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 – 30th December, 2015**

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	1	Nil
Ms.	Anjul Agarwal	AFWPA1646R 06897907	Non-Executive/ independent	31.03.2014	1 Year 8 Months	1	2	1
Mr.	Anoop Kumar Srivastava	BGUPS7161P 07052640	Non-Executive	31.03.2015	NA	1	1	Nil
Mr.	Hari Har Nath Sharma	ALRPS0864Q 03645708	Non-Executive/ independent	31.03.2014	1 Year 8 Months	1	2	1

OSWAL OVERSEAS LTD. New Delhi

II. Composition of Committee

Name of Committee	*Name of Committee members*	**Category (Chairperson/Executive/Non-Executive/independent/Nominee)**
1. Audit Committee	1. Mr. Hari Har Nath Sharma 2. Ms. Anjul Agarwal 3. Mr. Paramjeet Singh	**Chairman of committee/ Non-Executive/ independent** **Non-Executive/independent** **Executive**
2. Nomination & Remuneration Committee	1. Ms. Anjul Agarwal 2. Mr. Anoop Kumar Srivastava 3. Mr. Hari Har Nath Sharma	**Chairman of committee/ Non-Executive/ independent** **Non-Executive** **Non-Executive/ independent**
3. Risk Management Committee(if applicable)	N. A.	
4. Stakeholders Relationship Committee'	1. Ms. Anjul Agarwal 2. Mr. Anoop Kumar Srivastava 3. Mr. Hari Har Nath Sharma	**Chairman of committee/ Non-Executive/ independent** **Non-Executive** **Non-Executive/ independent**

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (For July- September 2015)	*Date(s) of Meeting (if any) in the relevant quarter (For October-December 2015)*	*Maximum gap between any two consecutive (in number of days)*
13.08.2015 *08.09.2015*	*05.11.2015*	*58 Days*

IV. Meetings of Committee

Name of the Committee	*Date(s) of meeting of the committee in the relevant quarter (For October-December 2015)*	*Whether requirement of Quorum met (details)*	*Date(s) of meeting of the committee in the previous quarter (For July- September 2015)*	*Maximum gap between any two consecutive meetings in number of days**

OSWAL OVERSEAS LTD. New Delhi

Audit Committee	*05.11.2015*	*YES* Present Members – Mr. Harihar Nath Sharma Ms. Anjul Agarwal Mr. Paramjeet Singh	*13.08.2015*	*84 Days*
Nomination and Remuneration Committee	No Meeting in the Quarter		*08.09.2015*	*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***
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***

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

OSWAL OVERSEAS LTD. New Delhi

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: 14.01.2016