

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : OSWAL AGRO MILLS LIMITED

Quarter ending on : 31st December, 2010

| Particulars | | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--------------------|---|------------------------------------|---------------------------------|----------------|
| 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 | | | |
| IV | Disclosures | 49(III) | N.A. | |
| | (A) Basis of related party transaction | 49(IV) | | |
| | (B) Disclosure of Accounting Treatment | 49(IVA) | Yes | |
| | (C) Board Disclosures – Risk Management | 49(IVB) | Yes | |
| | (D) Proceeds from public issue, rights issues, Preferential issues etc. | 49(IVC) | Yes | |
| | (E) Remuneration of Director | 49(IVD) | N.A. | |
| | | 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 | | | |

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| | 49 (VI) | Yes | |
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