



Ref.OML:APR:2023-24

DATED: 21.04.2023

Listing Department,
Metropolitan Stock Exchange of India Limited
205(A), 2nd floor, Piramal Agastya Corporate Park,
Kamani Junction, LBS Road, Kurla (West),
Mumbai – 400 070, Maharashtra, India
MSEIL Scrip ID: OSWALMIN

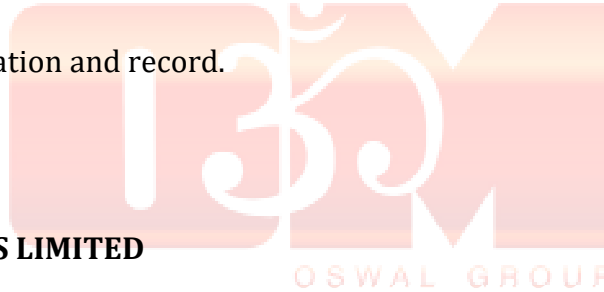
Subject: Compliance Report on Corporate Governance under Reg. 27(2) of SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

Please find the Compliance Report on Corporate Governance for the 4th Quarter and year ended 31.03.2023 as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking you,
Yours faithfully,
For **OSWAL MINERALS LIMITED**



MILAN MAROTI
COMPANY SECRETARY
MEMBERSHIP: A49355

Encl: a/a

OSWAL MINERALS LIMITED

Correspondence : "Oswal's, #1034, 2nd Floor, 1st Main Road, Dr. Rajkumar Road, 4th Block, Rajajinagar, Bengaluru-560 010 Ph.: 080-4309 0000 E-mail: info@oswalminerals.com/ Website: www.oswalminerals.com

Regd. Off. : # 8/11, Police Station Road, Pallavaram, Chennai-600 043
CIN: L30006TN1996PLC035973 PAN No. AACCM6499G

www.oswalminerals.com

ANNEXURE I

1. Name of Listed Entity: OSWAL MINERALS LIMITED

2. Quarter/Year ending: 31.03.2023

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)&	Initial date of Appointment in the current term /cessation	Tenure* (approx.) (in Months)	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.	SRIPAL KUMAR MOHANLAL	01000236	Executive	06-02-2004	-	1	-	-
Mrs.	SAPNA JAIN	00436890	Non-Executive- Non-Independent	07-05-2004	-	1	-	-
Mr.	SUBHASHCHAND MOHANLAL	01088346	Executive	01-04-2013	-	1	-	-
Mrs.	SEEMA JAIN	00437290	Non-Executive- Non-Independent	30-01-2017	-	1	-	-
Mr.	MOHANLAL BHARATH KUMAR JAIN	01252633	Executive	27-02-2010	-	1	1	-
Mrs.	SARITHA DEVI	01261180	Non-Executive- Non-Independent	01-07-2012	-	1	1	-
Mr.	MANISH KUMAR JAIN	07813662	Non-Executive- Independent, Chairperson	24-05-2017	70.25	1	-	-
Mr.	BHAGCHAND GHISULAL JAIN	06894213	Non-Executive- Independent	30-06-2014	105.03	1	2	-
Mr.	DINESH KUMAR	06925996	Non-Executive- Independent	21-07-2014	104.33	1	2	2

& Category of Directors means Executive/ Non-Executive/ Independent/ Nominee. If a Director fits into more than one category write all category 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 period.

II. Composition of Committee		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/ Nominee)\$
1. Audit Committee	Dinesh Kumar	Non-Executive-Independent / Chairperson
	Bhagchand Ghisulal Jain	Non-Executive-Independent
	Mohanlal Bharath Kumar Jain	Executive- Whole Time Director
2. Nomination & Remuneration Committee	Dinesh Kumar	Non-Executive-Independent / Chairperson
	Bhagchand Ghisulal Jain	Non-Executive-Independent
	Saritha Devi	Non-Executive
3. Stakeholders Relationship Committee	Dinesh Kumar	Non-Executive-Independent / Chairperson
	Bhagchand Ghisulal Jain	Non-Executive-Independent
	Mohanlal Bharath Kumar Jain	Executive- Whole Time Director
	Saritha Devi	Non-Executive
4. Corporate Social Responsibility Committee	Dinesh Kumar	Non-Executive-Independent / Chairperson
	Sripal Kumar Mohanlal	Executive- Managing Director
	Mohanlal Bharath Kumar Jain	Executive
\$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 (in the previous quarter & in the current quarter in chronological order)	Whether requirement of Quorum met (details)	Maximum gap between any two consecutive (in number of days)
20-12-2022	Yes	
06-02-2023	Yes	47 days

IV. Meeting of Committees			
Name of the Committee	Date(s) of Meeting (in the previous quarter & in the current quarter in chronological order)	Whether requirement of Quorum met(details)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting	14-11-2022	Yes	-
Audit Committee Meeting	06-02-2023	Yes	83 days
Stakeholders Relationship Committee	14-11-2022	Yes	-
Stakeholders Relationship Committee	06-02-2023	Yes	83 days
Nomination and remuneration committee	06-02-2023	Yes	-
Corporate Social Responsibility Committee	06-02-2023	Yes	-

* 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	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered in pursuance to omnibus approval have reviewed by audit committee	Yes
<p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

VI. Affirmations:

<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee 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. 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 has been placed before Board of Directors. : The report submitted in the previous quarter was placed before Board of Directors. <p>Any comments/observations/advice of Board of Directors may be mentioned here: Nil</p>

FOR OSWAL MINERALS LIMITED

MILAN MAROTI
COMPANY SECRETARY & COMPLIANCE OFFICER

Annexure II

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

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://oswalminerals.com/
2	Terms and conditions of appointment of independent directors	Yes		http://oswalminerals.com/
3	Composition of various committees of board of directors	Yes		http://oswalminerals.com/
4	Code of conduct of board of directors and senior management personnel	Yes		http://oswalminerals.com/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://oswalminerals.com/
6	Criteria of making payments to non-executive directors	Yes		http://oswalminerals.com/
7	Policy on dealing with related party transactions	Yes		http://oswalminerals.com/
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		http://oswalminerals.com/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://oswalminerals.com/
11	email address for grievance redressal and other relevant details	Yes		http://oswalminerals.com/
12	Financial results	Yes		http://oswalminerals.com/
13	Shareholding pattern	Yes		http://oswalminerals.com
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		http://oswalminerals.com/
18	Credit rating or revision in credit rating obtained	Yes		http://oswalminerals.com/

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		http://oswalminerals.com/
21	Materiality Policy as per Regulation 30	Yes		http://oswalminerals.com/
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		http://oswalminerals.com/

FOR OSWAL MINERALS LIMITED

**MILAN MAROTI
COMPANY SECRETARY & COMPLIANCE OFFICER**

Annexure II

II. 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	
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)	NA	
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	
	Any other information to be provided - Add Notes			

Annexure III

VII. Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>FOR OSWAL MINERALS LIMITED</p> <p>MILAN MAROTI COMPANY SECRETARY & COMPLIANCE OFFICER</p>			

Annexure IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year half year ending -31.03.2023:

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below: **NOT APPLICABLE**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(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:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-

Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(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:

Entity	Type of security (cash, shares etc.)	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II. Affirmations:

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.

Name & Designation

CEO / CFO

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company ; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.