



C T & COMPANY

Company Secretaries

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

RECONCILIATION OF SHARE CAPITAL AUDIT

We have examined all the relevant Books, Registers, Forms, Documents, and other Papers maintained by **M/s Oswal Agro Mills Limited**, a company incorporated under the Companies Act, 1956, having its Registered office at Near Jain Colony, Vijay Nagar, Daba Road, Ludhiana-141003, Punjab and Head Office at 7th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi-110001 (herein referred to as the Company) for the purpose of issuing this Certificate in accordance to Circular No. D&CC/FITCC/CIR-16/2002 dated December 31, 2002, issued by the Securities and Exchange Board of India.

Also, wherever required, reliance has been placed on the periodical Compliance Report/Information furnished by the Share Transfer Agent (STA) appointed by the Company pursuant to SEBI's circular No. D&CC/FITCC/CIR-15/2002 dated 27.12.2002.

In our opinion and to the best of our knowledge and according to information and explanations given to us and based on such verifications as considered necessary, we hereby certify that:

| | | |
|----|---------------------------|--|
| 1. | For Quarter Ended | December 31, 2015 |
| 2. | ISIN | INE 142A01012 |
| 3. | Face value | Rs. 10/- |
| 4. | Name of the Company | Oswal Agro Mills Limited |
| 5. | Registered office address | Near Jain Colony, Vijay Nagar, Daba Road, Ludhiana-141003, Punjab |
| 6. | Correspondence address | 7 th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi-110001 |

| | | | |
|-----|--|---|---------------------------|
| 7. | Telephone and Fax Nos. | Ph: 011-23737340, 23715242 Fax: 011-23716276 | |
| 8. | E Mail address | rpiolly@oswalfertcom | |
| 9. | Names of stock exchanges where the Company's securities are listed | (i) National Stock Exchange (ii) Ahmedabad Stock Exchange (iii) Calcutta Stock Exchange (iv) U.P. Stock Exchange (v) Bombay Stock Exchange (vi) Delhi Stock Exchange (vii) Chennai Stock Exchange | |
| | | Number of shares | % of total Issued Capital |
| 10. | Issued Capital | 13,42,34,776 | 100.00% |
| 11. | Listed Capital (Exchange-wise) | 13,42,34,776 | 100.00% |
| 12. | Unlisted Capital | ** | ** |
| 13. | Total No. of Shares | 13,42,34,776 | 100.00% |
| 14. | Held in dematerialised form in CDSL | 6,50,87,496 | 48.49% |
| 15. | Held in dematerialised form in NSDL | 4,17,81,604 | 31.12% |
| 16. | Physical | 2,73,65,676 | 20.39% |
| 17. | Total number of shares (14+15+16) | 13,42,34,776 | 100.00% |
| 18. | Reasons for difference, if any, between (10&11), (10&17) and (11&17) | Not Applicable | |

** Note: The Total Capital of the Company is listed only with Bombay Stock Exchange and listing of 37500000 equity shares of the company pending with National Stock Exchange.

19. Certifying the details of change in share capital during the quarter under consideration as per table below:

| Particulars *** | No. of shares | Applied/ Not Applied for listing | Listed on Stock Exchanges (Specify names) | Whether intimated to CDSL | Whether intimated to NSDL | In-prin. appr. Pending for SE (Specify names) |
|-----------------|---------------|----------------------------------|---|---------------------------|---------------------------|---|
| | | | -----NIL----- | | | |

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buy Back, Capital Reduction, Forfeiture, Any other (to specify).

| | | |
|-----|---|---------------------|
| 20. | Register of Members is updated (Yes/ No) | Yes, Electronically |
| 21. | Reference of previous quarter with regard excess dematerialised shares, if any | NIL |
| 22. | Has the Company resolved the matter mentioned in point no. 18 above in the current quarter? If not, reason why? | N.A. |

23. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

| Total No. of demat requests | No. of requests | No. of shares | Reasons for delay |
|------------------------------|-----------------|---------------|-------------------|
| Confirmed after 21 Days | ----- | -----Nil----- | ----- |
| Pending for more than 21Days | ----- | -----Nil----- | ----- |

| | | |
|-----|--|---|
| 24. | Name, Telephone & Fax No. of the Compliance Officer of the Company | Mr. Rajendra Pal Jolly Company Secretary Compliance Officer Telephone No. 011-23715242, 23737340 |
|-----|--|---|

| | | |
|-----|---|--|
| | | Fax No. 011-23716276 |
| 25. | Name, Address, Tel. & Fax No. Regn. No. of the Auditor/Company Secretary | CT & Company (Company Secretaries) 612, Suryakiran Bulding, 19 K G Marg, Connaught Place, New Delhi 110001 Contact No. : +91-9463501101 Email: bharti.makhija@r-arora.com |
| 26. | Appointment of common agency for share registry work. If yes, name and address | Skyline Financial services Private Limited D-153/A, Okhla Industrial Area, Phase-I, New Delhi-110020 Ph: 011-26812682 Fax: 011-26292683 |
| 27. | Any other detail that the auditor may like to provide (e.g. BIFR company, delisting from SE, company changed its name etc.) | NIL |

FOR CT & COMPANY

COMPANY SECRETARIES

Bharti Makhija

Bharti Makhija

(Partner)

ACS- 34871 COP- 14155

Date: 12.01.2016

Place: Ludhiana