CIN-L74899DL1984PLC018268

OSWAL OVERSEAS LIMITED

(Sugar Division)

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

Phone : 05825-226551 (M) 09997300551-552, Fax : 05825-226753

Quarterly Compliance Report on Corporate Governance

Name of the Company : **OSWAL OVERSEAS LIMITED**

Quarter ending on : **30 September, 2015**

Particulars	Clause of Listing agreement	Compliance Status (Yes/No/N.A.)	Remarks
II. Board of Directors	**49 II**		
(A) Composition of Board	49 (II A)	Yes	Total Strength of the Board is – 4 No. of Independent Directors – 2 No. of Non-Independent Directors – 2
(B) Independent Directors	49 (II B)	Yes	No. of Independent Directors – 2
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	No. of Non-Executive Directors – 3
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	
III. Audit Committee	**49 (III)**		Total Strength of the committee is – 3 of which 2 are independent Directors including Chairman
(A) Qualified & Independent	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Total Strength of the committee is – 3 of which 2 are independent Directors including Chairman
V. Subsidiary Companies	**49 (V)**	N.A.	
VI. Risk Management	**49(VI)**	Yes	

OSWAL OVERSEAS LTD. New Delhi

Regd. Office : 72, Taimoor Nagar, Opp. New Friends Colony, New Delhi - 110025

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VII. Related Party Transactions	**49 (VII)**	Yes	
VIII. Disclosures	**49 (VIII)**		
(A) Basis of related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Applicable Accounting standards are being complied with on a continual basis
(C) Remuneration of Directors	49 (VIII C)	Yes	None of the Directors are receiving any remuneration
(D) Management	49 (VIII D)	Yes	Management Discussion & Analysis Report has been published in Annual Report 2014-15
(E) Shareholders	49 (VIII E)	Yes	All necessary information have been provided in Annual Report 2014-15
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A.	No such proceeds are generated during the quarter ended 30.09.2015
IX. CEO/CFO Certification	**49 (IX)**	Yes	Has been complied in Annual Report 2014-15
X. Report on Corporate Governance	**49 (X)**	Yes	Has been complied in Annual Report 2014-15
XI. **Compliance**	**49 (XI)**	Yes	Compliance certificate received from auditors has been provided in Annual Report 2014-15

OSWAL OVERSEAS LTD. New Delhi