal	1999-2017	5.17	2.91	2.26
		Central Sales Tax Appellate Authority (CSTAA)	2007-08 to 2015-16 & 2017-18	3,566.25	-	3,566.25
Goods and Service Tax Act, 2017	Goods and Service Tax	High Court	1999-2000	0.23	-	0.23
		Commissioner	2017-20	7.74	0.37	7.37
The Income Tax Act, 1961	Income tax	Income Tax Appellate Tribunal	2003-04, 2005-06 & 2017-18	3.69	-	3.69
		Commissioner Income Tax (Appeals)	2020-21	1.39	-	1.39

- viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence, reporting under clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) Based on the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority.
- (c) The Company has not taken any term loan during the year and there is no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, *prima facie*, not been used during the year for long-term purposes by the Company.
- (e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- (f) The Company has not raised any loans during the year and hence, reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence, reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. In respect of frauds:
- (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of audit report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit.





- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv. In respect of internal audits:
  - (a) In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
  - (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto December 31, 2024.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly the requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi. In respect of registration u/s 45-IA:
  - (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) is not applicable.
  - (b) The Group does not have any Core Investment Company as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) The Company has spent the required amount towards Corporate Social Responsibility (CSR) under subsection (5) of section 135 of the Companies Act other than as mentioned in para xx(b) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) In respect of ongoing projects, unspent CSR amount has been spent by the Company within 30 days from the end of the financial year, hence the Company has not transferred the unspent amount to special account as required under provision of sub-section (6) of section 135 of the Act.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No.: 117366W/W-100018

**Sampada S Narvankar**

Partner

(Membership No. 102911)

UDIN: 25102911BMOQDY7528

**Place:** Mumbai

**Date:** February 3, 2025

# Balance Sheet

as at December 31, 2024

Particulars	Note No.	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	224.17	167.30
Right-of-use asset	23	92.95	89.36
Capital work-in-progress	3	60.26	108.36
Other intangible assets	3	1.52	2.19
Financial assets			
Investments	4.6	487.50	487.50
Loans	4.1	0.95	0.57
Other financial assets	4.2	9.44	9.44
Income tax assets (net)	5	27.98	49.74
Deferred tax assets (net)	6	85.03	78.10
Other non-current assets	7	82.69	103.55
<b>Total Non-current assets</b>		<b>1,072.49</b>	<b>1,096.11</b>
<b>Current assets</b>			
Inventories	8	524.21	532.92
Financial assets			
Trade receivables	4.3	437.69	422.82
Cash and cash equivalents	4.4	452.87	493.21
Bank balances other than above	4.5	946.10	706.58
Loans	4.1	0.52	0.28
Other financial assets	4.2	56.89	49.64
Other current assets	7	144.52	118.37
<b>Total Current assets</b>		<b>2,562.80</b>	<b>2,323.82</b>
<b>Total assets</b>		<b>3,635.29</b>	<b>3,419.93</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	9	494.56	494.56
Other equity	10	1,783.81	1,627.13
<b>Total equity</b>		<b>2,278.37</b>	<b>2,121.69</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Lease liabilities	23	61.98	59.36
Other non-current liabilities	14	-	-
Provisions	12	24.71	23.44
<b>Total Non-current liabilities</b>		<b>86.69</b>	<b>82.80</b>
<b>Current liabilities</b>			
Financial liabilities			
Lease liabilities	23	20.04	17.59
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	11.1	18.29	25.03
Total outstanding dues of creditors other than micro enterprises and small enterprises	11.1	685.36	681.40
Other financial liabilities	11.2	438.94	383.10
Other current liabilities	14	58.87	60.75
Provisions	12	34.03	34.16
Current tax liabilities (net)	13	14.70	13.41
<b>Total Current liabilities</b>		<b>1,270.23</b>	<b>1,215.44</b>
<b>Total equity and liabilities</b>		<b>3,635.29</b>	<b>3,419.93</b>
Summary of material accounting policies	2		

The accompanying notes 1 - 37 are an integral part of the financial statements.

As per our report even date attached

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

**Sampada S Narvankar**

Partner

Membership No. 102911

**Place:** Mumbai

**Date:** February 3, 2025

**Rakesh Makhija** Chairman

DIN : 00117692

**Hemangi Ghag**

FCS No : 9329

Company Secretary

For and on behalf of Board of Directors

**Kedar Lele**

DIN : 06969319

Managing Director

**Deepesh Baxi**

DIN : 02509800

Chief Financial Officer &

Whole time Director

# Statement of Profit and Loss

for the year ended December 31, 2024

Particulars	Note No.	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>Income</b>			
Revenue from operations	15	5,364.85	5,074.61
Other income	16	88.61	83.15
<b>Total Income</b>		<b>5,453.46</b>	<b>5,157.76</b>
<b>Expenses</b>			
Cost of raw and packing materials consumed	17.1	2,505.62	2,407.18
Purchase of traded goods	17.2	236.55	240.61
Changes in inventories of finished goods / traded goods	17.3	(14.34)	(11.38)
Employee benefits expense	18	312.80	291.58
Finance costs	19	9.38	7.53
Depreciation and amortization expense	20	99.77	92.43
Other expenses	21	1,046.07	948.71
<b>Total Expenses</b>		<b>4,195.85</b>	<b>3,976.66</b>
<b>Profit Before Tax</b>		<b>1,257.61</b>	<b>1,181.10</b>
<b>Tax expenses</b>			
Current tax (net of charge of earlier years - Rs. 0.86 Crore (December 31, 2023 : Rs. 9.22 Crore)	6	336.87	325.53
Deferred tax	6	(6.49)	(8.56)
<b>Total tax expenses</b>		<b>330.38</b>	<b>316.97</b>
<b>Profit for the year</b>		<b>927.23</b>	<b>864.13</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Re-measurement (losses) / gains on defined benefit plans		(1.74)	(3.95)
Income tax effect on above	6	0.44	0.99
<b>Other comprehensive income for the year</b>		<b>(1.30)</b>	<b>(2.96)</b>
<b>Total comprehensive income for the year</b>		<b>925.93</b>	<b>861.17</b>
Earnings per equity share - Basic and Diluted - Face Value Rs. 5.00 each (In Rs. per share)	22	9.37	8.74
Summary of material accounting policies	2		

The accompanying notes 1 - 37 are an integral part of the financial statements.

As per our report even date attached

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

For and on behalf of Board of Directors

**Sampada S Narvankar**

Partner

Membership No. 102911

**Place:** Mumbai

**Date:** February 3, 2025

**Rakesh Makhija** Chairman

DIN : 00117692

**Hemangi Ghag** Company Secretary

FCS No : 9329

**Kedar Lele**

DIN : 06969319

**Deepesh Baxi**

DIN : 02509800

Managing Director

Chief Financial Officer &

Whole time Director

# Statement of Changes in Equity

for the year ended December 31, 2024

## (a) Equity share capital

₹ in Crore		
Particulars	No. of shares	Amount
Balance as at January 1, 2023	989,122,384	494.56
Changes in equity share capital during the year	-	-
Balance as at December 31, 2023	989,122,384	494.56
Changes in equity share capital during the year	-	-
Balance as at December 31, 2024	989,122,384	494.56

## (b) Other equity

₹ in Crore				
Particulars	Reserves & Surplus			Total Other Equity
	Capital Reserve	Retained Earnings	Share based payment	
Balance as at January 1, 2023	13.62	1,316.32	61.53	1,391.47
Profit for the year	-	864.13	-	864.13
Other comprehensive Income, net of tax	-	(2.96)	-	(2.96)
Total comprehensive income for the year	-	861.17	-	861.17
Recognition of Share based payment charge	-	-	17.42	17.42
Payment of Dividend	-	(642.93)	-	(642.93)
Balance as at December 31, 2023	13.62	1,534.56	78.95	1,627.13
Profit for the year	-	927.23	-	927.23
Other comprehensive Income, net of tax	-	(1.30)	-	(1.30)
Total Comprehensive Income for the year	-	925.93	-	925.93
Recognition of Share based payment charge	-	-	22.05	22.05
Payment of Dividend	-	(791.30)	-	(791.30)
Balance as at December 31, 2024	13.62	1,669.19	101.00	1,783.81

The accompanying notes 1 - 37 are an integral part of the financial statements.

As per our report even date attached

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

For and on behalf of Board of Directors

**Sampada S Narvankar**

Partner

Membership No. 102911

Place: Mumbai

Date: February 3, 2025

**Rakesh Makhija** Chairman  
DIN : 00117692

**Hemangi Ghag** Company Secretary  
FCS No : 9329

**Kedar Lele** Managing Director  
DIN : 06969319

**Deepesh Baxi** Chief Financial Officer &  
DIN : 02509800 Whole time Director



# Cash Flow Statement

for the year ended December 31, 2024

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>Cash flow from operating activities</b>		
<b>Profit before tax</b>	<b>1,257.61</b>	<b>1,181.10</b>
Adjustments for:		
Depreciation and amortization expense	99.77	92.43
Loss / (Profit) on disposal/write off of Property, plant and equipment and intangible assets (net)	0.25	(3.10)
Capital work in progress write off	0.64	1.40
Allowance for doubtful debts (net)	1.38	0.94
Expense recognised in respect of share based payments	22.05	17.42
(Profit) / Loss on fair valuation of forward contract	(0.38)	0.88
Unrealized foreign exchange loss / (gain) (net)	0.93	(4.15)
Unrealized gain on Overnight Funds	(1.58)	(0.81)
Finance costs	9.38	7.53
Interest income	(68.21)	(49.93)
Excess accruals written back	(0.52)	(1.51)
<b>Cash flow generated from operations before working capital changes</b>	<b>1,321.32</b>	<b>1,242.20</b>
Movements in working capital:		
Decrease / (Increase) in inventories	8.71	1.52
Decrease / (Increase) in other receivables	(8.35)	(86.96)
Decrease / (Increase) in trade receivables	(16.25)	(73.40)
Increase / (Decrease) in trade and other payables and provisions	52.74	88.21
<b>Cash flow generated from operations</b>	<b>1,358.17</b>	<b>1,171.57</b>
Income tax paid (net of refund)	(314.07)	(318.53)
<b>Net cash flow generated from operating activities (A)</b>	<b>1,044.10</b>	<b>853.04</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipment (including capital work-in-progress and intangible assets)	(92.70)	(95.54)
Investment made	-	(162.50)
Proceeds from sale of property, plant and equipment	-	3.94
Placement of bank deposits	(1,489.98)	(940.00)
Proceeds from maturity of bank deposits	1,249.98	897.14
Interest received	66.43	45.38
Loan to employees (net)	(0.62)	0.24
<b>Net cash flow used in investing activities (B)</b>	<b>(266.89)</b>	<b>(251.34)</b>

# Cash Flow Statement (Contd.)

for the year ended December 31, 2024

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>Cash flow from financing activities</b>		
Dividend paid	(791.30)	(642.93)
Interest paid on other than lease liabilities	(1.89)	(1.49)
Principal payment of lease liabilities	(19.26)	(13.51)
Interest paid on lease liabilities	(6.68)	(5.87)
<b>Net cash flow used in financing activities (C)</b>	<b>(819.13)</b>	<b>(663.80)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(41.92)</b>	<b>(62.10)</b>
Add: Unrealized gain on overnight funds	1.58	0.81
Cash and cash equivalents at the beginning of the year	493.21	554.50
<b>Cash and cash equivalents at the end of the year</b>	<b>452.87</b>	<b>493.21</b>
<b>Components of cash and cash equivalents</b>		
Balances with banks in current accounts	11.28	8.96
Deposits with banks	220.01	273.44
Overnight funds	221.58	210.81
<b>Total cash and cash equivalents (note 4.4)</b>	<b>452.87</b>	<b>493.21</b>

## Non cash transactions:

### Share value plan:

Equity settled share based payments of Rs. 22.05 Crore (Previous Year: Rs. 17.42 Crore) is expensed over the vesting period with a corresponding adjustment to Other Equity as the cost of such share value plan is borne by the Ultimate Holding Company [refer note 2.5 (d)]

### Note:

- (a) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7, "Statement of Cash Flows".

The accompanying notes 1 - 37 are an integral part of the financial statements.

As per our report even date attached

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

For and on behalf of Board of Directors

**Sampada S Narvankar**

Partner

Membership No. 102911

**Place:** Mumbai

**Date:** February 3, 2025

**Rakesh Makhija** Chairman  
DIN : 00117692

**Hemangi Ghag** Company Secretary  
FCS No : 9329

**Kedar Lele** Managing Director  
DIN : 06969319

**Deepesh Baxi** Chief Financial Officer &  
DIN : 02509800 Whole time Director

# Notes to the Financial Statements

for the year ended December 31, 2024

## 1. Corporate information

Castrol India Limited (the 'Company') having CIN L23200MH1979PLC021359 is a public limited Company incorporated in India with its registered office at Technopolis Knowledge Park, Mahakali Caves Road, Chakala, Andheri (East), Mumbai-400 093. The equity shares of the Company are listed on two recognised stock exchanges in India. The Company is principally engaged in the business of manufacturing & marketing of automotive and industrial lubricants and related services.

## 2. Material accounting policies

### 2.1. Basis of preparation

The Statement of Compliance with Indian Accounting Standards (Ind AS): The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act and other accounting principles generally accepted in India.

#### Basis of measurement

These financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

**Historical Cost:** Assets are recorded at the amount of cash or cash equivalents paid or the fair value of the other consideration given to acquire them at the time of their acquisition. Liabilities are recorded at the amount of proceeds received in exchange for the obligation, or in some circumstances (for example, income taxes), at the amounts of cash or cash equivalents expected to be paid to satisfy the liability in the normal course of business.

### 2.2. Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgements based on historical experience and other factors, including expectations

of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

### 2.3. Critical accounting estimates, judgements and assumptions

#### A. Useful lives and residual values of property, plant and equipment

Property, plant and equipment represent a material portion of the Company's asset base. The periodic charge of depreciation is derived after estimating useful life of an asset and expected residual value at the end of its useful life. The useful lives and residual values of assets are estimated by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on various external and internal factors including historical experience, relative efficiency and operating costs and change in technology.

#### B. Income taxes

The Company's tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes including amounts to be recovered or paid for uncertain tax positions. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

#### C. Defined benefit obligations

Defined benefit obligations are measured at fair value for financial reporting purposes. Fair value determined by actuary is based on actuarial assumptions. Management judgement is required to determine such actuarial assumptions. Such assumptions are reviewed annually using the best information available with the management.

#### D. Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Management judgement is required to determine the potential liabilities that are possible or remote but not probable of crystalizing or cannot be measured with sufficient reliability. Such liabilities are disclosed in the notes as contingent liabilities,

# Notes to the Financial Statements

for the year ended December 31, 2024

unless the possibility of an outflow of resources embodying economic benefits is remote in management's judgement.

## 2.4. Recent accounting pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. For the year ended December 31, 2024, there are no new standards or amendments to the existing standards which are notified but not yet effective.

## 2.5. Summary of material accounting policies

### a. Current versus non-current classification

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### b. Revenue recognition

#### Revenue

Revenue from contracts with customers is recognised on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

#### Sale of products

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

#### Income from services

Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered. The Company uses input method for measurement of revenue from services as it is directly linked to the expenses incurred by the Company.

#### Interest income

Interest income is recorded using the Effective Interest Rate (EIR) for debt instruments carried at amortised cost. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset.



# Notes to the Financial Statements

for the year ended December 31, 2024

## c. Foreign currencies

### Functional currency

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees (rounded off to Crore).

### Transactions and balances

Foreign currency transactions are recorded in the functional currency by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. All foreign currency monetary assets and monetary liabilities as at the Balance Sheet date are translated into the functional currency at the applicable exchange rates prevailing on that date. All exchange differences arising on translation, are recognised in the statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Gain or losses upon settlement of foreign currency transactions are recognized in the statement of profit and loss for the period in which the transaction is settled.

## d. Retirement and other employee benefits

### Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on respective employee's salary and tenure of employment with the Company.

Liabilities with regard to Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using projected unit credit method. The Company fully contributes all ascertained liabilities to the Castrol India Limited Employees' Gratuity Fund Trust ('the Trust'). Trustees administer contributions made to the Trust and contributions are invested in insurance and deposit schemes.

The Company recognises the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows with reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Net interest on the net defined benefit liability/(asset) is the change during the period in the net defined benefit liability/(asset) that arises from the passage of time.

The net interest cost is calculated applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in the employee benefit expenses in the statement of profit and loss.

Gains and losses through remeasurements of the net defined benefit liability/(asset) are recognized immediately in balance sheet with corresponding debit or credit to other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognised in other comprehensive income. They are included in Retained Earnings in the Statement of Changes in Equity and in the Balance Sheet. Remeasurements of the net defined benefit liability/(asset) recognised in other comprehensive income are not reclassified to profit or loss in a subsequent period. The effect of any plan amendments is recognised in net profit in statement of profit and loss.

### Superannuation

Certain employees of the Company are participants in a defined contribution plan. The Company has no further obligations to the plan beyond its monthly contributions which are periodically contributed to the Castrol India Limited Staff Pension Fund, the corpus of which is invested with the Life Insurance Corporation of India and Bajaj Allianz Life Insurance Co. Ltd. The Company's contribution paid/payable during the year to Superannuation Fund is recognised in profit or loss.

# Notes to the Financial Statements

for the year ended December 31, 2024

## Provident fund

Eligible employees of the Company receive benefits from a Provident fund, which is defined benefit plan. Both the eligible employees and the Company make monthly contributions to the provident fund equal to a specified percentage of the covered employee's salary. The Company contributes a portion to the Castrol India Limited Employees' Provident Fund Trust ('The PF trust'). The PF trust invests in specific designated instruments as permitted by Indian Law. The rate at which the annual interest is payable to the beneficiaries by the PF trust is being administrated by the Government. The Company has an obligation to make good the shortfall, if any, between the return from the investments of the PF trust and the notified interest rate. The Company's contribution paid/payable during the year to Provident fund is recognised in profit or loss.

## Compensated absences

The Company has a policy on compensated absences which is applicable to its executives joined up to a specified period and all workers. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the Balance Sheet date.

## Termination benefits

Termination benefits, in the nature of voluntary retirement benefits or termination benefits arising from restructuring, are recognised in the Statement of Profit and Loss. The Company recognises termination benefits at the earlier of the following dates:

- a) when the Company can no longer withdraw the offer of those benefits; or
- b) when the Company recognises costs for a restructuring that is within the scope of Ind AS 37: Provisions, Contingent Liabilities and Contingent Assets and involves the payment of termination benefits.

## Share-based compensation

### Share value plan

BP PLC ("Ultimate Holding Company") has a "Share Value Plan" whereby the specified employees of its subsidiaries are granted restricted share units of Ultimate Holding Company. Each restricted share unit represents a conditional entitlement to receive one share of Ultimate Holding Company in future, provided that certain terms and conditions are met. The main terms and conditions are a) continuous employment with the BP group until the end of restricted period and b) achievement of certain performance targets by the employee and/or BP group. The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instruments on the date on which they are granted and is recognised as an expense over the restricted period. A corresponding credit is recognised within equity since the cost of such share value plan is borne by the Ultimate Holding Company.

### Restricted share unit and options

BP PLC ("Ultimate Holding Company") has a "One time reinvent plan" whereby all the employees of its subsidiaries are granted restricted share units of Ultimate Holding Company. Each restricted share unit represents a conditional entitlement to receive one share of Ultimate Holding Company in future, provided that certain terms and conditions are met. Each option consist of a defined number of shares of Ultimate Holding Company (lot) at a fixed price with a condition entitlement to sell the lot of shares in future after the vesting period.

The main terms and conditions are a) continuous employment with the BP group until the end of vesting period and b) achievement of certain performance targets by the employee and/or BP group. The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instruments on the date on which they are granted and is recognized as an expense over the vesting period. A corresponding credit is recognized within equity since the cost of such share value plan is borne by the Ultimate Holding Company.

# Notes to the Financial Statements

for the year ended December 31, 2024

## Share match plan

The Ultimate Holding Company has a "Share Match Plan" whereby all executive employees of its subsidiaries have been given a right to purchase the shares of Ultimate Holding Company up to a specified amount. Every employee who opts for the scheme contributes by way of payroll deduction a specified amount towards purchase of share. The Company contributes equal amount and charges it to employee benefits expense.

## Other employee benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

Redundancy expenses are fully charged to the statement of profit and loss in the year in which they accrue.

## e. Taxes

Income tax expense comprises current income tax and deferred income tax. Income tax expense is recognised in the statement of profit and loss except to the extent it relates to items recognised directly in equity, in which case it is recognised in other comprehensive income or other equity as the case may be.

### Current income tax

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961. The current tax year for the Company being the year ending March 31, the provision for taxation for the year is aggregate of the provision made for the three months ended on March 31, 2024 and the provision for the remaining period of nine months ending on December 31, 2024. The provision for the remaining period of nine months has been arrived at by applying the applicable tax rate of the financial year 2024-25 to Profit Before Tax of the said period.

### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of

assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off tax assets against tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## f. Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises the purchase price, including import duties and non-refundable purchase taxes (Net of taxes credit wherever applicable) and any

# Notes to the Financial Statements

for the year ended December 31, 2024

attributable cost of bringing the assets to its working condition for its intended use. Such cost also includes the cost of replacing part of the Property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the Property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Depreciation on Property, plant and equipment is calculated on a straight-line basis, from the month of addition, using the estimated useful lives based on single shift, as specified in schedule II to the Companies Act, 2013, except in respect of the following assets:

Assets description	Useful life as per management (as technically assessed)	Useful life under schedule II
Residential and office buildings	5 years to 30 years	60 years
Plant & Equipment	2 years to 21 years	15 years
Office Equipment	1 year to 15 years	5 years
Computer Hardware	3 years to 6 years	3 years
Equipment board with dealers*	3 years	10 years
Furniture and fixture	2 years to 15 years	10 years
Motor vehicles	4 years to 10 years	8 years
Laboratory equipment	5 years to 21 years	10 years

\*The Equipment board with dealers are derecognized at the end of the useful life of 3 years.

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

## g. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles are not capitalised and the related expenditure is reflected in statement of profit and loss in the period in which the expenditure is incurred.

Intangible assets are amortised over the useful economic life i.e. 4-5 years based on management assessment and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the

asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss.

## h. Leases

The Company, at the inception of a contract, assesses whether a contract, is or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A lessee recognises a right-of-use ("ROU") asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

Also, the Company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets. The Company recognizes the lease payments



# Notes to the Financial Statements

for the year ended December 31, 2024

associated with these leases as an expense on a straight-line basis over the lease term.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured, with a corresponding adjustment to the ROU asset, upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments.

Lease liabilities and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

## i. Inventories

Inventories consist of raw and packing materials, stock-in-trade and finished goods. Inventories are valued at lower of cost and net realisable value. Cost of inventories is determined on weighted average basis. Cost of manufactured finished goods and work-in-progress includes material cost determined on weighted average basis and also includes an appropriate portion of allocable overheads. Cost of traded goods includes cost of purchase and other cost incurred in bringing the inventories to the present location and condition. Due allowances are made in respect of slow moving, non-moving and obsolete inventories based on estimate made by management.

## j. Impairment of non-financial assets

The carrying amount of assets are reviewed for impairment at the end of each reporting date if there is any indication of impairment based on internal/external factor. An impairment loss is recognised in the statement of profit and loss wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's or cash generating unit's fair value less cost of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining fair value, recent market transactions are taken into account.

The business plans which are approved on an annual basis by senior management are the primary source of information for the determination of value in use. As an initial step in the preparation of these plans, various assumptions regarding market conditions, and cost inflation rates are set by senior management. These assumptions take account of existing prices and other macro economic factors and historical trends and variability.

Impairment losses including impairment on inventories are recognised in the statement of profit and loss, except for previously revalued tangible assets, where the revaluation was taken to revaluation reserve. In this case, the impairment is also recognised in the revaluation reserve up to the amount of any previous revaluation.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment. Such reversal is recognised in the statement of profit and loss.

# Notes to the Financial Statements

for the year ended December 31, 2024

## k. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

## l. Financial instruments

### a) Non-derivative financial instruments:

#### Initial recognition and measurement

All financial assets and liabilities are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Trade receivables that do not contain a significant financing component are measured at transaction price. Purchase and sale of financial assets are recognised using trade date accounting.

#### Subsequent measurement

#### Financial assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### Financial assets at fair value through other comprehensive income (FVOCI)

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and which are not held for trading.

For equity instrument, the Company may make irrevocable election to present such investments at FVOCI. The Company makes such election on an instrument-by-instrument basis. Pursuant to such irrevocable option, changes in fair value are recognised in the OCI and is subsequently not reclassified to the statement of profit and loss.

#### Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

#### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

### b) Derivative financial instruments

The Company enters into foreign exchange forward contracts to manage its foreign exchange rate risks.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in statement of profit and loss immediately.

#### Derecognition of financial instruments

#### Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a



# Notes to the Financial Statements

for the year ended December 31, 2024

transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in statement of profit and loss if such gain or loss would have otherwise been recognised in statement of profit and loss on disposal of that financial asset.

## Financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

## Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. The Company estimates cash flows by considering all contractual terms of the financial instrument through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 months expected credit losses. 12 months expected credit losses are portion of the lifetime expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12 months expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

# Notes to the Financial Statements

for the year ended December 31, 2024

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward looking information.

## m. Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand, investment in overnight funds and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. As part of the Company's cash management policy to meet short-term cash commitments, it parks its surplus funds in overnight funds that are held for a period of three months or less from the date of acquisition. These funds are open-ended debt funds that are readily convertible into known amounts of cash and are subject to insignificant risk of changes in value. For the purpose of the cash flow statement, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

## n. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to

equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares). For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## o. Cash dividend

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

## p. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements, unless the possibility of an outflow of resources embodying economic benefits is remote.



# Notes to the Financial Statements

for the year ended December 31, 2024

## 3. Property, plant and equipment, Capital work-in-progress and Other intangible assets

₹ in Crore

Particulars	As at December 31, 2024	As at December 31, 2023
<b>A. Carrying amounts</b>		
<b>Tangible Assets</b>		
Freehold Land	3.87	3.87
Leasehold Land	-	-
Building (Including Leasehold Improvements)	69.64	38.85
Plant & Equipment	68.45	44.44
Laboratory Equipment	12.55	10.10
Computer Hardware	6.86	7.89
Furniture & Fixture	58.59	60.41
Office Equipment	4.09	1.59
Motor Vehicles	0.12	0.15
	<b>224.17</b>	<b>167.30</b>
<b>Other intangible assets</b>		
Computer Software	1.52	2.19
<b>B. Capital work-in-progress (Refer Note 1)</b>	<b>60.26</b>	<b>108.36</b>

₹ in Crore

Particulars	Freehold Land*	Building (Including Leasehold Improvements)	Plant & Equipment	Laboratory Equipment	Computer Hardware	Furniture & Fixture	Office Equipment	Motor Vehicles	Computer Software	Total
<b>Cost</b>										
Balance as at January 1, 2023	3.92	70.07	164.58	25.26	8.05	139.88	8.45	0.22	16.89	437.32
Additions	-	1.30	5.33	0.79	8.95	33.70	0.65	0.09	-	50.81
Disposals	0.05	0.66	3.38	-	0.16	32.09	0.02	0.08	-	36.44
Balance as at December 31, 2023	3.87	70.71	166.53	26.05	16.84	141.49	9.08	0.23	16.89	451.69
Additions	-	36.15	39.56	5.08	1.51	48.03	3.35	-	1.06	134.74
Disposals	-	0.33	1.58	1.12	7.80	51.01	0.90	-	-	62.74
Balance as at December 31, 2024	3.87	106.53	204.51	30.01	10.55	138.51	11.53	0.23	17.95	523.69
<b>Accumulated depreciation</b>										
Balance as at January 1, 2023	-	27.70	109.43	13.28	7.29	65.07	6.50	0.13	13.12	242.52
Additions	-	4.49	15.60	2.67	1.68	48.09	1.01	0.03	1.58	75.15
Disposals	-	0.33	2.94	-	0.16	32.08	0.02	0.08	-	35.61
Balance as at December 31, 2023	-	31.86	122.09	15.95	8.81	81.08	7.49	0.08	14.70	282.06
Additions	-	5.36	15.36	2.61	2.52	49.83	0.85	0.03	1.73	78.29
Disposals	-	0.33	1.39	1.10	7.78	50.99	0.90	-	-	62.49
Balance as at December 31, 2024	-	36.89	136.06	17.46	3.55	79.92	7.44	0.11	16.43	297.86
<b>Impairment Loss</b>										
Balance as at January 1, 2023	-	-	-	-	0.14	-	-	-	-	0.14
Additions	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-
Balance as at December 31, 2023	-	-	-	-	0.14	-	-	-	-	0.14
Additions	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-
Balance as at December 31, 2024	-	-	-	-	0.14	-	-	-	-	0.14
<b>Carrying amounts</b>										
Balance as at January 1, 2023	3.92	42.37	55.15	11.98	0.62	74.81	1.95	0.09	3.77	194.66
Additions	-	1.30	5.33	0.79	8.95	33.70	0.65	0.09	-	50.81
Depreciation / Impairment	-	4.49	15.60	2.67	1.68	48.09	1.01	0.03	1.58	75.15
Disposals (net)	0.05	0.33	0.44	-	-	0.01	-	-	-	0.83
Balance as at December 31, 2023	3.87	38.85	44.44	10.10	7.89	60.41	1.59	0.15	2.19	169.49
Additions	-	36.15	39.56	5.08	1.51	48.03	3.35	-	1.06	134.74
Depreciation / Impairment	-	5.36	15.36	2.61	2.52	49.83	0.85	0.03	1.73	78.29
Disposals (net)	-	-	0.19	0.02	0.02	0.02	-	-	-	0.25
Balance as at December 31, 2024	3.87	69.64	68.45	12.55	6.86	58.59	4.09	0.12	1.52	225.69

\*Title deeds of all immovable properties are held in the name of the Company, except for the freehold land situated in Mehsana, Gujarat having a gross carrying value of Rs. 0.01 Crore held in the name of Indrol Lubricants Specialist Ltd. The title deed is in the name of erstwhile company and it has filed an application for mutation of name.

# Notes to the Financial Statements

for the year ended December 31, 2024

## 3. Property, plant and equipment, Capital work-in-progress and other intangible assets (Contd.)

	₹ in Crore
Particulars	Total
<b>Capital work in progress movement</b>	
Balance as at January 1, 2023	60.76
Addition during the year	99.81
Capitalised during the year	50.81
Write off	1.40
<b>Balance as at December 31, 2023</b>	<b>108.36</b>
Addition during the year	87.28
Capitalised during the year	134.74
Write off	0.64
<b>Balance as at December 31, 2024</b>	<b>60.26</b>

### Note 1

#### Ageing of Capital work-in-progress

Particulars	As at December 31, 2024 ₹ in Crore		As at December 31, 2023 ₹ in Crore	
	Projects in progress	Projects Temporary suspended	Projects in progress	Projects Temporary suspended
Less than 1 year	53.22	-	80.19	-
1 - 2 years	5.56	-	24.95	-
2 - 3 years	1.40	-	3.09	-
More than 3 years	0.08	-	0.13	-
<b>Total</b>	<b>60.26</b>	<b>-</b>	<b>108.36</b>	<b>-</b>

#### Projects where completion is overdue or cost has exceeded its original plan

Particulars	As at December 31, 2024 To be completed in				As at December 31, 2023 To be completed in			
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years
1. Project 1 (Z23CM028)	3.87	-	-	-	-	-	-	-
2. Project 2 (S21CM001)	3.78	-	-	-	1.96	-	-	-
3. Project 3 (X21IM013)	2.57	-	-	-	1.62	-	-	-
4. Project 4 (Z24CM027)	2.37	-	-	-	-	-	-	-
5. Project 5 (X20IM012)	2.30	-	-	-	35.54	-	-	-
6. Project 6 (Z23IM004)	2.08	-	-	-	1.75	-	-	-
7. Project 7 (X20CM008)	-	-	-	-	0.55	-	-	-
8. Project 8 (Z22IM023)	-	-	-	-	1.86	-	-	-
9. Project 9 (Z21IM019)	-	-	-	-	3.95	-	-	-
10. Others	7.79	-	-	-	6.47	-	-	-
<b>Total</b>	<b>24.76</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>53.70</b>	<b>-</b>	<b>-</b>	<b>-</b>

# Notes to the Financial Statements

for the year ended December 31, 2024

## 4. Financial assets

(Unsecured, considered good, unless otherwise stated)

### 4.1 Loans

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Non-Current</b>		
Considered good- Unsecured		
Loans to employees*	0.95	0.57
<b>Total</b>	<b>0.95</b>	<b>0.57</b>
<b>Current</b>		
Considered good- Unsecured		
Loans to employees*	0.52	0.28
<b>Total</b>	<b>0.52</b>	<b>0.28</b>

\* Includes Rs. 0.01 Crore (December 31, 2023 : Rs. 0.02 Crore) to key managerial personnel.

### 4.2 Other financial assets

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Financial assets carried at amortized cost</b>		
<b>Non Current</b>		
Advance to Customers - Rebate		
- Considered good	-	-
- Considered Doubtful	3.76	4.29
	<b>3.76</b>	<b>4.29</b>
Less : Allowance for doubtful advances	(3.76)	(4.29)
	-	-
Security deposits <sup>#</sup>	9.44	9.44
<b>Total</b>	<b>9.44</b>	<b>9.44</b>
<b>Current</b>		
Rebates receivable	36.58	31.47
Interest accrued on bank deposits	19.74	17.96
Security deposits <sup>#</sup>	0.16	0.18
<b>Derivative instruments at fair value through Profit or loss</b>		
<b>Current</b>		
Derivatives not designated as hedges		
Foreign exchange forward contracts*	0.41	0.03
<b>Total</b>	<b>56.89</b>	<b>49.64</b>

<sup>#</sup>Security deposit are non interest bearing and recoverable at the termination of contract unless otherwise agreed.

\* While the Company entered into forward contracts with the intention of reducing the foreign exchange risk of expected purchases, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

# Notes to the Financial Statements

for the year ended December 31, 2024

## 4. Financial assets (Contd.)

### 4.3 Trade receivables \*\* (Refer note 28)

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Current</b>		
Considered good - Secured <sup>##</sup> (A)	96.47	88.77
<b>Unsecured</b>		
Considered good	341.22	334.05
Considered Doubtful	9.97	9.04
Less : Allowance for doubtful debts	(9.97)	(9.04)
(B)	341.22	334.05
(A + B)	437.69	422.82

#### Movement in the allowance of doubtful debts during the year

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
Balance at the beginning of the year	9.04	8.09
Add: Allowance created during the year	2.72	1.36
Less: Reversal of allowance during the year	(1.34)	(0.42)
Less: Written back during the year	(0.45)	-
Balance at end of the year	9.97	9.04

\*Refer note no. 28 for related party receivables.

#The average credit period ranges from 1 to 90 days. Interest is charged at 24% p.a. on the overdue balance.

##Secured by deposits and bank guarantees from customers.

#### Outstanding for the following period from the due date of payment as at December 31, 2024

₹ in Crore

Ageing	Undisputed Trade receivables		Disputed Trade receivables	
	Considered Good	Considered Doubtful	Considered Good	Considered Doubtful
Not Due	420.42	-	-	-
Less than 6 months	17.24	0.99	-	0.77
6 months - 1 year	0.03	0.40	-	0.06
1-2 Years	-	0.21	-	0.50
2-3 Years	-	0.12	-	0.15
More than 3 years	-	0.43	-	6.34
Sub total	437.69	2.15	-	7.82
Total				447.66
Less : Allowance for doubtful Trade receivables				(9.97)
Total Trade Receivables				437.69



# Notes to the Financial Statements

for the year ended December 31, 2024

## 4. Financial assets (Contd.)

Outstanding for the following period from the due date of payment as at December 31, 2023

Ageing	Undisputed Trade receivables		Disputed Trade receivables	
	Considered Good	Considered Doubtful	Considered Good	Considered Doubtful
Not Due	404.87	-	-	-
Less than 6 months	16.32	1.21	-	-
6 months - 1 year	1.63	0.07	-	0.03
1-2 Years	-	0.47	-	-
2-3 Years	-	0.18	-	0.54
More than 3 years	-	0.37	-	6.17
<b>Sub total</b>	<b>422.82</b>	<b>2.30</b>	<b>-</b>	<b>6.74</b>
<b>Total</b>				<b>431.86</b>
Less : Allowance for doubtful Trade receivables				(9.04)
<b>Total Trade Receivables</b>				<b>422.82</b>

₹ in Crore

## 4.4 Cash and cash equivalents

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
Balance with banks		
In current accounts	11.28	8.96
Deposits with original maturity of less than 3 months	220.01	273.44
Investment in overnight funds <sup>#</sup>	221.58	210.81
<b>Total</b>	<b>452.87</b>	<b>493.21</b>

<sup>#</sup> These instruments are mandatorily measured at fair value through profit and loss in accordance with Ind AS 109.

## 4.5 Bank Balances other than above

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
Deposits with original maturity for less than 12 months	930.00	690.00
Unclaimed dividend account and capital reduction (Includes unclaimed amount of Rs. 1.22 Crore (December 31, 2023 : Rs. 1.22 Crore) pertaining to capital reduction in earlier years)	16.10	16.58
<b>Total</b>	<b>946.10</b>	<b>706.58</b>

# Notes to the Financial Statements

for the year ended December 31, 2024

## 4. Financial assets (Contd.)

### 4.6 Non Current Investment

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
Investments Measured at Fair Value Through Other Comprehensive Income (FVTOCI)	487.50	487.50
<b>Total</b>	<b>487.50</b>	<b>487.50</b>

Nature of Instrument Unquoted, Fully Paid up	As at December 31, 2024	
	No. of shares	Total Value ₹ in Crore
0.001% Compulsorily Convertible Preference Shares (FV of Rs. 10 each)	1,270,309	486.99
Equity Shares (FV of Rs. 10 each)	1,336	0.51
<b>Closing Balance</b>		<b>487.50</b>

Nature of Instrument Unquoted, Fully Paid up	As at December 31, 2023	
	No. of shares	Total Value ₹ in Crore
0.001% Compulsorily Convertible Preference Shares (FV of Rs. 10 each)	95,083	486.99
Equity Shares (FV of Rs. 10 each)	100	0.51
<b>Closing Balance</b>		<b>487.50</b>

The Company has invested Rs. 487.50 Crore in Ki Mobility Solutions Pvt. Ltd (Subsidiary of TVS Automobile Solutions Pvt Ltd) through Equity and Compulsory Convertible Preference Shares (CCPS).

During the year, Ki Mobility Solutions Private Limited (Ki Mobility) has undergone corporate restructuring through a Composite Scheme of Arrangement involving TVS Automobile Solutions Private Limited (TASPL), TASL Automobile Solutions Private Limited and Ki Mobility Solutions Private Limited, and their respective shareholders. The restructuring scheme is duly approved by Hon'ble Company Law Tribunal, Chennai. Consequently, Ki Mobility was amalgamated with TVS Automobile Solutions Private Limited (TASPL). The rights, and percentage of the shareholding of the Company in Ki Mobility continues to remain the same in TASPL although there has been a change in the number of shares which were allotted on November 28, 2024 by TASPL. Pursuant to the above mentioned approval, 1336 shares of Rs. 10 each fully paid (Equity and CCPS) of TASPL were allotted to the Company for every 100 shares of Rs. 10 each fully paid up (Equity and CCPS) held in Ki Mobility. The above does not have any impact on fair value of the investment as at December 31, 2024.

### Break up of financial assets carried at amortized cost

Particulars	Note	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
Loans	4.1	1.47	0.85
Trade receivables	4.3	437.69	422.82
Cash and cash equivalents	4.4	231.29	282.40
Other balances with banks	4.5	946.10	706.58
Other financial assets	4.2	65.92	59.05
<b>Total</b>		<b>1,682.47</b>	<b>1,471.70</b>

# Notes to the Financial Statements

for the year ended December 31, 2024

## 5. Income tax assets (net)

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
Advance Income tax / tax deducted at source (net of current tax provision)	27.98	49.74
<b>Total</b>	<b>27.98</b>	<b>49.74</b>

## 6. Deferred tax assets (net)

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
Deferred tax assets (net)	85.03	78.10
<b>Total</b>	<b>85.03</b>	<b>78.10</b>

### Movement in deferred tax assets / (liabilities)

₹ in Crore				
Particulars	Net balance as at January 1, 2024	Recognised in profit and loss	Recognised in OCI	Net deferred tax asset/ (liability) as at December 31, 2024
<b>Deferred tax asset / (liabilities)</b>				
Property, plant and equipment	51.28	5.86	-	57.14
Right-of-use asset (net)	1.16	0.48	-	1.64
43B disallowances	15.40	1.80	0.44	17.64
Inventories - obsolete	3.17	(1.17)	-	2.00
Allowance for doubtful debts	5.08	0.10	-	5.18
Other temporary differences	2.01	(0.58)	-	1.43
<b>Deferred tax asset / (liabilities)</b>	<b>78.10</b>	<b>6.49</b>	<b>0.44</b>	<b>85.03</b>

### Movement in deferred tax assets / (liabilities)

₹ in Crore				
Particulars	Net balance as at January 1, 2023	Recognised in profit and loss	Recognised in OCI	Net deferred tax asset/ (liability) as at December 31, 2023
<b>Deferred tax asset / (liabilities)</b>				
Property, plant and equipment	44.19	7.09	-	51.28
Right-of-use asset (net)	0.38	0.78	-	1.16
43B disallowances	15.31	(0.90)	0.99	15.40
Inventories - obsolete	2.15	1.02	-	3.17
Allowance for doubtful debts	4.87	0.21	-	5.08
Other temporary differences	1.65	0.36	-	2.01
<b>Deferred tax asset / (liabilities)</b>	<b>68.55</b>	<b>8.56</b>	<b>0.99</b>	<b>78.10</b>

# Notes to the Financial Statements

for the year ended December 31, 2024

## 6. Deferred tax assets (net) (Contd.)

### Income Tax

The major components of income tax expense

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>Profit and Loss:</b>		
Current tax (net of charge of earlier years - Rs. 0.86 Crore (December 31, 2023 : Rs. 9.22 Crore)	336.87	325.53
Deferred tax	(6.49)	(8.56)
<b>Total Income tax expense</b>	<b>330.38</b>	<b>316.97</b>

### Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
Profit before Income tax expense	1,257.61	1,181.10
Tax at the Indian tax rate 25.17% (December 31, 2023 : 25.17%)	316.54	297.28
<b>Item giving rise to difference in tax</b>		
Effect of non-deductible expenses	12.93	11.17
Effect of tax adjustment of earlier years	0.86	9.45
Exempt Income	-	(0.91)
Others	0.05	(0.02)
<b>Income tax expense</b>	<b>330.38</b>	<b>316.97</b>

## 7. Other assets

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Non-Current</b>		
Advance to Customers - Rebate		
- Considered good	48.88	68.32
- Considered doubtful	-	-
	<b>48.88</b>	<b>68.32</b>
Capital advances	2.45	0.42
Prepaid expenses	0.94	0.67
Deposits / balance with statutory / government authorities		
- Considered good	30.42	34.14
- Considered doubtful	6.86	6.86
	<b>89.55</b>	<b>110.41</b>
Less: Allowance for doubtful deposits	(6.86)	(6.86)
<b>Total</b>	<b>82.69</b>	<b>103.55</b>



# Notes to the Financial Statements

for the year ended December 31, 2024

## 7. Other assets (Contd.)

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Current</b>		
Advance to Customers - Rebate		
- Considered good	48.50	41.00
- Considered doubtful	-	-
	<b>48.50</b>	<b>41.00</b>
Prepaid expenses	3.00	3.81
Advance to supplier	22.30	7.64
Other receivables		
- Considered good	4.83	5.41
- Considered doubtful	-	-
	<b>4.83</b>	<b>5.41</b>
Deposits / balance with statutory / government authorities	65.89	60.51
<b>Total</b>	<b>144.52</b>	<b>118.37</b>

## 8. Inventories (lower of cost and net realizable value)

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
Raw materials (including stock in transit Rs. 51.36 Crore (December 31, 2023 : Rs. 91.48 Crore)	276.60	304.46
Packing materials (including stock in transit Nil (December 31, 2023 : Nil)	7.14	2.33
Finished goods (including stock in transit Rs. Nil (December 31, 2023 : Rs. 0.39 Crore)	160.30	145.71
Traded goods (including stock in transit Rs. 15.63 Crore (December 31, 2023 : Rs. 7.45 Crore)	80.17	80.42
<b>Total</b>	<b>524.21</b>	<b>532.92</b>

**Note:** The cost of inventories recognised in December 31, 2024 includes Rs. 4.63 Crore in respect of write down of inventories. (December 31, 2023 : Rs. 4.29 Crore in respect of recognition of write down of inventories.)

## 9. Equity share capital

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Authorized</b>		
990,000,000 equity shares (December 31, 2023 : 990,000,000 equity shares - Rs. 5/- each)	495.00	495.00
	<b>495.00</b>	<b>495.00</b>
<b>Issued, subscribed and fully paid-up</b>		
989,122,384 equity shares (December 31, 2023 : 989,122,384 equity shares - Rs. 5/- each)	494.56	494.56
	<b>494.56</b>	<b>494.56</b>

# Notes to the Financial Statements

for the year ended December 31, 2024

## 9. Equity share capital (Contd.)

### a. Reconciliation of the equity shares outstanding at the beginning and at the end of the year

Particulars	As at December 31, 2024		As at December 31, 2023	
	No. of shares	₹ in Crore	No. of Shares	₹ in Crore
Balance at the beginning of the year	989,122,384	494.56	989,122,384	494.56
Outstanding at the end of the year	989,122,384	494.56	989,122,384	494.56

### b. Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 5/- per share (December 31, 2023 : Rs. 5/- per share). Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approvals of the shareholders in the ensuing Annual General Meeting (AGM).

Dividend on Equity Shares	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>Dividend on Equity Shares paid during the year</b>		
Final Dividend Rs. 4.50 per share for the year December 31, 2023 (December 31, 2022 : Rs. 3.50 per share)	445.11	346.19
Interim Dividend Rs. 3.50 per share for the year December 31, 2024 (December 31, 2023 : Rs. 3.00 per share)	346.19	296.73

The Board of Directors of the Company has at its meeting held on February 03, 2025 recommended a final dividend of Rs. 9.5 per share (which includes a Special Dividend of Rs. 4.5 per share ) for year ended December 31, 2024 (December 31, 2023 : Rs. 4.50 per share) which is subject to the approval of the members at the ensuing Annual General Meeting.

In the event of the Company being liquidated, since the equity shares of the Company are fully paid - up, there would be no additional liability on the shareholders of the Company. However, post settlement of the liabilities of the Company, the surplus, if any, would be distributed amongst the shareholders in proportion to the number of shares held by each one of them.

### c. Equity shares in the Company held by its holding /ultimate holding company and/or their subsidiaries/associates are as below:

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
Castrol Limited, U.K. 504,452,416 equity shares of Rs. 5/- each fully paid (Holding Company) [December 31, 2023 : 504,452,416 equity shares of Rs. 5/- each fully paid]	252.22	252.22

### d. Details of shareholders holding more than 5% shares in the Company are as below:

Particulars	As at December 31, 2024		
	No. of Shares	% holding in the class	% Change during the year
1. Castrol Limited, U.K.	504,452,416	51.00%	0.00%
2. Life Insurance Corporation of India	99,433,476	10.05%	-1.24%

# Notes to the Financial Statements

for the year ended December 31, 2024

## 9. Equity share capital (Contd.)

Particulars	As at December 31, 2023		
	No. of Shares	% holding in the class	% Change during the year
1. Castrol Limited, U.K.	504,452,416	51.00%	0.00%
2. Life Insurance Corporation of India	111,689,381	11.29%	0.00%

### e. Share held by promoters/promoters group at the end of the year

Particulars	As at December 31, 2024	As at December 31, 2023	% Change during the year
Castrol Limited, U.K. (No. of shares)	504,452,416	504,452,416	0.00%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

## 10. Other Equity\*\*

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
Share based payment <sup>##</sup>	101.00	78.95
Capital Reserve <sup>#</sup>	13.62	13.62
Retained Earnings <sup>@</sup>	1,669.19	1,534.56
<b>Total</b>	<b>1,783.81</b>	<b>1,627.13</b>

<sup>##</sup>Share value plan of Ultimate Holding Company (refer note 2.5 (d) of material accounting policies)

<sup>#</sup>Capital Reserve mainly represents amount transferred on amalgamation with erstwhile Tata BP Lubricants.

<sup>\*\*</sup>For movement, refer Statement of Changes in Equity.

<sup>@</sup>Retained earnings represents profit that the Company has earned to date, less any dividends or other distributions paid to the investor.

## 11. Financial Liabilities

### 11.1 Trade payables<sup>#</sup> (Refer note 28)

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Current</b>		
Total outstanding dues of micro enterprises and small enterprises (Refer note 26)	18.29	25.03
Total outstanding dues of creditors other than micro enterprises and small enterprises	685.36	681.40
<b>Total</b>	<b>703.65</b>	<b>706.43</b>

<sup>#</sup> Trade payables are non-interest bearing and are normally settled between 7 to 90 days credit terms.

# Notes to the Financial Statements

for the year ended December 31, 2024

## 11. Financial Liabilities (Contd.)

Outstanding for the following period from the due date of payment as at December 31, 2024

₹ in Crore				
Ageing	MSME	Others	Disputed dues MSME	Disputed dues Others
Less than 1 Year	0.74	26.85	-	-
1-2 Years	0.05	0.10	-	-
2-3 Years	0.47	0.07	-	0.50
More than 3 Years	0.03	0.69	-	7.22
Not due	17.00	206.65	-	-
Unbilled	-	443.28	-	-
<b>Sub Total</b>	<b>18.29</b>	<b>677.64</b>	<b>-</b>	<b>7.72</b>
<b>Total Trade Payables</b>				<b>703.65</b>

Outstanding for the following period from the due date of payment as at December 31, 2023

₹ in Crore				
Ageing	MSME	Others	Disputed dues MSME	Disputed dues Others
Less than 1 Year	1.85	16.90	-	-
1-2 Years	0.40	0.31	-	0.50
2-3 Years	-	0.69	-	0.27
More than 3 Years	-	-	-	6.95
Not due	22.78	119.14	-	-
Unbilled	-	536.64	-	-
<b>Sub Total</b>	<b>25.03</b>	<b>673.68</b>	<b>-</b>	<b>7.72</b>
<b>Total Trade Payables</b>				<b>706.43</b>

## 11.2 Other financial liabilities

Financial liabilities at amortized cost	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Current</b>		
Deposit from customers <sup>#</sup>	36.74	31.85
Employee benefits payable	43.22	43.03
Capex payables	37.60	40.99
Interest accrued and due on deposit from customers	1.39	0.83
Rebate payables	302.92	249.82
Corporate social responsibility	0.97	-
Unclaimed dividend account and capital reduction (Includes unclaimed amount of Rs. 1.22 Crore (December 31, 2023 : Rs. 1.22 Crore) pertaining to capital reduction in earlier years) <sup>##</sup>	16.10	16.58
<b>Total</b>	<b>438.94</b>	<b>383.10</b>

<sup>#</sup>Deposit from customers are interest bearing and repayable on termination of agreement unless otherwise agreed.

<sup>##</sup>The Company transferred the amount of Rs. 0.97 Crore to the Investor Education and Protection Fund (IEPF) after the due date as the e-portal of the Ministry of Corporate Affairs (MCA) was under migration and the required IEPF Forms were unavailable for filing by the Company during the period July and August 2024 during which the aforesaid amount of Rs. 0.97 Crore was due. MCA vide General Circular Nos. 6/2024 and 7/2024 dated 6 July 2024 and 17 July 2024, respectively, clarified about the same and granted waiver of additional fees on Form IEPF-1 till 16 August 2024 to companies and also notified the new process for transfer of unpaid amounts to IEPF which could be done only after filing the said Form IEPF-1 under the upgraded portal.



# Notes to the Financial Statements

for the year ended December 31, 2024

## 12. Provisions

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Non Current</b>		
Provision for employee benefit (Refer note 27)	24.71	23.44
<b>Total</b>	<b>24.71</b>	<b>23.44</b>
<b>Current</b>		
Provision for employee benefit (Refer note 27)	0.49	0.39
Provision for indirect taxes [Refer note (a) and (b) below]	32.70	32.93
Provision for litigations [Refer note (b)]	0.84	0.84
<b>Total</b>	<b>34.03</b>	<b>34.16</b>

### (a) Movement in Provision for Indirect Taxes:

Particulars	For the year ended December 31, 2024 ₹ in Crore		For the year ended December 31, 2023 ₹ in Crore	
	Excise, Customs and Service tax	Sales Tax, VAT and GST	Excise, Customs and Service tax	Sales Tax, VAT and GST
Balance as at January 1	2.70	30.23	2.70	29.07
Addition during the year	-	1.40	-	1.42
Reversed / Paid during the year	1.24	0.39	-	0.26
<b>Balance as at December 31</b>	<b>1.46</b>	<b>31.24</b>	<b>2.70</b>	<b>30.23</b>
<b>Total</b>		<b>32.70</b>		<b>32.93</b>

- (b) The Company has made provision for known litigation cases and pending assessments in respect of taxes, duties and other levies, the outflow of which would depend on cessation of respective events.

## 13. Current tax liabilities (net)

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
Provision for tax (net of advance tax and tax deducted at source)	14.70	13.41
<b>Total</b>	<b>14.70</b>	<b>13.41</b>

## 14. Other liabilities

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Non Current</b>		
Advance Rebate from Supplier	-	-
	-	-
<b>Current</b>		
Statutory dues	41.90	42.51
Advance from customers	12.28	6.53
Deferred revenue	4.69	11.71
<b>Total</b>	<b>58.87</b>	<b>60.75</b>

# Notes to the Financial Statements

for the year ended December 31, 2024

## 15. Revenue from operations<sup>#</sup>

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>Revenue from operations</b>		
Sale of products ( [net of rebates Rs. 643.64 Crore ] December 31, 2023 : Rs. 574.64 Crore )	5,345.68	5,053.86
<b>Other operating revenue</b>		
Income from services	10.98	14.90
Scrap sale	8.19	5.85
<b>Revenue from operations</b>	<b>5,364.85</b>	<b>5,074.61</b>

<sup>#</sup>In case of sale of goods, the Company satisfies its performance obligation upon delivery, which is based on the terms agreed with the customer, and for the sale of services, the performance obligation is satisfied as and when the services are rendered. The Company does not have any remaining performance obligations as contracts entered for sale of goods are for shorter duration. There are no contract for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated. The Company disaggregated revenues from contracts with customers by geography. Refer Note 24 below.

## 16. Other income

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
Interest income on financial assets carried at amortized cost		
From bank deposits	66.71	48.85
Others	1.50	1.08
Excess accruals written back	0.52	1.51
Gain on overnight funds**	9.83	12.92
Foreign exchange gain (net)	-	3.71
Profit on sale of property, plant and equipment (net)	-	3.10
Profit on fair valuation of forward contract	0.38	-
Miscellaneous income*	9.67	11.98
<b>Total</b>	<b>88.61</b>	<b>83.15</b>

\* Includes service rendered to related parties of Rs. 9.35 Crore (December 31, 2023 : Rs. 11.42 Crore)

\*\*These instruments are measured at fair value through profit and loss in accordance with Ind AS 109.

## 17.1 Cost of raw and packing materials consumed

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>Raw materials and packing materials consumed</b>		
Inventory at the beginning of the year	306.79	319.69
Add : Purchases during the year	2,482.57	2,394.28
	<b>2,789.36</b>	<b>2,713.97</b>
Less : Inventory at the end of the year	283.74	306.79
<b>Total raw materials and packing materials consumed</b>	<b>2,505.62</b>	<b>2,407.18</b>

# Notes to the Financial Statements

for the year ended December 31, 2024

## 17.2 Purchase of traded goods

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
Purchase of traded goods	236.55	240.61
<b>Total</b>	<b>236.55</b>	<b>240.61</b>

## 17.3 Changes in inventories of finished goods / traded goods

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>Inventories at the end of the year</b>		
Traded goods	80.17	80.42
Finished goods	160.30	145.71
	<b>240.47</b>	<b>226.13</b>
<b>Inventories at the beginning of the year</b>		
Traded goods	80.42	68.69
Finished goods	145.71	146.06
	<b>226.13</b>	<b>214.75</b>
<b>Net (Increase) / decrease in inventories of finished / traded goods</b>	<b>(14.34)</b>	<b>(11.38)</b>

## 18. Employee benefits expense

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
Salaries and wages	259.03	243.49
Share based payments (refer note 31)	23.56	18.91
Contribution to provident and other funds	18.75	18.80
Staff welfare expenses	11.46	10.38
<b>Total</b>	<b>312.80</b>	<b>291.58</b>

## 19. Finance costs

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
Interest on financial liabilities carried at amortized cost	2.45	1.66
Interest on income tax	0.25	-
Interest on lease liabilities	6.68	5.87
<b>Total</b>	<b>9.38</b>	<b>7.53</b>

## 20. Depreciation and amortization expense

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
Depreciation of Property, plant and equipment (refer note 3)	76.56	73.57
Amortization of Right-of-use asset	21.48	17.28
Amortization of Intangible assets (refer note 3)	1.73	1.58
<b>Total</b>	<b>99.77</b>	<b>92.43</b>

# Notes to the Financial Statements

for the year ended December 31, 2024

## 21. Other expenses

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
Rent	1.45	2.83
Rates and taxes	1.81	2.30
Power and fuel	7.15	6.42
Stores and consumables	2.60	2.53
Freight and forwarding charges	166.28	151.41
Insurance	6.87	6.41
Repairs and maintenance		
Land and buildings	6.82	6.92
Plant and equipment	10.65	9.47
Others	21.56	20.54
Allowance for doubtful debts (including bad debts)	1.38	0.94
Processing and filling charges	22.04	19.58
Advertising	146.32	129.15
Stock point operating charges	37.08	35.84
Loss on disposal/write off of Property, plant and equipment and Intangible assets (net)	0.25	-
Capital work-in-progress write off	0.64	1.40
Director's sitting fees	0.33	0.28
Commission to resident non-whole time Indian directors	0.74	0.78
Royalty	129.31	122.42
Sales promotion fees	273.94	234.60
Travelling expenses	17.24	18.60
Legal, professional fees and contract charges	146.57	134.86
Payment to auditors [Refer note (i) below]	1.99	1.84
Foreign exchange loss (net)	1.83	-
Loss on fair valuation of forward contract	-	0.87
Corporate social responsibility [Refer note (ii) below]	23.20	20.53
Miscellaneous expenses	18.02	18.19
<b>Total</b>	<b>1,046.07</b>	<b>948.71</b>

### Note

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>(i) Payment to auditor (excluding taxes)</b>		
<b>As auditor:</b>		
Audit fee	1.31	1.21
Tax accounts and tax audit fees	0.32	0.31
Limited review	0.22	0.21
Certification fees	-	0.03
Reimbursement of expenses	0.14	0.08
<b>Total</b>	<b>1.99</b>	<b>1.84</b>



# Notes to the Financial Statements

for the year ended December 31, 2024

## 21. Other expenses (Contd.)

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>(ii) Corporate social responsibility activities</b>		
a. Gross amount required to be spent by the Company during the year.	23.06*	20.41
b. Amount spent during the year (on purpose other than construction / acquisition of assets controlled by the Company) - includes amount spent by implementation agency on behalf of the Company and direct expenses.	23.20	20.53
c. Amount given to implementation agency (on purpose other than construction / acquisition of assets controlled by the Company) during the year and spent within 30 days from the year-end by the implementation agency towards on-going project.	-	-
d. Amount outstanding (payable to implementation / CSR monitoring agency) as at year end for ongoing projects.	0.97 <sup>#</sup>	-
e. Details of related party transactions	N/A	N/A
f. Nature of CSR activities:		
1. Programme for truck drivers - holistic development of truck drivers.		
2. Programme for mechanics - Strengthening skills in the automotive and industrial sectors, with a focus on technology.		
3. Community Development in the areas of operation and presence.		
4. Humanitarian aid.		
g. Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movement in the provision.	N/A	N/A

**Note:** The company will set-off the excess contribution paid during the year amounting to Rs. 0.14 Crore in next 3 years.

\*Net off excess contribution of previous year Rs. 0.12 Crore.

<sup>#</sup>In respect of ongoing projects unspent CSR amount has been spent by the Company within 30 days from the end of the financial year, hence the Company has not transferred the unspent amount to special account as required under provision of sub-section (6) of section 135 of the Act.

## 22. Earnings per share (EPS)

Particulars	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
Profit for the year	927.23	864.13
	<b>No. of Shares</b>	No. of Shares
Weighted average number of equity shares in calculating Basic and Diluted EPS	989,122,384	989,122,384
Basic and Diluted earnings per share (Rs.)	9.37	8.74
Nominal value per share (Rs.)	5.00	5.00

# Notes to the Financial Statements

for the year ended December 31, 2024

## 23. Leases

Right-of-use assets				₹ in Crore
Particulars	Land	Buildings	Vehicles	Total
Balance at January 1, 2024	16.96	54.82	17.58	89.36
Additions	18.66	-	6.41	25.07
Less: Deletions	-	-	-	-
Less: Amortization	0.52	15.07	5.89	21.48
Balance at December 31, 2024	35.10	39.75	18.10	92.95

Right-of-use assets				₹ in Crore
Particulars	Land	Buildings	Vehicles	Total
Balance at January 1, 2023	17.16	40.11	8.86	66.13
Additions	-	27.93	12.58	40.51
Less: Deletions	-	-	-	-
Less: Amortization	0.20	13.22	3.86	17.28
Balance at December 31, 2023	16.96	54.82	17.58	89.36

Lease Liabilities				₹ in Crore
Particulars	Land	Buildings	Vehicles	Total
Balance at January 1, 2024	-	58.66	18.29	76.95
Additions	17.92	-	6.41	24.33
Add: Finance costs	0.46	4.49	1.73	6.68
Less: Deletions	-	-	-	-
Less: Payments	0.91	17.92	7.11	25.94
Balance at December 31, 2024	17.47	45.23	19.32	82.02

Lease Liabilities				₹ in Crore
Particulars	Land	Buildings	Vehicles	Total
Balance at January 1, 2023	0.03	40.81	9.11	49.95
Additions	-	27.93	12.58	40.51
Add: Finance costs	-	4.45	1.42	5.87
Less: Deletions	-	-	-	-
Less: Payments	0.03	14.53	4.82	19.38
Balance at December 31, 2023	-	58.66	18.29	76.95

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis as at December 31, 2024:

Particulars	₹ in Crore
Less than one year	26.09
Between one and five years	53.62

# Notes to the Financial Statements

for the year ended December 31, 2024

## 24. Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

The Company has integrated its organization structure with respect to its automotive and non-automotive business considering that the synergies, risks and returns associated with business operations are not predominantly distinct. The Company has aligned its internal financial reporting system in line with the new organization structure. As a result the Company's reportable business segment consists of a single segment of "Lubricants" in terms of Ind AS 108. The Managing Director (Chief Operating Decision Maker) is accountable for leading the growth agenda for an integrated Automotive and Industrial business.

Information by Geographies	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>Revenue</b>		
India	5,338.07	5,050.62
Outside India	26.78	23.99
<b>Total</b>	<b>5,364.85</b>	<b>5,074.61</b>
<b>Capital expenditure (including capital work-in-progress)</b>		
India	87.28	99.81
Outside India	-	-
<b>Total</b>	<b>87.28</b>	<b>99.81</b>

Information by Geographies	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Non-current assets</b>		
India	461.59	470.76
Outside India	-	-
<b>Total</b>	<b>461.59</b>	<b>470.76</b>

There are no transactions with single customer which amounts to 10% or more of the Company's revenue for year ended December 31, 2024 and December 31, 2023.

## 25. (i) Contingent liabilities & commitments

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>(a) Contingent liabilities [Refer note below]</b>		
Claims against the Company not acknowledged as debts:		
- Income tax matters in dispute under appeal	2.78	5.54
- Sales tax matter under appeals	23.46	29.29
- In respect of compensation claimed by third parties / workers / employees	1.76	1.70
<b>(A)</b>	<b>28.00</b>	<b>36.53</b>
<b>(b) Commitments</b>		
- Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	93.99	64.09
<b>(B)</b>	<b>93.99</b>	<b>64.09</b>
<b>(A + B)</b>	<b>121.99</b>	<b>100.62</b>

# Notes to the Financial Statements

for the year ended December 31, 2024

## 25. (i) Contingent liabilities & commitments (Contd.)

### Note:

The management based on internal assessment/external legal opinion does not expect these demands / claims to succeed. Claims, where the possibility of outflow of resources embodying economic benefits is remote, have not been considered in contingent liability.

- (ii) The Company has received following demand orders from Maharashtra Sales Tax Department for disputes relating to the movement of goods from the Plant/ Mother warehouse (MWH) situated in Maharashtra to the CFAs for sale of goods made by the Company in the states other than Maharashtra, where applicable taxes have been paid as per the provisions of law. The department alleged that the movement of goods was to fulfil pre-existing orders in the destination States, and were therefore in the nature of inter-State sales. The Company contends that the movement of goods from Maharashtra was not pursuant to any contract /order from customers in other States hence the understanding of operations/systems recorded in the assessment orders are not factually correct. The Company's tax payment methodology in respect of the goods sold is adequately supported by robust legal grounds/precedents and in Company's opinion the said demands are unjustified. Thus considering the favorable orders from MVAT Tribunal and based on the legal advice the Company has not made any provision in the books for the year ended December 31, 2024 and the possibility of outflow of resources embodying economic benefits is considered to be remote.

₹ in Crore

Financial Year	Amount of demand (including interest) as at December 31, 2024	Status
2007-08	306.71	The Company had received favourable orders from Maharashtra Sales Tax Tribunal (MSTT) against which the department filed appeals with Central Sales Tax Appellate Authority, Delhi (CSTAA). CSTAA hearing was scheduled on January 31, 2025 which has been adjourned to March 7, 2025.
2009-10	255.50	
2010-11	263.63	
2011-12	474.64	
2012-13	578.05	
2013-14	485.22	
2014-15	528.34	
2015-16	510.69	The Company had received favourable orders from MSTT on September 19, 2024.
2016-17	565.00	
2017-18 (Apr-17 to Jun-17)	163.47	The Company had received favourable order from MSTT against which department had filed the appeal with CSTAA. CSTAA hearing was scheduled on January 31, 2025 which has been adjourned to March 7, 2025.
<b>Total</b>	<b>4,131.25</b>	

### Note:

It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements / decisions pending with various forums / authorities.



# Notes to the Financial Statements

for the year ended December 31, 2024

## 26. Details of dues to micro enterprises and small enterprises as defined under The Micro, Small and Medium Enterprises Development (MSMED) Act 2006<sup>#</sup>

Particulars	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
a. The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprises	0.75	1.54
- Interest due on above	0.02	0.03
b. The amount of interest paid by the buyer in terms of section 16 of the Micro and Small Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro and Small Enterprise Development Act, 2006.	-	-
d. The amount of interest accrued and remaining unpaid at the end of each accounting year	0.02	0.03
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of Micro and Small Enterprise Development Act, 2006.	-	-

<sup>\*</sup>The Company has initiated the process of identification of suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006, by obtaining confirmations from all suppliers. Information has been collated only to the extent of information received.

<sup>#</sup>The Company had awarded certain works contracts to vendors who are registered under the Micro, Small and Medium Enterprises Development Act, 2006. Since, the scope of the said Act does not effectively extend to works contract, the payment and the reporting obligations thereunder would also not apply to such retention monies and hence the same has been accordingly reported.

## 27. Employee Benefits

### I) Defined Contribution Plan

Contribution to Provident and Other Funds in Note 18 includes Rs. 0.91 Crore (December 31, 2023: Rs. 0.85 Crore) for ESIC and Labour Welfare Fund. Note 21 includes Insurance Rs. 3.61 Crore (December 31, 2023: Rs. 3.07 Crore) for Medical Insurance benefits and post retiral medical benefit scheme.

### II) Defined Benefit Plan

#### A) General Description of Defined Benefit Plan

##### i) Gratuity

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to fifteen days/one month salary last drawn for each completed year of service depending on the date of joining. The same is payable on termination of service, retirement or death, whichever is earlier. The benefit vests after five years of continuous service.

The Company has a defined benefit gratuity plan in India (funded). The Company defined benefit gratuity plan is a final salary plan for India employees, which requires contributions to be made to a separately administered fund.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The fund has the form of a trust and it is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives.

# Notes to the Financial Statements

for the year ended December 31, 2024

## 27. Employee Benefits (Contd.)

The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy.

### ii) Provident Fund

The Provident Fund (administered by a trust) is a defined benefit scheme whereby the Company deposits amounts determined as a fixed percentage of basic pay to the fund every month. The actuary has provided a valuation and determined the fund assets and obligations as at December 31, 2024. Further, it has been determined that the yield on the investments of the trust is adequate to meet the obligation towards the payment of the interest rate notified by the government.

### iii) Pension Benefit to Past Employees

Under the Company's pension scheme, certain categories of employees, on retirement, are eligible for monthly differential pension which is accounted for on an actuarial basis as on the Balance Sheet date.

### iv) Compensated absences

The Company has a policy on compensated absences which is applicable to its executives joined upto a specified period and all workers. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the Balance Sheet date.

## B) The plans in India typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has a relatively balanced investment in equity securities and debt instruments.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

# Notes to the Financial Statements

for the year ended December 31, 2024

## 27. Employee Benefits (Contd.)

C) Amounts recognized in financial statements respect of these defined benefit plans are as follows:

a) The following tables set out the funded status of the gratuity, pension, compensated absences and provident fund plans and the amounts recognized in the Company's financial statements:

₹ in Crore

Particulars	As at December 31, 2024				As at December 31, 2023			
	Gratuity	Pension Benefit	Compensated absences	Provident Fund	Gratuity	Pension Benefit	Compensated absences	Provident Fund
	(Funded)	(Non-funded)	(Non-funded)	(Funded)	(Funded)	(Non-funded)	(Non-funded)	(Funded)
<b>Change in the present value of the defined benefit obligation and fair value of plan assets:</b>								
Obligation at period beginning	60.45	1.32	1.24	253.94	52.56	1.35	1.17	229.65
Current service cost	4.79	0.05	0.39	8.99	4.13	(0.03)	0.21	9.65
Past service cost	-	-	-	-	-	-	-	-
Interest cost	4.04	-	-	20.66	3.65	-	-	18.60
Actuarial (gain) / loss due to change in assumptions	1.25	-	-	-	3.08	-	-	-
Experience (gain) / loss on plan liability	0.35	-	-	-	-	-	-	4.13
Benefits paid	(3.34)	-	(0.17)	(34.60)	(3.84)	-	(0.14)	(31.45)
Contributions by employee	-	-	-	14.95	-	-	-	13.84
Transfer in / (Out)	(4.64)	-	-	8.13	0.87	-	-	7.85
Adjustment made to Opening Liability balance	-	-	-	-	-	-	-	1.67
<b>Obligation at period end</b>	<b>62.90</b>	<b>1.37</b>	<b>1.46</b>	<b>272.07</b>	<b>60.45</b>	<b>1.32</b>	<b>1.24</b>	<b>253.94</b>
<b>Change in plan assets</b>								
Plan assets at period beginning, at fair value	40.69	-	-	252.43	37.20	-	-	229.75
Expected return on plan assets	2.96	-	-	20.54	2.75	-	-	18.61
Actuarial (loss) / gain on plan assets	(0.14)	-	-	-	(0.92)	-	-	4.18
Asset gain / (loss)	-	-	-	-	0.86	-	-	-
Contributions by employer	5.00	-	-	10.62	4.64	-	-	9.65
Contributions by employee	-	-	-	14.95	-	-	-	13.84
Benefits paid	(3.34)	-	-	(34.60)	(3.84)	-	-	(31.45)
Transfer in / (Out)	(4.64)	-	-	8.13	-	-	-	7.85
<b>Plan assets at period end, at fair value</b>	<b>40.53</b>	<b>-</b>	<b>-</b>	<b>272.07</b>	<b>40.69</b>	<b>-</b>	<b>-</b>	<b>252.43</b>
<b>Change in the present value of the defined benefit obligation and fair value of plan assets:</b>								
Fair value of plan assets at the end of the period	40.53	-	-	272.07	40.69	-	-	252.43
Present value of the defined benefit obligation at the end of the period	(62.90)	(1.37)	(1.46)	(272.07)	(60.45)	(1.32)	(1.24)	(253.94)
<b>Asset / (liability) recognized in the Balance Sheet</b>	<b>(22.37)</b>	<b>(1.37)</b>	<b>(1.46)</b>	<b>-</b>	<b>(19.76)</b>	<b>(1.32)</b>	<b>(1.24)</b>	<b>(1.51)</b>

# Notes to the Financial Statements

for the year ended December 31, 2024

## 27. Employee Benefits (Contd.)

- b) Amount for the year ended December 31, 2024 and December 31, 2023 recognized in the Statement of Profit and Loss (including amount recovered from group) under employee benefits expense.

Particulars	For the year ended December 31, 2024				For the year ended December 31, 2023			
	Gratuity	Pension Benefit	Compensated absences	Provident Fund	Gratuity	Pension Benefit	Compensated absences	Provident Fund
	(Funded)	(Non-funded)	(Non-funded)	(Funded)	(Funded)	(Non-funded)	(Non-funded)	(Funded)
Current service cost	4.79	0.05	0.39	8.99	4.13	(0.03)	0.21	9.65
Past service cost	-	-	-	-	-	-	-	-
Interest cost	4.04	-	-	20.66	3.65	-	-	18.60
Interest income	(2.96)	-	-	20.54	(2.75)	-	-	(18.61)
(Gains) / losses - other long term benefits	-	-	-	-	-	-	-	-
<b>Total cost recognised in the Statement of Profit and Loss</b>	<b>5.87</b>	<b>0.05</b>	<b>0.39</b>	<b>50.19</b>	<b>5.03</b>	<b>(0.03)</b>	<b>0.21</b>	<b>9.64</b>

₹ in Crore

- c) Amount for the year ended December 31, 2024 and December 31, 2023 recognized in the Other Comprehensive Income:

Particulars	For the year ended December 31, 2024				For the year ended December 31, 2023			
	Gratuity	Pension Benefit	Compensated absences	Provident Fund	Gratuity	Pension Benefit	Compensated absences	Provident Fund
	(Funded)	(Non-funded)	(Non-funded)	(Funded)	(Funded)	(Non-funded)	(Non-funded)	(Funded)
Actuarial (Gain) / Loss due to Demographic Assumption changes in DBO	(0.10)	-	-	-	0.23	-	-	-
Actuarial (Gain) / Loss due to Financial Assumption changes in DBO	1.35	-	-	-	0.38	-	-	0.19
Actuarial (Gain) / Loss due to Experience on DBO	0.35	-	-	-	2.48	-	-	3.94
Actuarial (loss) / gain on plan assets	0.14	-	-	-	0.92	-	-	(4.18)
<b>Total Actuarial (Gain) / Loss included in OCI</b>	<b>1.74</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4.01</b>	<b>-</b>	<b>-</b>	<b>(0.05)</b>

₹ in Crore

- d) Major categories of plan assets are as follows:

### Provident fund

₹ in Crore

Particulars	As at December 31, 2024	As at December 31, 2023
<b>The composition of plan assets</b>		
Special Deposit	17.32	17.32
Investment in Government and Debt Securities	213.60	201.41
Investment in Mutual Funds	15.06	11.95
Bank Balance	11.38	13.25
Others - Receivables / (Payables)	17.24	8.50
<b>Total</b>	<b>274.60</b>	<b>252.43</b>



# Notes to the Financial Statements

for the year ended December 31, 2024

## 27. Employee Benefits (Contd.)

Gratuity		₹ in Crore
Particulars	As at December 31, 2024	As at December 31, 2023
<b>The composition of plan assets</b>		
Special Deposits	0.76	0.76
Deposit with insurance schemes	38.77	35.56
Bank Balance	0.79	2.94
Others - Receivables / (Payables)	0.21	1.43
<b>Total</b>	<b>40.53</b>	<b>40.69</b>

Each year, the Board of Trustees reviews the level of funding in the India gratuity plan. Such a review includes the asset-liability matching strategy and investment risk management policy. This includes employing the use of annuities and longevity swaps to manage the risks. The fair values of the above investments are determined based on prices in active markets. The Board of Trustees decides its contribution based on the results of this annual review. Generally, it aims to have a portfolio mix of equity instruments and debt instruments. The Board of Trustees aim to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

- e) **The significant assumptions used to determine benefit obligations as at December 31, 2024 and December 31, 2023 are set out below:**

Particulars	As at December 31, 2024			As at December 31, 2023		
	Gratuity	Compensated absences	Provident Fund	Gratuity	Compensated absences	Provident Fund
	(Funded)	(Non-funded)	(Funded)	(Funded)	(Non-funded)	(Funded)
Discount rate	6.90%	6.90%	6.90%	7.27%	7.27%	7.27%
Rate of increase in compensation level	Executives 10%	Executives 10%	Executives 10%	Executives 10%	Executives 10%	Executives 10%
	Workers 4%	Workers 4%	Workers 4%	Workers 4%	Workers 4%	Workers 4%
Interest Rate Guarantee	-	-	8.25%	-	-	8.15%

- f) **Sensitivity Analysis**

Particulars	As at December 31, 2024			As at December 31, 2023		
	Gratuity	Compensated absences	Provident Fund	Gratuity	Compensated absences	Provident Fund
	(Funded)	(Non-funded)	(Funded)	(Funded)	(Non-funded)	(Funded)
<b>Discount per annum</b>						
a) Increase by 100 basis points	59.38	1.39	268.74	55.38	1.27	249.03
b) Decrease by 100 basis points	66.84	1.54	284.24	61.71	1.39	259.58
<b>Rate of increase in compensation</b>						
a) Increase by 100 basis points	65.93	1.54	-	61.07	1.39	-
b) Decrease by 100 basis points	60.03	1.39	-	55.80	1.27	-
<b>Interest Rate Guarantee</b>						
a) Increase by 100 basis points	-	-	283.73	-	-	259.26
b) Decrease by 100 basis points	-	-	268.77	-	-	249.03

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognized in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

# Notes to the Financial Statements

for the year ended December 31, 2024

## 27. Employee Benefits (Contd.)

Gratuity plan: Rs. 6.58 Crore (December 31, 2023: Rs 5.88 Crore)

Provident fund: Rs. 11.85 Crore (December 31, 2023: Rs. 10.80 Crore)

### g) Maturity profile of defined benefit obligation is as follows:

Particulars	As at December 31, 2024		As at December 31, 2023	
	Gratuity	Provident Fund	Gratuity	Provident Fund
	(Funded)	(Funded)	(Funded)	(Funded)
Year 1	9.54	37.47	9.48	34.86
Year 2	5.45	43.84	8.24	40.79
Year 3	8.17	43.60	5.13	40.57
Year 4	5.78	42.01	7.37	39.09
Year 5	6.62	28.08	5.32	26.13
Year 6 - 10	27.34	77.08	24.91	70.83

₹ in Crore

## 28. Related party disclosures as required under Ind AS - 24, "Related Party Disclosures" are given below:

### A. Name of the related party and nature of relationship where control exist:

a) Holding companies	Castrol Limited, U.K. (Holding Company of Castrol India Limited)
	Castrol Group Holdings Limited (formerly known as Burmah Castrol PLC- Holding Company of Castrol Limited, U.K.)
	BP PLC (Holding Company of Castrol Group Holdings Limited), Ultimate Holding Company

### B. Name of the related party and nature of relationship where transactions have taken place:

a) Fellow subsidiaries	AsPac Lubricants (Malaysia) Sdn. Bhd.	BP Shipping Ltd
(where transaction exists)	BP - Castrol (Thailand) Limited	Castrol (Shanghai) Management Co. Ltd
	BP (China) Industrial Lubricants Limited	Castrol Belgium BV
	Castrol Australia Pty Ltd	Castrol BP Petco Limited Liability Company
	BP Business Solutions India Private Limited	Castrol Germany GmbH
	BP Exploration Alpha Ltd - India Branch (L)	Castrol Singapore Pte Limited
	Castrol France Sas	Lubricants UK Limited
	Castrol Denmark A/S Formally Known as Nordic Lubricants AS	BP Lubricants USA Inc.
	BP India Private Limited	BP Marine Ltd
	BP International Limited	
	BP International Limited - OB&C UK	
	BP Japan KK	
	Bp Middle East Llc	
	BP Korea Limited	
b) Joint venture of BP	Reliance BP Mobility Limited (RBML)	
Global Investment	RBML Solutions India Limited	
Limited, a subsidiary	(Subsidiary of RBML)	
of Ultimate Holding		
Company		

# Notes to the Financial Statements

for the year ended December 31, 2024

## 28. Related party disclosures as required under Ind AS - 24, "Related Party Disclosures" are given below: (Contd.)

c)	Post employment benefit funds	Castrol India Ltd. Employees' Provident Fund	
		Castrol India Ltd. Staff Pension Fund	
		Castrol India Ltd. Employees' Gratuity Fund	
d)	Key management personnel (where transaction exists)	Sandeep Sangwan	Managing Director (Till October 31, 2024)
		Deepesh Baxi	Chief Financial Officer & Whole time Director
		Saugata Basuray	Wholetime Director
		Mayank Pandey	Whole time Director (Till July 30, 2024)
		Kedar Lele	Managing Director (w.e.f. November 1, 2024)
e)	Non-executive Independent Directors *	Rakesh Makhija	R. Gopalakrishnan (Till September 30, 2024)
		Uday Khanna (Till September 30, 2024)	Sangeeta Talwar
		Satyavati Berera (w.e.f. October 1, 2024)	
f)	Non-executive non-Independent Directors *	Sashi Mukundan (Till October 31, 2024)	Kartikeya Dube (w.e.f. July 30, 2024)
		Udayan Sen	Nicola Buck (Till June 11, 2024)

\* Non-executive directors are disclosed as Key Management Personnel as per the requirement of Ind AS 24. However, they are not Key Management Personnel as per Companies Act, 2013.

### C. Transactions with related parties

Particulars	Nature of Relationship	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>Purchase of materials / traded goods</b>			
Castrol Germany GmbH	Fellow subsidiary	46.91	34.38
Castrol Belgium BV	Fellow subsidiary	30.06	28.29
Castrol France Sas	Fellow subsidiary	10.13	6.08
BP Lubricants USA Inc	Fellow subsidiary	9.51	23.81
Bp China industrial Lubricants Ltd.	Fellow subsidiary	1.40	1.37
BP Japan KK	Fellow subsidiary	0.03	0.04
BP Korea Limited	Fellow subsidiary	0.44	0.68
AsPac Lubricants (Malaysia) Sdn. Bhd.	Fellow subsidiary	-	0.91
Castrol Singapore Pte Limited	Fellow subsidiary	1.00	0.96
BP - Castrol (Thailand) Limited	Fellow subsidiary	1.57	3.34
<b>Total</b>		<b>101.05</b>	<b>99.86</b>
<b>Sale of goods (net of returns)</b>			
Reliance BP Mobility Limited	Joint venture of BP Global Investment Limited, a subsidiary of Ultimate Holding Company	15.15	11.54
Castrol (Shanghai) Management Co.	Fellow subsidiary	0.79	0.26
BP - Castrol (Thailand) Limited	Fellow subsidiary	0.47	0.35
Bp Middle East Llc	Fellow subsidiary	0.51	-
AsPac Lubricants (Malaysia) Sdn. Bhd.	Fellow subsidiary	0.60	-
Castrol Australia Pty Ltd	Fellow subsidiary	-	0.12
BP (China) Industrial Lubricants Limited	Fellow subsidiary	-	0.44
<b>Total</b>		<b>17.52</b>	<b>12.71</b>

# Notes to the Financial Statements

for the year ended December 31, 2024

## 28. Related party disclosures as required under Ind AS - 24, "Related Party Disclosures" are given below: (Contd.)

Particulars	Nature of Relationship	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>Receiving of services</b>			
BP International Limited*	Fellow subsidiary	15.38	8.95
Castrol Germany GmbH	Fellow subsidiary	0.50	0.45
Lubricants UK Limited	Fellow subsidiary	0.57	2.01
BP Business Solutions India Private Limited	Fellow subsidiary	15.45	15.64
BP Shipping Ltd	Fellow subsidiary	0.45	0.41
Castrol Denmark A/S Formally Known as Nordic Lubricants AS	Fellow subsidiary	0.19	-
BP India Private Limited	Fellow subsidiary	0.85	0.82
<b>Total</b>		<b>33.39</b>	<b>28.28</b>
* Includes hardware transfer cost from BP International of Rs. 3.05 Crore (Previous year Rs. 0.73 Crore)			
<b>Rendering of services (Including reimbursement of expenses)</b>			
Castrol Limited, U.K	Holding company	2.93	4.46
BP International Limited	Fellow subsidiary	1.12	0.04
BP India Private Limited	Fellow subsidiary	7.28	8.06
Lubricants UK Limited	Fellow subsidiary	1.97	0.51
Castrol France Sas	Fellow subsidiary	0.55	-
BP Exploration (Alpha) Limited	Fellow subsidiary	1.56	1.58
<b>Total</b>		<b>15.41</b>	<b>14.65</b>
<b>Contribution to funds</b>			
Castrol India Ltd. Employees' Provident Fund	Post employment benefit funds	10.62	9.65
Castrol India Ltd. Staff Pension Fund	Post employment benefit funds	2.71	2.80
Castrol India Ltd. Employees' Gratuity Fund	Post employment benefit funds	5.00	4.64
<b>Total</b>		<b>18.33</b>	<b>17.09</b>
<b>Commission income</b>			
BP Marine Limited	Fellow subsidiary	4.17	4.54
<b>Total</b>		<b>4.17</b>	<b>4.54</b>
<b>Overriding Commission</b>			
Reliance BP Mobility Limited	Joint venture of BP Global Investment Limited, a subsidiary of Ultimate Holding Company	3.23	2.38
<b>Total</b>		<b>3.23</b>	<b>2.38</b>
<b>Dividend (On payment basis)</b>			
Castrol Limited, U.K.	Holding company	403.56	327.89
<b>Total</b>		<b>403.56</b>	<b>327.89</b>
<b>Royalty expense</b>			
Castrol Limited, U.K.	Holding company	129.31	122.42
<b>Total</b>		<b>129.31</b>	<b>122.42</b>



# Notes to the Financial Statements

for the year ended December 31, 2024

## 28. Related party disclosures as required under Ind AS - 24, "Related Party Disclosures" are given below: (Contd.)

Particulars	Nature of Relationship	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
<b>Share value and share match payments*</b>			
BP PLC	Ultimate Holding Company	23.56	18.91
<b>Total</b>		<b>23.56</b>	<b>18.91</b>
*Share value expenses to be borne by BP PLC			
<b>Remuneration to Key management personnel @ ##</b>			
Sandeep Sangwan	Key management personnel	8.87	9.40
Mayank Pandey	Key management personnel	2.37	2.55
Deepesh Baxi	Key management personnel	3.84	3.41
Saugata Basuray	Key management personnel	3.53	2.88
Kedar Lele	Key management personnel	0.68	-
<b>Total</b>		<b>19.29</b>	<b>18.24</b>
<b>Bifurcation of long term and short term benefits</b>			
Short-term employee benefits		13.01	13.02
Post-employment benefits		0.64	0.62
Share-based payment transactions		5.64	4.60
<b>Total</b>		<b>19.29</b>	<b>18.24</b>
<b>Commission and Director sitting fees to non-executive Independent directors #</b>			
R Gopalakrishnan###	Key management personnel	0.27	0.31
Uday Khanna	Key management personnel	0.20	0.24
Rakesh Makhija	Key management personnel	0.30	0.26
Sangeeta Talwar###	Key management personnel	0.30	0.25
Satyavati Berera	Key management personnel	0.07	-
<b>Total</b>		<b>1.14</b>	<b>1.06</b>

Dividend to Directors	No. of share held at December 31, 2024	No. of share held at December 31, 2023	For the year ended December 31, 2024 ₹ in Crore	For the year ended December 31, 2023 ₹ in Crore
Uday Khanna (Director till September 30, 2024)	1,600	1,600	*	*
Saugata Basuray	400	400	*	*
Mayank Pandey (Director till July 30, 2024)	100	100	*	*
Udayan Sen	1,508	1,508	*	*

\*Amounts are less than the denomination disclosed

@ The remuneration to Key management personnel includes share value plan and contribution of company towards share match on taxable basis.

#Commission and sitting fees to non- executive Independent directors

##Exclusive of provision for liability in respect of leave earned and gratuity, since this is based on actuarial valuation done on an overall basis for all employees, Performance bonus / incentive amount considered on payment basis.

###Includes travel reimbursement

# Notes to the Financial Statements

for the year ended December 31, 2024

## 28. Related party disclosures as required under Ind AS - 24, "Related Party Disclosures" are given below: (Contd.)

Balance as at year ended	Nature of Relationship	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
<b>Amounts payable</b>			
BP PLC	Ultimate Holding Company	5.41	3.04
Castrol Limited, U.K.	Holding company	109.90	104.06
Castrol Germany GmbH	Fellow subsidiary	3.20	8.00
Castrol India Ltd. Employees' Provident Fund	Post employment benefit funds	2.14	2.00
Castrol India Ltd. Staff Pension Fund	Post employment benefit funds	0.22	0.22
Castrol India Ltd. Employees' Gratuity Fund	Post employment benefit funds	0.44	0.39
Deepesh Baxi	Key management personnel	0.60	0.55
Kedar Lele	Key management personnel	0.67	-
Mayank Pandey	Key management personnel	-	0.54
Sandeep Sangwan	Key management personnel	-	1.55
Saugata Basuray	Key management personnel	0.59	0.54
R Gopalakrishnan #	Key management personnel	-	0.24
Uday Khanna #	Key management personnel	-	0.18
Rakesh Makhija #	Key management personnel	0.20	0.18
Sangeeta Talwar #	Key management personnel	0.18	0.18
Satyavati Berera #	Key management personnel	0.05	-
BP - Castrol (Thailand) Limited	Fellow subsidiary	0.27	2.20
Castrol Singapore Pte Limited	Fellow subsidiary	0.30	-
Castrol Belgium Bv	Fellow subsidiary	3.10	2.90
Castrol France Sas	Fellow subsidiary	1.56	0.82
BP India Private Limited	Fellow subsidiary	0.85	0.01
BP International Limited	Fellow subsidiary	3.49	7.97
BP Lubricants USA Inc	Fellow subsidiary	2.58	0.78
BP Korea Ltd	Fellow subsidiary	0.07	-
Lubricants UK Limited	Fellow subsidiary	1.24	0.64
Castrol Denmark A/S Formally Known as Nordic Lubricants AS	Fellow subsidiary	0.18	-
BP Business Solutions India Private Limited	Fellow subsidiary	16.69	-
<b>Total</b>		<b>153.93</b>	<b>136.99</b>
#Commission and sitting fees to non-executive Independent directors			
<b>Amounts receivable</b>			
Castrol Limited, U.K.	Holding company	-	4.32
BP India Private Limited	Fellow subsidiary	0.75	0.98
Reliance BP Mobility Limited	Joint venture of BP Global Investment Limited, a subsidiary of Ultimate Holding Company	1.76	1.52
BP Marine Limited	Fellow subsidiary	1.33	2.53
Lubricants UK Limited	Fellow subsidiary	1.14	0.21

# Notes to the Financial Statements

for the year ended December 31, 2024

## 28. Related party disclosures as required under Ind AS - 24, "Related Party Disclosures" are given below: (Contd.)

Balance as at year ended	Nature of Relationship	As at December 31, 2024 ₹ in Crore	As at December 31, 2023 ₹ in Crore
BP Exploration (Alpha) Limited	Fellow subsidiary	0.17	0.15
BP International Limited	Fellow subsidiary	0.04	-
Castrol (Shanghai) Management Co. Ltd	Fellow subsidiary	0.32	-
Castrol Germany Gmbh	Fellow subsidiary	-	0.38
Castrol France Sas	Fellow subsidiary	0.07	-
Loan receivable from Saugata Basuray	Key Management Personnel	0.01	0.02
<b>Total</b>		<b>5.59</b>	<b>10.11</b>
<b>Share based payments - Other equity *</b>			
BP PLC	Ultimate Holding Company	101.00	78.95
<b>Total</b>		<b>101.00</b>	<b>78.95</b>

\* Considered as deemed contribution since the cost of the share value plan is borne by the Ultimate Holding Company.

## 29. Financial Risk Management

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company has constituted a Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company. The primary market risk to the Company is foreign exchange risk. The Company uses forward contracts to mitigate foreign exchange related risk exposures. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer.

### A. Liquidity Risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

As of December 31, 2024 and December 31, 2023, the Company had a working capital of Rs. 1,292.57 Crore and Rs. 1,108.38 Crore respectively including cash and cash equivalents of Rs. 452.87 Crore and Rs. 493.21 Crore respectively.

The table below provides details regarding the contractual maturities of significant financial liabilities as on reporting date.

	₹ in Crore			
Particulars	On demand	Less than 1 year	1 to 5 years	Total
<b>As at December 31, 2024</b>				
Financial liabilities	(16.10)	(442.88)	(61.98)	(520.96)
Trade payables	-	(703.65)	-	(703.65)
<b>As at December 31, 2023</b>				
Financial liabilities	(16.58)	(384.11)	(59.36)	(460.05)
Trade payables	-	(706.43)	-	(706.43)

# Notes to the Financial Statements

for the year ended December 31, 2024

## 29. Financial Risk Management (Contd.)

### B. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: foreign currency risk and other price risk, such as commodity risk. Financial instruments that are affected by market risk include deposits and foreign exchange forward contracts. The sensitivity analysis in the following sections relate to the position as at December 31, 2024 and December 31, 2023. The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. This is based on the financial assets and financial liabilities held at December 31, 2024 and December 31, 2023.

#### B1. Foreign Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (primarily material costs are denominated in a foreign currency). The Company manages its foreign currency risk by hedging certain material costs that are expected to occur within a range of 1 to 3 month period for hedges of purchases of base oil and additives. When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of highly probable transactions the derivatives cover the period of exposure from the point of the commitment up to the point of settlement of the resulting payable that is denominated in the foreign currency. At December 31, 2024 and December 31, 2023 the Company hedged more than 80% of its expected foreign currency purchases for 1 to 3 months. Those hedged purchases were highly probable at the reporting date. This foreign currency risk is hedged by using foreign currency forward contracts. Details are as given below:

Hedged Foreign Currency exposure as at Balance Sheet Date	As at December 31, 2024	As at December 31, 2023
No of buy contracts relating to firm commitments for imports	2	1
Foreign currency - USD	16,580,000	3,642,673
Rs. Crore	141.72	30.31

#### Unhedged Foreign Currency exposure as at Balance Sheet Date

The following table analyses the foreign currency risk from financial instruments:

Particulars	As at December 31, 2024		As at December 31, 2023	
	Foreign currency	₹ in Crore	Foreign currency	₹ in Crore
<b>Trade payables</b>				
USD	12,187,255	104.34	28,231,920	234.65
EURO	809,803	7.19	1,761,405	16.23
SGD	47,146	0.30	17,605	0.11
<b>Trade receivables</b>				
USD	4,627,682	39.62	4,492,897	37.32
<b>Advances given</b>				
USD	268,987	2.31	810,028	6.73
EURO	367,030	3.27	507,435	4.67
GBP	58,974	0.63	23,236	0.25



# Notes to the Financial Statements

for the year ended December 31, 2024

## 29. Financial Risk Management (Contd.)

### Sensitivity Analysis

The Company is mainly exposed to changes in USD and Euro. The sensitivity analyses demonstrate a reasonably possible change in USD and Euro exchange rates, with all other variables held constant. 5% appreciation/depreciation of USD and Euro with respect to functional currency of the Company will have impact of following decrease / increase in profit:

Particulars	₹ in Crore	
	As at December 31, 2024	As at December 31, 2023
USD	3.12	9.53
Euro	0.20	0.58
<b>Total</b>	<b>3.32</b>	<b>10.11</b>

### B2. Commodity Price risk

The Company exposure to market risk with respect to commodity prices primarily arises from the fact that we are a purchaser of base oil. This is a commodity product whose prices can fluctuate sharply over short periods of time. The prices of base oil generally fluctuate in line with commodity cycles. Material purchases forms the largest portion of our operating expenses. The Company evaluates and manages commodity price risk exposure through operating procedures and sourcing policies. The Company has not entered into any commodity derivative contracts. It may also be noted that there are no direct derivatives available for base oil, but there are derivatives for crude oil.

### C. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and foreign exchange transactions. The Company's customer mainly consists of its distributors and Original Equipment Manufacturers (OEMs). The Company has a credit policy, approved by the Management that is designed to ensure that consistent processes are in place to measure and control credit risk.

The Company has trade relationships only with reputed third parties. The receivable balances are constantly monitored, resulting in an insignificant exposure of the Company to the risk of non-collectible receivables. Credit risk is managed through credit approvals, establishing credit limits, obtaining collaterals from the customers in the form of deposits and/or bank guarantees and periodically monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The maximum credit exposure associated with financial assets is equal to the carrying amount.

The Company historical experience of collecting receivables, supported by the level of default, is that credit risk is low across territories and so trade receivables are considered to be a single class of financial assets. The Company makes an allowance for doubtful debts using expected credit loss model and also on a case to case basis, when required, for major clients. As a practical expedient the Company follows the policy of providing for debtors which are due for more than 90 days.

In case of cash and cash equivalents, since the amount is in form of demand deposits with bank there is no credit risk perceived. Hence no provision for expected credit loss has been made.

# Notes to the Financial Statements

for the year ended December 31, 2024

## 30. (A) Fair Value Measurement

The carrying value and fair value of financial instruments by categories as at December 31, 2024, December 31, 2023 were as follows:

Particulars	As at December 31, 2024		As at December 31, 2023	
	Carrying value	Fair Value	Carrying value	Fair Value
<b>Assets</b>				
Loans	0.95	0.95	0.57	0.57
Other financial assets	9.44	9.44	9.44	9.44
Foreign exchange forward contracts	0.41	0.41	0.03	0.03
Non Current Investment at fair value through OCI (Level 3)	487.50	487.50	487.50	487.50
<b>Total of Assets</b>	<b>498.30</b>	<b>498.30</b>	<b>497.54</b>	<b>497.54</b>
<b>Liabilities</b>				
Other financial liabilities	61.98	61.98	59.36	59.36
<b>Total of Liabilities</b>	<b>61.98</b>	<b>61.98</b>	<b>59.36</b>	<b>59.36</b>

₹ in Crore

The management assessed that cash and cash equivalents, loans, other balances with banks, trade receivables, trade payables, lease liabilities and other current liabilities/assets approximate their carrying amounts largely due to the short-term maturities of these instruments.

## (B) Fair Value Hierarchy

The Company does not have any financial instrument other than derivatives which are measured at fair value through Profit & loss. The fair value of such derivatives is categorised as level 2 based on the valuation technique used to arrive at the fair value.

The fair value of financial instruments (non current investments) that are measured on the basis of entity specific valuation using inputs that are not based on observable market data (unobservable inputs). Fair value of non current investment is determined basis weighted average of price of recent investment and revenue multiples.

A 1% change in the unobservable inputs used in fair valuation of Level 3 assets and liabilities does not have a significant impact in its value.

## 31. Equity Settled Share-based payments

### a) Share Match Plan

During the year ended December 31, 2024 : 63,682 shares (December 31, 2023 : 53,045 shares) were purchased by employees at weighted average fair value of GBP 4.38 per share (December 31, 2023 : GBP 5.19 per share). The Company contribution during the year on such purchase of shares amounting to Rs. 1.51 Crore (December 31, 2023 : Rs. 1.49 Crore) has been charged under employee benefit expense under Note 18.

### b) Share Value Plan

The expense recognised for employee services received during the year is shown in the following table:

Particulars	₹ in Crore	
	For the year ended December 31, 2024	For the year ended December 31, 2023
Total expense recognised for equity settled share-based payment transaction (refer note 18)	22.05	17.42

# Notes to the Financial Statements

for the year ended December 31, 2024

## 31. Equity Settled Share-based payments (Contd.)

All share-based payments transactions relate to employee compensation.

Fair values and associated details for restricted share units granted are as follows :

Particulars	For the year ended December 31, 2024	For the year ended December 31, 2023
<b>Share Value Plan</b>		
Number of units granted	56,725	88,730
Weighted average fair value	\$5.92	\$5.89
<b>Restricted Share unit</b>		
Number of units granted	208,143	170,958
Weighted average fair value	\$4.84	\$6.03
<b>Options</b>		
Number of units granted	-	-
Weighted average fair value	\$0.00	\$0.00

The BP group operates a number of equity-settled employee share plans under which share units are granted to the group's senior leaders and certain other employees. These plans typically have a three-year performance or restricted period during which the units accrue net notional dividends which are treated as having been reinvested. Leaving employment will normally preclude the conversion of units into shares, but special arrangements apply for participants that leave for qualifying reasons. The number of shares that are expected to vest each year under employee share plans are shown in the table below:

Share Plan Vesting (Number of Shares)	As at December 31, 2024	As at December 31, 2023
Within one year	1,843,108	222,072
1 to 2 years	159,893	2,430,128
2 to 3 years	140,445	50,998
3 to 4 years	-	-
<b>Total</b>	<b>2,143,446</b>	<b>2,703,198</b>

## 32. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio and is measured by net debt divided by total capital plus net debt. The Company includes within net debt trade and other payables, less cash and cash equivalents. The Company did not have any borrowings at any time during the year.

₹ in Crore		
Particulars	As at December 31, 2024	As at December 31, 2023
Trade payables	703.65	706.43
Other payables	653.27	591.81
Less: Cash and cash equivalents	(452.87)	(493.21)
<b>Net debt</b>	<b>904.05</b>	<b>805.03</b>
Total equity	2,278.37	2,121.69
Total equity and net debt	3,182.42	2,926.72
<b>Gearing ratio</b>	<b>28%</b>	<b>28%</b>

# Notes to the Financial Statements

for the year ended December 31, 2024

## 33. Financial Ratios

Particulars	Numerator/ Denominator	For the year ended December 31, 2024	For the year ended December 31, 2023	Variance (%)
Current Ratio (in times) :	Current Assets / Current Liabilities	2.02	1.91	6%
Return on Equity Ratio (%) :	Net profit after tax / Average Net worth	42%	43%	-2%
Inventory Turnover (no. of days) :	Average Inventory/ Cost of goods sold*365	70.73	73.89	-4%
Debtors Turnover (no. of days) :	Average Trade Receivables / Revenue from operations * 365	29.27	27.81	5%
Payables Turnover (no. of days) :	Average Trade payables / Cost of goods sold * 365	94.34	95.89	-2%
Net Capital Turnover (in times) :	Revenue from operations / Working Capital	4.15	4.58	-9%
Net Profit Margin (%) :	Net profit for the year after tax/ Net Sales	17%	17%	-
Return on Capital Employed (%) :	Earning before Interest and Tax / Capital Employed	55%	56%	-2%
Debt Service Coverage Ratio* ## (in times) :	Earnings available to service debt / Debt Service	39.88	49.57	-20%
Return on Investment (%) :	Interest Income / Average investment + Fixed Deposits	4%	4%	-

Debt Equity is not applicable

\*Finance cost on Lease Liabilities is considered as Debt service cost for calculation of this ratio.

##Debt equity ratio are not applicable to the Company since there are no borrowings. The finance cost in the financial statements relates to leases (Ind AS 116).

- 34.** As per the requirements of Rule 3(1) of the Companies (Accounts) Rules 2014, the Company has enabled the audit trail feature within the accounting software with effect from October 19, 2024. The audit trail feature has operated and was not tampered with during the period from October 19, 2024 to December 31, 2024.

# Notes to the Financial Statements

for the year ended December 31, 2024

## 35. Other Statutory Information

### a) Disclosure of transactions with Struck off companies

Name of the struck off Company	Nature of transactions with struck off Company	Balance Outstanding as at December 31, 2024 ₹ in Crore	Balance Outstanding as at December 31, 2023 ₹ in Crore	Relationship with the Struck off Company, if any
Josh Mining & Infracon Pvt Ltd	Receivables	0.05	0.05	Customer
Jet Petro India Pvt. Ltd	Payables	*	*	Vendors
Shibaco Engineers (P) Ltd	Payables	0.06	0.06	Vendors

\* Amounts are less than the denomination disclosed.

Name of the struck off Company	Nature of transactions with struck off Company	Number of shares held as at December 31, 2024	Balance Outstanding as at December 31, 2024 in ₹	Relationship with the Struck off Company, if any
Kothari Intergroup Ltd.	Share held by struck off Company	4	20	Shareholders
Tradeshare Financial Services Pvt Ltd		20	100	
Shasan Projects India Ltd		64	320	
M/S V Dinesh Traders Ltd		36	180	
Dbn Securities Pvt Ltd		100	500	
Signet Investments Pvt Ltd		164	820	
Pegasus Mercantile Pvt Ltd		500	2,500	
Clive Street Nominees Pvt Ltd		540	2,700	
Balaji Yarn Ltd		904	4,520	
Hillworth Capital & Mkt P Ltd		960	4,800	
Unicon Fincap Private Limited #		1,200	6,000	
Prananjali Inv & Trading Company Pvt Ltd		1,600	8,000	
Badri Sarraf Fin & Mutual Benefit Co Ltd		3,520	17,600	
Krishna Transport P Limited		4,840	24,200	
Popular Stock & Share Services Ltd		5,600	28,000	

Name of the struck off Company	Nature of transactions with struck off Company	Number of shares held as at December 31, 2023	Balance Outstanding as at December 31, 2023 in ₹	Relationship with the Struck off Company, if any
Kothari Intergroup Ltd.	Share held by struck off Company	8	40	Shareholders
Tradeshare Financial Services Pvt Ltd		20	100	
Shasan Projects India Ltd		64	320	
M/S V Dinesh Traders Ltd		72	360	
Dbn Securities Pvt Ltd		100	500	
Signet Investments Pvt Ltd		164	820	
Fairgrowth Financial Services Ltd ##		188	940	
Pegasus Mercantile Pvt Ltd		500	2,500	
Clive Street Nominees Pvt Ltd		540	2,700	
Balaji Yarn Ltd		904	4,520	
Unicon Fincap Private Limited #		1,200	6,000	
Prananjali Inv & Trading Company Pvt Ltd		1,600	8,000	
Hillworth Capital & Mkt P Ltd		1,920	9,600	
Badri Sarraf Fin & Mutual Benefit Co Ltd		3,520	17,600	
Krishna Transport P Limited		4,840	24,200	
Popular Stock & Share Services Ltd		5,600	28,000	

# The above mentioned companies are identified as Struck-off in current year and previous year balances are given for the purpose of comparison.

## The above mentioned companies are identified as struck-off in previous year and are not shareholders in current year, hence there is no corresponding balance in current year.

None of the above mentioned struck off companies is a related party of the Company.



# Notes to the Financial Statements

for the year ended December 31, 2024

## 35. Other Statutory Information (Contd.)

### b) Title deeds of Immovable Property not held in name of the Company

Relevant line in the Balance Sheet	Description of the property	Gross carrying value ₹ in Crore	Title deed name held in the name of	Whether the deed holder is a Promoter, Director or relative of the Promoters*/ Director or employee of the Promoters/ Director	Property held since which date	Reasons for not being held in the name of the Company
<b>As at December 31, 2024</b>						
PPE	Land	0.01	Indrol Lubricants Specialities Ltd.	NA	Since 1988	The deed of conveyance is in the ernstwhile name of the Company and it has filed an application for mutation of the name.
<b>As at December 31, 2023</b>						
PPE	Land	0.01	Indrol Lubricants Specialities Ltd.	NA	Since 1988	The deed of conveyance is in the ernstwhile name of the company and it has filed an application for mutation of the name.

- c) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- d) The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- e) The Company is not declared wilful defaulter by any bank or financial institution or lender during the year.
- f) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- g) The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person, except as disclosed in Note no. 4.1 of the financial statements.
- h) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall :
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

# Notes to the Financial Statements

for the year ended December 31, 2024

- i) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall :
    - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
    - (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
  - j) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
  - k) Clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 does not apply to the Company.
- 36.** The figures for the corresponding previous year have been regrouped / reclassified wherever necessary, to make them comparable.
- 37.** The financial statements are approved by the Board of Directors at the meeting held on February 3, 2025.

The accompanying notes 1 - 37 are an integral part of the financial statements.

**Rakesh Makhija** Chairman  
DIN : 00117692

**Hemangi Ghag** Company Secretary  
FCS No : 9329

For and on behalf of Board of Directors

**Kedar Lele** Managing Director  
DIN : 06969319

**Deepesh Baxi** Chief Financial Officer &  
DIN : 02509800 Whole time Director

**Place:** Mumbai

**Date:** February 3, 2025

# NOTICE

CASTROL INDIA LIMITED

**CIN:** L23200MH1979PLC021359

**Registered Office:** Technopolis Knowledge Park, Mahakali Caves Road,  
Andheri (East), Mumbai – 400 093

**Website:** [www.castrol.co.in](http://www.castrol.co.in)

**Email Id:** [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com)

**Tel:** +91 22 7177 7111 **Fax:** +91 22 6698 4101

**NOTICE** is hereby given that the Forty Seventh (47<sup>th</sup>) Annual General Meeting of the shareholders of Castrol India Limited will be held on **Tuesday, 25 March 2025 at 2:30 P.M.** Indian Standard Time ('IST') through Video Conferencing facility / Other Audio Visual Means ('VC/OAVM') to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 December 2024 and the reports of the Board of Directors and the Statutory Auditors thereon.
2. To declare final dividend of ₹9.5 per equity share (which includes a special dividend of ₹4.5 per equity share) for the financial year ended 31 December 2024.
3. To appoint a Director in place of Mr. Saugata Basuray (DIN: 09522239), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

4. To ratify the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No.: 00294), for the financial year ending 31 December 2025 and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the shareholders of the Company do hereby ratify the remuneration of ₹4,50,000 (Rupees Four Lakhs Fifty Thousand Only) in addition to applicable taxes and reimbursement of related business expenses, at actuals, to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No.: 00294), who were appointed by the Board of Directors of the Company, as Cost Auditors, to conduct audit of the cost records maintained by the Company, for the financial year ending 31 December 2025."

5. To consider and appoint Ms. Nisha Trivedi (DIN: 10937145) as Non-Executive Nominee Director of the Company and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, of the Act, and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Articles of Association of the Company, Nomination letter received from Castrol Limited (UK), Promoter of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company; Ms. Nisha Trivedi (DIN: 10937145), be and is hereby appointed as Non-Executive Nominee Director of the Company with effect from 3 February 2025, whose office shall be liable to retire by rotation pursuant to the provisions of the Act.

**RESOLVED FURTHER THAT** the Directors and the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**On behalf of the Board of Directors**

**Hemangi Ghag**

Company Secretary & Compliance Officer  
Membership No.: FCS 9329

**Place :** Mumbai

**Date :** 3 February 2025

**Registered Office:**

Technopolis Knowledge Park,  
Mahakali Caves Road,  
Andheri (East), Mumbai – 400 093

**NOTES:**

1. The Ministry of Corporate Affairs, Government of India ('MCA') has vide its circular no. 9/2024 dated 19 September 2024, read with general circulars no. 14/2020 dated 8 April 2020, no. 17/2020 dated 13 April 2020, no. 20/2020 dated 5 May 2020 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') has vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 read with its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 (collectively referred to as 'SEBI Circulars'), permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing facility / Other Audio Visual Means ('VC/OAVM'), on or before 30 September 2025, without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA & SEBI Circulars, the 47<sup>th</sup> AGM of the Company is being held through VC/OAVM.
  2. The Company has availed the services of Central Depository Services (India) Limited ('CDSL') for conducting the AGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.
  3. An Explanatory Statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM and the details of the Directors proposed to be appointed / re-appointed as required in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings ('Secretarial Standards – 2') issued by The Institute of Company Secretaries of India, is annexed hereto.
  4. Pursuant to the provisions of the Act, a shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a shareholder of the Company. As this AGM is being held through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice.
  5. The meeting shall be deemed to be held at the registered office of the Company at Technopolis Knowledge Park, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.
  6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com).
  7. Pursuant to Sections 101 and 136 of the Act read with the relevant rules made thereunder and Regulation 36 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024, companies can send Annual Reports and other communications through electronic mode to those shareholders who have registered their email id either with the Company or with the Depository Participant(s). Accordingly, the Annual Report containing financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), and such statements including the Notice of 47<sup>th</sup> AGM are being sent through electronic mode to those shareholders whose email id is registered with the Company or the Depositories. Physical copy of the Annual Report shall be sent to those shareholders who request for the same.
  8. The Notice and Annual Report will also be available on the website of the Company [https://www.castrol.com/en\\_in/india/home/investors/annual-reports.html](https://www.castrol.com/en_in/india/home/investors/annual-reports.html), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
  9. The recorded transcript of the AGM will be hosted on the website of the Company.
  10. Shareholders, who have not registered their email id are requested to register the same in the following manner:
    - For shares held in physical form - By sending an email to KFin Technologies Limited, Registrar and Share Transfer Agent ('RTA') at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
    - For shares held in demat form – By contacting their respective Depository Participant(s).
- Please note that registration of email id and mobile number is now mandatory while voting electronically and joining virtual meetings.

11. Pursuant to the provisions of Section 72 of the Act read with the rules made thereunder and in terms of SEBI Circulars, shareholders holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Shareholders holding shares in physical form may avail this facility by sending a nomination in the prescribed Form SH-13 to the RTA. The said form is available on the Company's website and can be downloaded using the weblink [https://www.castrol.com/en\\_in/india/home/investors/information-for-shareholders.html](https://www.castrol.com/en_in/india/home/investors/information-for-shareholders.html).

Further, if shares are held in dematerialized form, shareholders can contact their respective Depository Participant(s) to update their nomination details.

12. In terms of the SEBI Listing Regulations, effective 1 April 2019, securities of listed companies can now only be transferred in dematerialized form, so the shareholders are advised to dematerialize shares held by them in physical form.
13. To prevent fraudulent transactions, shareholders are advised to exercise due diligence and notify the RTA / Depository Participant of any change in address or demise of any shareholder as soon as possible. The shareholders are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. SEBI has through relevant circulars issued in this regard, mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email id, mobile number, bank account details) and nomination details by shareholders holding securities in physical form. In view of the same, concerned shareholders are requested to furnish the requisite documents/information to the RTA at the earliest. Any service requests or complaints received from the shareholder, will not be processed by RTA till the aforesaid details/documents are provided to RTA. Dividend payments in respect of such folios wherein PAN or KYC details are not available shall only be made electronically, upon registering all the required details. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [https://www.castrol.com/en\\_in/india/home/investors/information-for-shareholders.html](https://www.castrol.com/en_in/india/home/investors/information-for-shareholders.html).

Further, SEBI has vide its circular dated 25 January 2022 mandated listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange

of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, shareholders are requested to make service requests in prescribed Form ISR-4, as available on the Company's website at aforesaid link. The Company / RTA shall verify and process the investor service requests and thereafter issue a 'Letter of Confirmation' ('LOC') in lieu of physical share certificate(s). The LOC shall be valid for a period of one hundred and twenty days from the date of issuance within which the shareholder/claimant shall make a request to the Depository Participant for dematerialising the said shares. In case, the demat request is not submitted within the aforesaid period, the shares shall be credited to the Company's Suspense Escrow Demat Account.

15. SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31 July 2023 (updated as on 4 August 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines and the process laid out therein, escalate the same through the SCORES portal. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ('ODR') portal. Shareholders are requested to take note of the same. The aforesaid SEBI circular can be viewed on the following link: [https://www.castrol.com/en\\_in/india/home/investors/information-for-shareholders.html](https://www.castrol.com/en_in/india/home/investors/information-for-shareholders.html).
16. The Board has adopted Investor Grievance Redressal Policy, which outlines the grievance redressal framework of the Company and the same is available on the website on [https://www.castrol.com/content/dam/castrol/country-sites-new/en\\_in/india/home/documents/investors/cil-investor-grievance-redressal-policy.pdf](https://www.castrol.com/content/dam/castrol/country-sites-new/en_in/india/home/documents/investors/cil-investor-grievance-redressal-policy.pdf).
17. The RTA of the Company has launched a unified platform 'KPRISM' for the benefit of shareholders. KPRISM is a self-service portal / mobile based application that enables the shareholders to access their portfolios serviced by RTA, and check details like dividend status and make request for annual reports, change of address, update bank mandate, download standard forms, etc. The portal can be accessed at <https://kprism.kfintech.com>. For more assistance on KPRISM, shareholders may contact 040-67162222.



18. A Senior Citizens Investor Cell has been formed by the RTA to assist exclusively the senior citizens (above 60 years of age) in redressing their grievances, complaints and queries. The senior citizens wishing to avail this service can send the communication to [senior.citizen@kfintech.com](mailto:senior.citizen@kfintech.com).

A dedicated toll-free number 1800 3094 006 is also provided for the convenience of the senior citizens.

19. Final dividend on equity shares, if declared at the meeting, will be credited / dispatched on or before 23 April 2025 to those shareholders whose names shall appear in the register of members of the Company as on record date i.e. **Tuesday, 18 March 2025**. Shareholders holding shares in electronic form are requested to intimate immediately, any change in their address or bank mandates to their Depository Participant(s) with whom they are maintaining their demat accounts.

Dividend payments in respect of such folios wherein PAN or KYC details are not available shall only be made electronically, upon registering all the required details.

In the event the Company is unable to pay the dividend to any electronic shareholder directly in their bank accounts through Electronic Clearing Service or any other means, the Company shall dispatch the dividend demand draft to such shareholder, as soon as possible.

The Company, with the help of the RTA and the Depositories has dispatched reminders during the year to all shareholders who have not registered their KYC and other details, requesting them to update the same.

20. In terms of Section 124 of the Act, the amount of dividend remaining unpaid/unclaimed for a period of seven (7) years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, equity shares in respect whereof dividend remains unclaimed/unpaid for seven (7) consecutive years will also be transferred to the IEPF.

The due dates for transfer of unclaimed dividend and unclaimed shares to IEPF are provided in the report on Corporate Governance. Shareholders are requested to ensure that they claim the dividends and shares referred above, before they are transferred to the said fund by submitting their request on [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com).

21. The Company has uploaded information of unclaimed dividends on the websites of the IEPF

viz. [www.iepf.gov.in](http://www.iepf.gov.in) and of the Company [https://www.castrol.com/en\\_in/india/home/investors/statement-of-unclaimed-dividend-and-shares.html](https://www.castrol.com/en_in/india/home/investors/statement-of-unclaimed-dividend-and-shares.html). Further, the Company has also uploaded on its website, details of unclaimed interim dividend for the financial year ended 31 December 2024.

22. The shareholders, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form IEPF-5. The said form is available on MCA's website [www.mca.gov.in](http://www.mca.gov.in).

### Instructions for remote e-voting:

23. Any person, whose name is recorded in the register of members or in the register of beneficial owners (in case of electronic shareholding) maintained by the Depositories as on the **cut-off date, i.e. Tuesday, 18 March 2025** only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on **Friday, 21 March 2025 at 9:00 a.m. IST** and ends on **Monday, 24 March 2025 at 5:00 p.m. IST**. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.
24. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
25. Pursuant to the provisions of Section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
26. In order to increase the efficiency of the voting process, and pursuant to the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, the demat account holders, are provided a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ('ESPs'), thereby facilitating seamless authentication and convenience of participating in e-voting process.

27. The procedure for remote e-voting is as under:

**A. The detailed process and manner for remote e-voting for individual shareholders holding securities in demat mode are explained herein below:**

Individual shareholders holding securities in demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on 'Login' icon &amp; 'My Easi New (Token)' tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there are links provided to access the system of all ESPs, so that the user can visit the ESPs website directly.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on 'Login' &amp; 'My Easi New (Token)' and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.</li> </ol>
Individual shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-Voting' under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select 'Register Online for IDeAS' portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> </ol>

Individual shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
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**Important note:** Shareholders who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

**Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:**

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.
Individual shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. 022-4886 7000 and 022-2499 7000.

**B. Login method for e-voting and joining virtual meeting for shareholders holding shares in physical mode and non-individual shareholders holding shares in demat form:**

- i. Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on 'Shareholders' module.
- iii. Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID
  - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and click on 'Login'.
- v. If you are holding shares in dematerialised form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	For shareholders holding shares in physical mode and non-individual shareholders holding shares in demat form
PAN	Enter your 10 digital alpha-numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders).  Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.  If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank Details field.

- vii. After entering these details appropriately, click on 'SUBMIT' tab.

- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - x. Click on the EVSN of 'CASTROL INDIA LIMITED'.
  - xi. On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to a resolution and option NO implies that you dissent to a resolution.
  - xii. Click on the 'RESOLUTIONS FILE LINK' if they wish to view the entire resolution details.
  - xiii. After selecting the resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
  - xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
  - xv. You can also take a print of the votes cast by clicking on 'CLICK HERE TO PRINT' option on the voting page.
  - xvi. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
28. **Process for those shareholders whose email id are not registered with the Depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice:**
- i. For shareholders holding shares in physical form, please provide necessary details like folio no., name of shareholder, scanned copy

of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by email to Company/ RTA at [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) respectively.

- ii. For shareholders holding shares in dematerialized form, please update your email id and mobile no. with your respective Depository Participant.

### Instructions for shareholders attending the AGM through VC/OAVM:

29. The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned in Note no. 27 for e-voting.
30. A person who is not a shareholder as on the cut-off date should treat this Notice of the AGM for information purpose only.
31. As per the provisions of the circulars, shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
32. The shareholders can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
33. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis but will not apply to large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc. who are allowed to attend the AGM without any restriction on account of first come first serve basis.
34. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVSN of Company will be displayed.
35. Further shareholders will be required to switch on the video facility and use internet connection with a good speed to avoid any disturbance during the meeting.
36. Please note that use of mobile hotspot on the device used for attending the meeting may affect the quality

of audio/video due to fluctuations in network. It is therefore recommended to use a stable Wi-Fi or LAN connection for a better virtual experience.

37. Shareholders who need assistance before or during the AGM or have any queries or issues regarding e-voting, can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 21 09911.
38. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800 21 09911.

#### Procedure to raise questions/seek clarifications with respect to Annual Report:

39. Shareholders are requested to send their questions mentioning their name, demat account number / folio number, email id, mobile number at [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com). Such questions by the shareholders shall be taken up during the meeting and replied suitably.
40. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number / folio number, email id, mobile number at [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com).
41. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
42. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM, depending on the availability of time.

#### Instructions for shareholders for e-voting during the meeting:

43. Procedure for e-voting on the day of the AGM is same as the remote e-voting as mentioned above.
44. Shareholders who have voted through remote e-voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
45. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

46. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the resolutions through remote e-voting and are not otherwise barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
47. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
48. For details of the person who may be contacted for any assistance regarding the e-voting facility on the day of the AGM, please refer Note no. 37 and 38.

#### Instructions for non-individual shareholders and custodians:

49. Institutional shareholders are encouraged to attend and vote at the AGM through VC/OAVM.
50. Non-individual shareholders (i.e. other than individuals, HUF, NRI, etc.) and custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the 'Corporates' module.
51. A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
52. After receiving the login details a 'Compliance User' should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
53. The list of accounts linked in the login will be mapped automatically & can be delink in case of any erroneous mapping.
54. A scanned copy of the Board Resolution and Power of Attorney ('POA') which they have issued in favour of the custodian, if any, should be uploaded in pdf format in the system for the Scrutinizer to verify the same.
55. Alternatively, non-individual shareholders are required to send the relevant Board Resolution / Authority letter etc., to the Scrutinizer and to the Company at the email id [viz. castrolagm2024@sarafandassociates.com](mailto:castrolagm2024@sarafandassociates.com) and [investorrelations.india@castrol.com](mailto:investorrelations.india@castrol.com) respectively if they have voted from individual tab & not uploaded



same in the CDSL e-voting system for the Scrutinizer to verify the same.

### Voting Results:

56. Mr. K. G. Saraf, Proprietor of Saraf and Associates, Company Secretaries (CP No. 642) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner.
57. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairperson or a person authorized by him, within 2 (two) working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
58. The results declared along with the report of the Scrutinizer shall be placed on the website of the

Company at [https://www.castrol.com/en\\_in/india/home/investors/general-meeting.html](https://www.castrol.com/en_in/india/home/investors/general-meeting.html) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of results by the Chairperson or any person authorized by them. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

59. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. **Tuesday, 25 March 2025.**

### On behalf of the Board of Directors

#### Hemangi Ghag

Company Secretary & Compliance Officer  
Membership No.: FCS 9329

**Place :** Mumbai

**Date :** 3 February 2025

#### Registered Office:

Technopolis Knowledge Park,  
Mahakali Caves Road,  
Andheri (East), Mumbai – 400 093

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 4 – To consider and ratify the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants for the financial year ending 31 December 2025.

The Board of Directors, at its meeting held on 3 February 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, (Firm Registration No.: 00294), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company, at a remuneration of ₹4,50,000 (Rupees Four Lakhs Fifty Thousand only) plus taxes and out-of-pocket expenses at actuals.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company. Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice, for ratification of remuneration payable to the Cost Auditors for the financial year ending 31 December 2025.

None of the Directors or the Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends passing of the resolution as set out under item no. 4 as an ordinary resolution for approval by the shareholders.

### Item No. 5 – To consider and appoint Ms. Nisha Trivedi (DIN: 10937145) as Non-Executive Nominee Director of the Company.

The Board of Directors of the Company at its meeting held on 3 February 2025 based on the recommendation of the Nomination and Remuneration Committee and nomination letter received from Castrol Limited (UK), Promoter of the Company, appointed Ms. Nisha Trivedi as Non-Executive Nominee Director of the Company with effect from the date of her obtaining DIN i.e. 3 February 2025, subject to the approval of the shareholders of the Company, in terms of Section 161 of the Companies

Act, 2013 ('the Act') and the Articles of Association of the Company. Ms. Nisha Trivedi will be liable to retire by rotation in order to comply with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received consent, declarations and confirmations from Ms. Trivedi with respect to her proposed appointment. Ms. Trivedi is not disqualified in terms of Section 164 of the Act and has given a declaration to that effect. Ms. Trivedi has confirmed that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Additional information in respect of Ms. Trivedi, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings ('Secretarial Standards – 2') issued by The Institute of Company Secretaries of India, is provided in 'Annexure I' and forms an integral part of this Notice.

The Board of Directors propose the appointment of Ms. Trivedi as Non-Executive Nominee Director of the Company and recommend the Ordinary Resolution as set out in item no. 5 of the Notice for approval of the shareholders.

Other than Ms. Nisha Trivedi and/or her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

### On behalf of the Board of Directors

#### Hemangi Ghag

Company Secretary & Compliance Officer  
Membership No.: FCS 9329

**Place :** Mumbai

**Date :** 3 February 2025

#### Registered Office:

Technopolis Knowledge Park,  
Mahakali Caves Road,  
Andheri (East), Mumbai – 400 093

## Annexure I

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 47<sup>TH</sup> ANNUAL GENERAL MEETING, PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS – 2:**

Name of Director	Saugata Basuray	Nisha Trivedi
Brief Profile along with experience and qualifications	<p>Saugata Basuray heads Castrol India's B2C segment. He has over 25 years of experience in sales, marketing and business development. He joined Castrol India Limited as a Management Trainee in 1999, after earning his MBA from SIBM Pune and an Engineering degree from the University of Pune. He has worked on diverse assignments in India, UK and South East Asia. Prior to his current assignment Saugata has led Castrol's businesses in the Philippines and Indonesia.</p> <p>During his earlier stints in India, Saugata has undertaken diverse roles including Executive Assistant to the Managing Director of Castrol India and Head of Marketing.</p>	<p>Nisha Trivedi is the CFO for Castrol Limited, UK. With over 20 years of experience in finance, supply chain and trading across energy markets, Nisha Trivedi has built a career around driving commercial growth, transformative change, building high-performing teams and delivering results in complex, high-stakes environments. Her leadership is defined by strategic thinking, innovation and a deep commitment to inclusivity and diversity.</p> <p>Nisha began her career journey in 2003 at bp, where she took on various roles in bp's Trading &amp; Shipping business, starting with commodity trading risk management in Chicago, US. Her ability to navigate market challenges and optimize risk strategies quickly led to leadership positions in financial and commercial roles across bp markets in US, UK and Asia comprising of oil, biofuels and low carbon trading. Her strategic insights helped guide bp's performance and growth target delivery during volatile market conditions.</p> <p>Nisha's recent roles in bp include CFO for Trading &amp; Shipping division in Singapore (2019–2021) where she oversaw finance operations across five regional offices in Asia Pacific, managing global and diverse teams. Prior to assuming the role of CFO for Castrol, she was the Vice President of Renewables supply chain &amp; procurement at bp responsible for the design, development and execution of supply chain and procurement capabilities for offshore, onshore renewables and hydrogen. She has played a key role in executing major procurement deals for wind, solar and hydrogen projects, building a team that's grown six folds in last two years. Her leadership has consistently focused on creating a culture of inclusivity while fostering innovation and growth in a rapidly changing energy landscape.</p> <p>Nisha holds a Bachelor of Science in finance from the University of Illinois and an MBA from the University of Chicago Booth School of Business. Her leadership</p>

Name of Director	Saugata Basuray	Nisha Trivedi
		has earned her recognition, including being named to Financial Times' Top 30 Future Leaders list (2019), receiving the NXTGen Future CFO Award (2023), and being a Fellow of the Forward Institute Fellowship program.
Director Identification Number (DIN)	09522239	10937145
Date of appointment on the Board	1 April 2022	3 February 2025
Date of Birth	8 October 1974	18 May 1980
Age	50 years	44 years
Expertise in specific functional areas	Sales & Marketing, Business Development, Lubricants and Strategy & Planning	Finance, Risk & Performance Management and Delivery
Directorship as on 31 December 2024	Castrol India Limited	-
Listed entities from which Director has resigned in last 3 years	NIL	-
Committee Membership in Castrol India Limited	NIL	1. Audit Committee - Member (w.e.f. 3 February 2025)
Committee Membership in other Companies as on 31 December 2024	NIL	-
Shareholding (including shareholding as a beneficial owner) in Castrol India Limited as on date	400 shares	-
Relationship with other Directors, KMPs	Not related to any Director or Key Managerial Personnel of the Company.	
Number of meetings attended during the year	FY 2024 – 6 out of 6	-
Terms and conditions of appointment / re-appointment and remuneration	Wholetime Director, liable to retire by rotation	Proposed to be appointed as Non-Executive Nominee Director with effect from 3 February 2025, liable to retire by rotation
Details of remuneration last drawn	Details of remuneration for FY 2024 has been provided in the Corporate Governance Report forming part of this Annual Report.	-
Details of proposed remuneration	Mr. Basuray will be entitled to such remuneration as approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and in line with the Policy of the Company and approval granted by the shareholders.	Ms. Trivedi is not entitled to any remuneration.

#### On behalf of the Board of Directors

##### Hemangi Ghag

Company Secretary & Compliance Officer  
Membership No.: FCS 9329

**Place :** Mumbai

**Date :** 3 February 2025

##### Registered Office:

Technopolis Knowledge Park,  
Mahakali Caves Road,  
Andheri (East), Mumbai – 400 093









Castrol India Limited  
1st Floor, Technopolis Knowledge Park,  
Mahakali Caves Road, Andheri (East),  
Mumbai – 400 093, Maharashtra, India

[castrol.co.in](http://castrol.co.in)