

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : OSWAL AGRO MILLS LIMITED

Quarter ending on : 31<sup>st</sup> March, 2012

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
I Board of Director	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	
(D) Code of Conduct	49(ID)	Yes	
II Audit Committee	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	
(E) Review of information by Audit Committee	49(IIE)	Yes	
III Subsidiary Companies	49(III)	N.A.	
IV Disclosures	49(IV)		
(A) Basis of related party transaction	49(IVA)	Yes	
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	
(C) Board Disclosures – Risk Management	49(IVC)	Yes	
(D) Proceeds from public issue, rights issues, Preferential issues etc.	49(IVD)	N.A.	
(E) Remuneration of Director	49(IVE)	Yes	
(F) Management	49(IVF)	Yes	
(G) Shareholders	49(IVG)(i)	Yes	
	49(IVG)(ii)	Yes	
	49(IVG)(iii)	Yes	
	49(IVG)(iv)	Yes	
V CEO/CFO Certification	49(V)	Yes	
VI Report on Corporate Governance	49(VI)		
	49(VI) (i)	Yes	
	49(VI) (ii)	Yes	
VII Compliance	49 (VII)	Yes	