

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Oswal Chemicals & Fertilizers Limited**  
 2. Quarter ending - **31-Mar-2017**

<b>Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	ANIL BHALLA	00587533	AAS PBO 234 D	ED	17-Aug-1989			2	2	0
Mr.	ATUL KULSHRESTHA	00194733	AAZ PK7 834 K	NED	31-Mar-2006			1	2	0
Mr.	KRISHAN CHAND BAJAJ	01844498	AA GPB 682 9C	ID	18-May-2007		5	1	2	1
Mr.	SUMIT KUMAR DUTT	01265514	AAF PD3 332 H	ID	07-Mar-2009		5	1	1	0
Mr.	VIPAN KAUSHAL	07091943	ADE PK1 745 K	ID	12-Feb-2015		5	1	2	1
Mrs.	BINASHARMA	070919	ADJ PS6 897	ID	12-Feb-2015		5	1	1	0



Mrs.	Arun a Osw al	46 00 98 85 24	D AA GP O87 48 M	C & ED	01-Jun- 2016			2	1	0
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## II. Composition of Committees

### Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	KRISHAN CHAND BAJAJ	ID	Chairperson
2	SUMIT KUMAR DUTT	ID	Member
3	VIPAN KAUSHAL	ID	Member
4	ATUL KULSHRESTHA	NED	Member
5	BINA SHARMA	ID	Member

### Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	ANIL BHALLA	ED	Member
2	ATUL KULSHRESTHA	NED	Member
3	KRISHAN CHAND BAJAJ	ID	Member
4	VIPAN KAUSHAL	ID	Chairperson

### Risk Management Committee

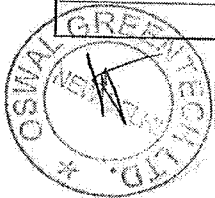
Sr. No.	Name of the Director	Category	Chairperson/Membership
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### Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	KRISHAN CHAND BAJAJ	ID	Member
2	VIPAN KAUSHAL	ID	Chairperson
3	ATUL KULSHRESTHA	NED	Member
4	SUMIT KUMAR DUTT	ID	Member

### 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	Maximum gap between any two consecutive (in number of days)
14-Dec-2016	14-Feb-2017	61



IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	14-Feb-2017	3 Members	14-Dec-2016	61
Stakeholders Relationship Committee	13-Feb-2017	2 Members	14-Dec-2016	
Nomination & Remuneration Committee	14-Feb-2017	3 Members	14-Dec-2016	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### VI. Affirmations

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**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **H.K. Gupta**  
 Designation : **Company Secretary**

**ANNEXURE II**

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

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	No	
Composition of various committees of board of directors	No	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	No	
Criteria of making payments to non-executive directors	No	
Policy on dealing with related party transactions	No	
Policy for determining 'material' subsidiaries	No	
Details of familiarization programmes imparted to independent directors	No	
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	Not Applicable	
New name and the old name of the listed entity	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Not Applicable
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

### 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. - **Yes**

Name : **HK GUPTA**  
Designation : **Company Secretary**

