

Secretarial Compliance Report of OSWAL AGRO MILLS LIMITED
for the year ended 31st March, 2019

(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019)

We, M/s CT & Company, Company Secretaries having our office at 612, Suryakiran Building, 19 KG Marg, Connaught Place, New Delhi - 110001, have examined:

- (a) all the documents and records made available to us and explanation provided by OSWAL AGRO MILLS LIMITED (the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the financial year ended 31st March, 2019)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable during the financial year ended 31st March, 2019)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the financial year ended 31st March, 2019)

Head Office: 612, Suryakiran Building, 19 KG Marg, Connaught Place, New Delhi - 110001

Branch Office: 19, 1st Floor, Feroze Gandhi Market, Ludhiana - 141001

Tel: +91-11-43550617, 23350617, E-mail: Shivam.garg@corporatetrust.in



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares Regulations, 2013; (Not applicable during the financial year ended 31st March, 2019)
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the financial year ended 31st March, 2019)

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
N.A.	N.A.	N.A.	N.A.

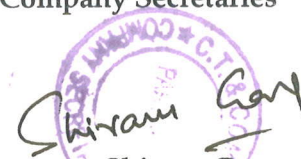
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any
N.A.	N.A.	N.A.	N.A.	N.A.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N.A.	N.A.	N.A.	N.A.	N.A.

For CT & Company
Company Secretaries



Shivam Garg
Partner

M. No. 44577, COP 16406

Place: New Delhi

Date: 27.05.2019