



Castrol India Limited

Investor Relations Policy

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INVESTOR RELATIONS POLICY

1. OBJECTIVE

Castrol India Limited ('Castrol' or 'Company') is committed towards providing timely, consistent and credible material information to the investors (present and potential), analysts, brokers investors and such other third parties ('investor community') in compliance with applicable laws and regulations.

The purpose of this Investor Relations Policy ('Policy') is to outline the principles for engagement with investor community and to provide clear guidelines and procedures for disclosing material price sensitive information and to provide accurate and timely communications on a non-discriminatory basis to our investor community. This Policy governs all forms of communications (including but not limited to written, oral and social media commentary) by our employees, independent contractors and directors with investor community who are not bound to us by a duty of confidentiality.

2. BACKGROUND

a. General rules for prohibition of insider trading:

The SEBI (Prohibition of Insider Trading) Regulations 2015 ('SEBI PIT Regulations') prohibits communication of Unpublished Price Sensitive Information ('UPSI') to any person except in compliance with applicable laws. Further, trading (directly or indirectly through other persons) in the securities of the Company when in possession of UPSI is also prohibited under law. Violation of the SEBI PIT Regulations subject insiders to severe penalties including disgorgement of illegal profits, fines and imprisonment.

b. Fair and prompt public disclosure of UPSI:

Selective or exclusionary disclosure of UPSI is prohibited under the SEBI PIT Regulations. This Policy is to ensure that such information is disseminated in an accurate, fair and timely manner to our shareholders and the financial markets; and that such information is not selectively disclosed to any one group of stakeholders, to the disadvantage of other stakeholders.

c. Other relevant policies:

This Policy shall be read and complied in addition to the following:

- i. Company's code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information and determination of legitimate purpose.
- ii. Company's Policy for Determination of Materiality for Disclosures of Events or Information.

3. AUTHORITIES UNDER THE POLICY

The Company's Managing Director ('MD') or Chief Financial Officer ('CFO') or Managing Counsel or the Company Secretary / Compliance Officer, shall have the authority to determine matters to be covered and information to be disclosed about the Company.

The persons authorized to speak on behalf of the Company to investor community are MD or CFO (**'Authorized Spokesperson'**).

From time to time, the Authorized Spokesperson, may designate others (the 'Designated Officers') to speak on behalf of the Company. Such Designated Officers shall ensure that the CFO and the Company Secretary are aware of the information being disseminated by those individuals to confirm the Company's compliance with applicable legal and regulatory requirements in its external communications. Any person being designated as a Designated Officer shall be authorized or confirmed in writing, and thereafter a notification to CFO shall be sent. The CFO shall maintain a list of Designated Officers along with expiration date of the authorization, if any.

4. GUIDELINES ON EXTERNAL COMMUNICATIONS AND DISCLOSURES

Company personnel should not disclose internal information about the Company to anyone, except as required in the performance of regular duties. When in doubt, one should assume that the information is material and non-public. If employees have any questions regarding whether information should be considered "material" or "non-public", they should consult the Company Secretary / Compliance Officer.

Prohibition of Selective Disclosure: Selective disclosure is strictly prohibited. If any price sensitive information is disclosed unintentionally by persons acting on behalf of the Company, the Company must promptly make such information generally available and in any case, before the next trading day or within twenty-four hours after the MD, CFO, Managing Counsel or Company Secretary / Compliance Officer learns of the selective disclosure, whichever is earlier.

Given below are the types of external communications and guidelines to be followed in relation to those:

a. Day-to-Day Communications:

Inquiries from investor community must be forwarded to CFO and Company Secretary. Under no circumstances should any attempt be made to handle these inquiries without prior authorization from the MD/CFO/Managing Counsel / Company Secretary / Compliance Officer. Planned conversations must include at least one Authorized Spokesperson. It should be determined in advance whether any UPSI is intended to be disclosed. If so, the UPSI should be disclosed prior to or simultaneously by the issuance of intimation to the Stock Exchanges.

b. Press Release:

The Company may issue press releases to disclose information that the management believes is important or useful to the public, whether or not the information is material. The Authorized Spokesperson will designate the appropriate officer to prepare press releases to be issued by the Company. All press releases will be reviewed and approved by an Authorized Spokesperson and the Company Secretary. The Company Secretary shall disseminate the same to the Stock Exchanges as deemed necessary.

The Authorized Spokesperson will designate a "Key Contact" for follow-up inquiries on the press releases. Alternatively, the Authorized Spokesperson may, at their discretion, determine that the Company's press release represents its sole response to inquiries on the matter.

c. Communication with Investor community:

Direct contact with investor community shall be limited to the Authorized Spokesperson.

The Authorized Spokesperson may discuss financial results for completed quarters, following the public disclosure of the results, but shall not disclose any material information regarding non-public results, the Company's internal projections or other matters that may be considered UPSI. They may also discuss Company's technology, products, markets and corporate information (including headcount and facilities), etc.

The authorized spokesperson in consultation with the Company Secretary / Compliance Officer may decide to disseminate any information as deemed fit to the general public through press releases so that members of the investor community will have equal opportunity to access the information.

Whenever the Company has issued any estimate or comment regarding distributable earnings, earnings or other financial measures (which will ordinarily be issued through a press release or notification to the Stock Exchanges), no employee other than the Authorized Spokesperson/Designated Officers will comment on those projections during the quarter.

d. Annual Reports, Annual General Meetings, Earnings Call and Company Literature

The Company will provide an annual report of its financial condition and related business performance in a timely manner following the financial year-end. Interim reporting of the Company's financial and business performance will be provided on quarterly basis as per the provisions of applicable laws.

The Company shall conduct Annual General Meeting ('AGM') for obtaining Shareholders approval on agenda items, as per the provisions of applicable laws. The Company will discuss financial performance and business operations and address shareholders queries on the same. If any material price sensitive information is disclosed at the AGM, the same shall be promptly disseminated to general public.

Adequate advance public notice must be given of any quarterly earnings conference calls / webcasts. The quarterly earnings conference call / webcast must be open to investor

community and the general public. The Company will use the quarterly earnings call to provide general guidance on the financials. The Company shall use press release or notification to the Stock Exchanges to update the market on any material change in the earlier guidance provided by the Company.

Auxiliary materials, such as corporate brochures, etc., may be provided as determined appropriate by an Authorized Spokesperson or Designated Officer.

- Preparation of such materials will be coordinated by an Authorized Spokesperson or Designated Officer.
- All the aforementioned material must be approved by an Authorized Spokesperson or Managing Counsel or Company Secretary / Compliance Officer.

e. Presentations:

Any presentation made to investor community shall be promptly made available to public as per the provisions of the applicable laws. The Company personnel must receive approval from an Authorized Spokesperson prior to any speaking or audio-visual engagement with investor community. The Authorized spokesperson must approve the content of such presentations before making the same publicly available.

f. Headquarters and/or Facilities Visits:

The Company while conducting visits to its headquarters and / or tours of its facilities, if any for investor community shall ensure that no access to UPSI shall be gained by the visitors during the said visits. The Authorized Spokesperson in consultation with the Company Secretary shall plan for such visits. The Authorized Spokesperson or designated officer shall be present and accompanied at all times.

g. Analyst Conferences, Investment Bankers and Broker Conferences and Roadshows.

Prior to the conference or roadshow, the Company shall disclose either through a press release, Stock Exchange Intimation, an open conference call or a webcast, or any combination of these methods, any material non-public information which may be discussed or presented at the conference or the roadshow. Adequate advance public notice must be given of any Analyst Conferences, Broker Sponsored conferences and Roadshows wherein the Company shall be participating.

h. Distribution of analysts' reports

No Company employee shall distribute (including via a web link) copies of, or refer to, selected analysts' reports to anyone outside the Company without the express approval of the Authorised Spokesperson.

Analyst reports and earnings models may only be reviewed to rectify errors that can be corrected by referring to publicly available, historical, factual information or to correct any mathematical errors. No other feedback or guidance on earnings models shall be communicated to an analyst. A written record of any comments provided on an analyst's report should be kept. Such reports must be promptly forwarded to the Authorised Persons

or their delegates. Review of an analyst report may only be done after obtaining the express approval from the CFO.

- i. Use of social media platforms to disclose UPSI is not permissible and would violate provisions of this Policy.
- j. If a director, member of management or employee learns of information that causes him or her to believe that a disclosure may have been misleading or inaccurate when made or may no longer be true, such person shall report that information to the Authorized Spokesperson or Managing Counsel or Company Secretary / Compliance Officer.

5. POINTS TO BE CONSIDERED WHILE COMMUNICATING INFORMATION

- a. The Company shall refer to only publicly available documents for discussions during the aforementioned interactions and no UPSI shall be shared / discussed.
- b. In case of presenting financial data, the Company shall ensure that comparative data for past three years along with particulars related key aspects such as sales, gross profit, net profit, share capital, reserves, EPS, dividends, debts, book value, etc is covered.
- c. The Company shall provide a link to its website where details are available and can be verified.
- d. The Company may position itself as a leader, pioneer, expert, or any word indicating it as the best only based on factual data which is widely available and not based on single-source, unless such source is a recognized source and has third-party certification. The company shall indicate the source based on which such claim is being made and the information on such source should be in the public domain and verifiable.
- e. In case of receipt of awards/recognition, disclosure shall include relationship, if any, with the awarding agency.
- f. For any inquiries or to schedule meetings, investor community can reach out via email at investorrelations.india@castrol.com.

6. SILENT PERIOD

The Company has adopted a “silent” period from the Twenty-First day of the last month of any financial quarter for which results are required to be announced by the Company till the publication of said results. During such period, no representatives will meet any member of investors community.

During the silent period, the Company will continue to issue press releases and communicate with the media regarding its business, products or operations, including releases or communications on historical financial information.

7. VIOLATION OF THIS POLICY

Any violation of this Policy by an employee, director or independent contractor of the Company shall be reported to the MD, CFO, Managing Counsel and the Company Secretary / Compliance Officer and may constitute grounds for disciplinary action including termination of services.

8. LIMITATION, REVIEW AND AMENDMENT

In the event of any conflict between the provisions of this Policy and the SEBI Regulations and / or other applicable laws, the provisions of the SEBI Regulations and / or other applicable laws shall prevail.

Any subsequent amendments / modifications in the SEBI Regulations and / or other applicable laws shall automatically apply to this Policy without any further act by the Board of Directors of the Company. The Authorized Spokesperson, Managing Counsel and Company Secretary / Compliance Officer shall be authorized to give effect to such changes in the Policy.

The Authorized Spokesperson, Managing Counsel and the Company Secretary / Compliance Officer shall jointly review and amend this Policy, as deemed necessary.

Citations:

- i. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. The SEBI (Prohibition of Insider Trading) Regulations, 2015; and
- iii. Guidance Notes issued by Stock Exchanges on 11 June 2021, 29 June 2021 and 29 July 2022.
