OSWAL OVERSEAS LIMITED

(Sugar Division)

Village Aurangabad, Teh. Nawabganj, P.O.-Grem, Distt. Bareilly (U.P.) 243407

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CIN–L74899DL1984PLC018268

Corporate Governance Report

Pursuant to regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. **Name of Company – Oswal Overseas Limited (CIN - L74899DL1984PLC018268)**
2. **Quarter ended on – 31st March, 2016**

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Paramjeet Singh	AKYPS5099P 00313352	Chairperson/ Executive	31.03.2015	NA	1	0	0
Mrs.	Anjul Agarwal	AFWPA1646R 06897907	Non-Executive/ independent	31.03.2014	24 Months	1	2	0
Mr.	Anoop Kumar Srivastava	BGUPS7161P 07052640	Non-Executive	31.03.2015	NA	1	2	0
Mr.	Hari Har Nath Sharma	ALRPS0864Q 03645708	Non-Executive/ independent	31.03.2014	24 Months	1	0	0
Mr.	Rajinder Pal Singh	CGNPS5866B 07359378	Non-Executive/ independent	30.01.2016	2 Months	1	2	2

PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committee

Name of Committee	*Name of Committee members*	Category (Chairperson/Executive/Non-Executive/independent/Nominee)&
1. Audit Committee	1. Mr. Rajinder Pal Singh 2. Ms. Anjul Agarwal 3. Mr. Anoop Kumar Srivastava	**Chairman of committee/ Non-Executive/ independent** **Member - Non-Executive/ independent** **Member - Non-Executive/ non-independent**

2. Nomination & Remuneration Committee	1. Mr. Rajinder Pal Singh 2. Ms. Anjul Agarwal 3. Mr. Anoop Kumar Srivastava	**Chairman of committee/ Non-Executive/ independent** **Member - Non-Executive/ independent** **Member - Non-Executive/ non-independent**
3. Risk Management Committee(if applicable)	N. A.	
4. Stakeholders Relationship Committee'	1. Mr. Rajinder Pal Singh 2. Ms. Anjul Agarwal 3. Mr. Anoop Kumar Srivastava	**Chairman of committee/ Non-Executive/ independent** **Member - Non-Executive/ independent** **Member - Non-Executive/ non-independent**

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (For October-December 2015)	*Date(s) of Meeting (if any) in the relevant quarter (For January – March, 2016)*	*Maximum gap between any two consecutive (in number of days)*
05.11.2015	*11.01.2016* *15.01.2016* *21.01.2016* *30.01.2016* *11.02.2016* *16.02.2016* *22.02.2016* *12.03.2016*	*66* *3* *5* *8* *11* *4* *5* *18*

IV. Meetings of Committee

Name of the Committee	*Date(s) of meeting of the committee in the relevant quarter (For January – March, 2016)*	*Whether requirement of Quorum met (details)*	*Date(s) of meeting of the committee in the previous quarter (For October - December 2015)*	*Maximum gap between any two consecutive meetings in number of days**
Audit Committee	*11.02.2016*	*YES* Present Members – Mr. Rajinder Pal Singh Ms. Anjul Agarwal Mr. Anoop Kumar Srivastava	*05.11.2015*	*97*
Nomination and Remuneration Committee	30.01.2016	*Yes* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional	*No Meeting in the Quarter*	*NA*
Stakeholders Relationship Committee	No Meeting in the Quarter		No Meeting in the Quarter	*NA*

V. Related Party Transactions

Subject	*Compliance status (Yes/No/NA)*
Whether prior approval of audit committee obtained	***NA***

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Whether prior approval of audit committee obtained	*NA*
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	*NA*

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the
Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

VI. Affirmation

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
   a. Audit Committee
   b. Nomination & remuneration committee
   c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For Oswal Overseas Limited

OSWAL OVERSEAS LTD. New Delhi

Lalit Kumar
Company Secretary & Compliance Officer

Place: New Delhi
Date: 11.04.2016

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

ANNEXURE – II

I. Disclosure on website in terms of Listing Regulations	
Item	**Compliance status (Yes/No/NA) refer note below**
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	N.A.
Policy on dealing with related party transactions	N.A.
Policy for determining 'material' subsidiaries	N.A.
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

II. Annual Affirmations		
Particulars	**Regulation Number**	**Compliance status (Yes/No/NA)** refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes

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Policy for related party Transaction	23(1),(5),(6),(7) & (8)	N.A.
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N.A.
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – **N.A.**

For Oswal Overseas Limited

OSWAL OVERSEAS LTD. New Delhi

Lalit Kumar
Company Secretary & Compliance Officer

Place: New Delhi
Date: 11.04.2016