

# QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

[CLAUSE 49 OF THE LISTING AGREEMENT]

Name of the Company: OROSIL SMITHS INDIA LIMITED (Formerly known as Silver Smith India Ltd)

Quarter Ending on: March 31st, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-Executive Directors' Compensation & Disclosure	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		*See the Note
(A) Qualified and Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	*See the Note
V. Subsidiary Companies	49 (V)	N.A	Company do not have any material Non- Listed Indian Subsidiary
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	
(A) Related Party Transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	NA	Accounting Standards are duly complied with in preparation of Financial Statements
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, right issues, preferential issues etc.	49 (VIII I)	N.A	
IX. CEO/ CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

\*Note: Presently, Company has one Managing Director, One Whole Time Director, One Independent Director and a Secretary. We regret for the non-compliance occurred due to resignation of an Independent Director on a very short notice. Company is in process of appointing one more Independent Director.

For OROSIL SMITHS INDIA LIMITED  
(Formerly known as Silver Smith India Ltd)

Sd/-  
B K NARULA  
Managing Director