

Castrol India Limited

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

Tel: (022) 6698 4100
Fax: (022) 6698 4101
<https://www.castrol.com/en/in/india.html>
Customer Service Toll Free No. : 1800 222 100 / 1800 209 8100



28 February 2023

To,

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

Scrip Code: 500870

Scrip Symbol: CASTROLIND

Dear Sir,

**Sub.: Annual Secretarial Compliance Report for the financial year ended
31 December 2022**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant circular(s) issued by SEBI from time to time, please find enclosed the Annual Secretarial Compliance Report for the financial year ended 31 December 2022.

Kindly take the same on record.

Thank You.

Yours faithfully,

For **Castrol India Limited**

Hemangi Ghag

Company Secretary & Compliance Officer

Encl.: a/a



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) - 400 601
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E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

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

Annual Secretarial Compliance Report for the Financial Year 2022

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

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

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

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

Annual Secretarial Compliance Report is enclosed.




S. N. Ananthasubramanian
Partner
FCS: 4206 | COP No.: 1774
ICSI UDIN: F004206D003143531
13th February, 2023 | Thane



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ANNUAL SECRETARIAL COMPLIANCE REPORT OF
CASTROL INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER, 2022

We have examined:

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

for the financial year ended 31st December, 2022 ('Review Period'), in respect of compliance with the provisions of:

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

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

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





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- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021– **Not Applicable as there was no reportable event during the financial year under review;**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021– **Not Applicable as there was no reportable event during the financial year under review;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**PIT Regulations**) ; -
and circulars/ guidelines issued there under;
and based on the above examination, we hereby report that, during the review period:
- (a)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under,
except:

Sr.No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Reg. 30(2) of LODR: The events specified in Para A of Part A of Schedule III shall be deemed to be material events and the listed entity shall make disclosure of such events. Point 15 (a) of Para A of Part A of Schedule III: Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors. Reg 30 (6): The listed entity shall first disclose to stock exchange(s) of all events,	There was delay in submission to BSE and NSE of the Presentation' made at an investor conference held on 24 th Feb 2022, in which Company participated.	The said Presentation was required to be submitted to exchanges latest by 25 th February 2022 but, was submitted on 2 nd March 2022. The reason for delay in submission was not indicated in the disclosure made to the exchanges.





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Sr.No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	<p>as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information:</p> <p>Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the listed entity shall, along with such disclosures provide explanation for delay:</p>		
2.	<p>Reg 36(5) of LODR:</p> <p>The notice being sent to shareholders for an annual general meeting, where the statutory auditor(s) is/are proposed to be appointed/re-appointed shall include the following disclosures as a part of the explanatory statement to the notice:</p> <p>(a) Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in</p>	<p>The Company has not disclosed in the Explanatory Statement to the Notice of Annual General Meeting of the Company held on 8th June 2022, containing a proposal to re-appoint Statutory Auditor for another term of five years, the information relating to proposed fees payable to the statutory auditor along with terms</p>	<p>As informed, the Company, in lieu of giving the details of remuneration payable to Auditors, has opted to seek a delegation in favour of its Board of Directors to fix such remuneration and accordingly, mentioned the same in the Explanatory statement seeking approval of the shareholders.</p>





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Sr.No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	of appointment.	

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under – **NONE**

(d) The listed entity has taken the following actions to comply with the observations made in previous reports :

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Outcome of the Board Meeting held on 1 st February 2021, relating to Financial Results and Recommendation of Dividend which	2021	The outcome of all the Board Meetings relating to Financial Results during the FY 2022 was intimated to stock exchanges within prescribed time.	Not Applicable





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Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	ended at 17:22 was intimated with delay of 90 minutes and 106 minutes to BSE and NSE respectively, on account of late receipt of signed financial results from the Statutory Auditors.			
2.	Outcome of the Board Meeting held on 26 th April 2021, relating to Financial Results which ended at 14:45 hours was intimated with delay of 11 minutes and 15 minutes to BSE and NSE respectively, on account of late receipt of signed financial results from the Statutory Auditors.	2021	The outcome of all the Board Meetings relating to Financial Results during the FY 2022 was intimated to stock exchanges within prescribed time.	Not Applicable





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Company Secretaries

(e) The listed entity has complied with the provisions of Para 6 of Circular No. CIR/ CFD/ CMD1/114/2019 issued by SEBI on 18th October, 2019, in terms of appointment of Statutory Auditors of the Listed entity

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 606/2019

S. N. Ananthasubramanian

S. N. Ananthasubramanian
Partner



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13th February, 2023 | Thane