

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **Swan Energy Limited**

Quarter Ending on : **31<sup>st</sup> December, 2010**

| Particulars   | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks |
|---|-----------------------------|----------------------------|---------|
| 1   | 2                           | 3                          | 4       |
| I. Board of Directors                                   | 49 I                        |                            |         |
| (A) Composition of Board                                | 49(IA)                      | Yes                        |         |
| (B) Non Executive Directors Compensation and disclosure | 49(IB)                      | Yes                        |         |
| (C) Independent Director                                | 49(IC)                      | Yes                        |         |
| (D) Board Procedure                                     | 49(ID)                      | Yes                        |         |
| (E) Code of Conduct                                     | 49(IE)                      | Yes                        |         |
| (F) Term of office of non-executive Directors           | 49(IF)                      | 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) Roll of Audit Committee                             | 49(IID)                     | Yes                        |         |
| (E) Review of Information by Audit Committee            | 49(IIE)                     | Yes                        |         |
| III. Audit Reports and Audit Qualifications             | 49(III)                     | Yes                        |         |
| IV. Whistle Blower Policy                               | 49(IV)                      | Yes                        |         |
| V. Subsidiary companies                                 | 49(V)                       | Yes                        |         |
| VI. Disclosure of Contingent liabilities                | 49(VI)                      | Yes                        |         |
| VII. Disclosures  | 49(VII)                     |                            |         |
| (A) Basis of related party transactions                 | 49(VIIA)                    | Yes                        |         |
| (B) Board Disclosures                                   | 49(VIIB)                    | Yes                        |         |
| (C) Proceeds from Initial Public offerings              | 49(VIIC)                    | N.A.                       |         |
| (D) Remuneration of Directors                           | 49(VIID)                    | Yes                        |         |
| (E) Management  | 49(VIIE)                    | Yes                        |         |
| (F) Share holders                                       | 49(VIIF)                    | Yes                        |         |
| VIII. CEO/CFO Certification                             | 49(VIII)                    | Yes                        |         |
| IX. Report on Corporate Governance                      | 49 (IX)                     | Yes                        |         |
| X. Compliance   | 49 (X)                      | Yes                        |         |

**For Swan Energy Ltd**  
(formerly, Swan Mills Limited)



*Arun Agarwal*

(Arun Agarwal)  
Compliance Officer