

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : OSWAL AGRO MILLS LIMITED

Quarter ending on : 31<sup>st</sup>March, 2015

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>II Board of Directors</b>	49II		
(A) Composition of Board	49II A	Yes	
(B) Independent Directors	49II B	Yes	
(C) Non-executive Directors' compensation & disclosures	49II C	Yes	
(D) Other provisions as to Board and Committees	49II D	Yes	
(E) Code of Conduct	49II E	Yes	
(F) Whistle Blower Policy	49II F	Yes	
<b>III Audit Committee</b>	49III	-	
(A) Qualified & Independent Audit Committee	49III A	Yes	
(B) Meeting of Audit Committee	49III B	Yes	
(C) Powers of Audit Committee	49III C	Yes	
(D) Role of Audit Committee	49III D	Yes	
(E) Review of information by Audit Committee	49III E	Yes	
<b>IV Nomination and Remuneration Committee</b>	49 IV	No	
<b>V Subsidiary Companies</b>	49 V	N.A.	
<b>VI Risk Management</b>	49 VI	Yes	
<b>VII Related Party Transactions</b>	49 VII	Yes	
<b>VIII Disclosures</b>	49 VIII	-	
(A) Related party transaction	49 VIII A	Yes	
(B) Disclosure of Accounting Treatment	49 VIII B	Yes	
(C) Remuneration of Directors	49 VIII C	No	
(D) Management	49 VIII D	Yes	
(E) Shareholders	49 VIII E	Yes	
(F) Proceeds from public issues, right issue, preferential issues, etc	49 VIII F	N.A.	
<b>IX CEO/CFO Certification</b>	49 IX	Yes	
<b>X Report on Corporate Governance</b>	49 X	Yes	
<b>XI Compliance</b>	49 XI	Yes	