

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
ANNEXURE –I (Quarterly basis)**

1. Name of Listed Entity-**Oswal Agro Mills Limited**

2. Quarter ending- **March 31, 2022**

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive / Non-Executive/ Independent/ Nominee)&	Initial date of appointment	Date of reappointment	Date of cessation	Tenure* (in months)	Date of birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17A(1))	No. of Independent Directorship in listed entities including this listed entity [refer proviso to regulation 17A(1)]	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity [Refer Regulation 26(1)]	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mrs.	Aruna Oswal	PAN- AAGPO8748M DIN- 00988524	Chairman/ Non— executive/ Non Independent	02-04-2016	02-04-2016	-	-	31-03-1951	2	0	1	0
Mr.	Anil Kumar Bhalla	PAN- AASPB0234D DIN- 00587533	Non-Executive/ Non-Independent	19-05-2007	19-05-2007	-	-	03-12-1949	2	0	2	1
Mr.	Bhola Nath Gupta	PAN- AGAPG8154B DIN- 00562338	Executive/ Wholetime Director & CEO	14-05-2004	01-10-2019	-	-	14-03-1950	1	0	1	0
Mr.	Dhiraj Gupta	PAN- AQHPG6981D DIN- 09240964	Non-Executive-Independent	13-08-2021	13-08-2021	-	60	17-04-1990	1	1	1	0
Mr.	Mohinder Pal Singh	PAN- EJYPS2876D DIN- 08155393	Non-Executive-Independent	06-07-2018	06-07-2018	-	60	28-02-1983	1	1	1	1
Mr.	Pulkit Gupta	PAN- ATEPG1535B DIN- 07026809	Non-Executive-Independent	05-02-2021	05-02-2021	-	60	02-09-1989	1	1	2	0
				&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.								
Whether a regular chairperson appointed: <b>YES</b>												
Whether Chairperson is related to Managing Director or CEO: <b>NO</b>												

**II. Composition of Committees**

Name of Committee	Whether regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §	Date of appointment	Date of cessation
<b>1. Audit Committee</b>	Yes	Mr. Mohinder Pal Singh Mr. Dhiraj Gupta Mrs. Aruna Oswal Mr. Pulkit Gupta	Chairperson/ Non-executive- Independent Member/ Non-executive- Independent Member/ Non-executive- Non-Independent Member/ Non-executive- Independent	06-07-2018 13-08-2021 02-04-2016 05-02-2021	- - - -
<b>2. Nomination &amp; Remuneration Committee</b>	Yes	Mr. Dhiraj Gupta Mrs. Aruna Oswal Mr. Mohinder Pal Singh Mr. Pulkit Gupta	Member/ Non-executive- Independent Member/ Non-executive- Independent Chairperson/ Non-executive-Independent Member/ Non-executive- Independent	28-05-2015 02-04-2016 06-07-2018 05-02-2021	- - - -

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<b>3. Risk Management Committee (if applicable)</b>	<b>Not Applicable</b>				
<b>4. Stakeholders Relationship Committee</b>	Yes	Mr. Anil Kumar Bhalla Mr. Bhola Nath Gupta Mr. Pulkit Gupta	Chairperson/ Non-Executive Director Member/ Executive Non-executive- Independent	13-08-2014 13-08-2014 05-02-2021	- - -
<b>5. Corporate Social Responsibility Committee</b>	Yes	Mr. Anil Kumar Bhalla Mrs. Aruna Oswal Mr. Pulkit Gupta	Member/ Non-Executive/ Non-Independent Chairperson/ Non-Executive Member/ Non-executive- Independent	02-04-2016 02-04-2016 05-02-2021	- - -
		§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	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met*	Number of Directors present (including Independent Director)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
11-11-2021	11-02-2022	Yes	5	3	91

\*to be filled only for the relevant quarter

**IV. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present (including Independent Director)	Number of Independent Directors attending the meeting	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>					
11-02-2022	Yes	4	3	11-11-2021	91
<b>Nomination and Remuneration Committee</b>					
-	-	-	-	10-11-2021	-
<b>Corporate Social Responsibility Committee</b>					
11-02-2022	Yes	2	1	-	-
<b>Stakeholders Relationship Committee</b>					
10-01-2022	Yes	2	0	17-11-2021	-
09-03-2022	Yes	2	0	23-12-2021	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. Related Party Transactions (Annexure I)**

Subject	Compliance status (Yes/No/NA) (refer note below)
Whether prior approval of audit committee obtained	<b>Yes</b>
Whether shareholder approval obtained for material RPT	<b>Yes</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>Yes</b>

**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.

**Affirmations – Website (Annexure II)**

Sr	Item	Compliance	If status is "No" details of non-compliance may be	Web address
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ANNEXURE –I (Quarterly basis)**

		status (Yes/No/NA )	given here.	
1	Details of business	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
12	Financial results	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
13	Shareholding pattern	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://www.oswalagromills.com/">http://www.oswalagromills.com/</a>

**VI. Affirmations - Website**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee-**Yes**

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b. Nomination & remuneration committee- **Yes**  
c. Stakeholders relationship committee- **Yes**  
d. Risk management committee (applicable to the top 100 listed entities)-**N.A.**  
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.-**Yes**  
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.- **Yes**  
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. -**Yes**  
Any comments/observations/advice of Board of Directors may be mentioned here: **No comments/ observations from Board of Directors**

**For Oswal Agro Mills Limited**

**Gopal  
Company Secretary & Compliance Officer**

**Date: 19-04-2022**

**Place: Delhi**

**Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	

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18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

42 The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied

Yes

1	Name of signatory	Anjali Aggarwal
2	Designation	Company Secretary and Compliance Officer

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**Additional Half yearly Disclosure**

Applicability of disclosure	Applicable		
Reason for Non Applicability	<b>Add Notes</b>		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
<b>(D) Additional Information</b>			<b>Add Notes</b>
<b>II. Affirmations</b>			
<b>Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	<b>Add Notes</b>
Name	Parveen Chopra		
Designation	CFO		
Place	New Delhi		

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Date	19-04-2022		
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