

**Quarterly Compliance Report on Corporate Governance**

Name of the Company : Upper Ganges Sugar & Industries Ltd.  
 Quarter ending on : 31<sup>st</sup> March, 2010

Particulars		Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I.</b>	<b>Board of Directors</b>	49I		
	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.	
<b>II.</b>	<b>Audit Committee</b>			
	A) Qualified & Independent Audit Committee	49(II A)	Yes.	
	B) Meeting of Audit Committee	49(II B)	Yes.	
	C) Powers of Audit Committee	49(II C)	Yes.	
	D) Role of Audit Committee	49(II D)	Yes.	
	E) Review of Information by Audit Committee	49(II E)	Yes.	
<b>III.</b>	<b>Subsidiary Companies</b>	49(III)	Yes	
<b>IV.</b>	<b>Disclosures</b>	49(IV)		
	A) Basis of related party transactions	49(IVA)	Yes.	
	B) Disclosure of Accounting Treatment	49(IVB)	Yes.	
	C) Board Disclosures – Risk Management	49(IVC)	Yes.	
	D) Proceeds from public issues, rights issues, preferential issues, etc.	49(IVD)	N.A.	Necessary disclosure will be made as and when any issue is made.
	E) Remuneration of Directors	49(IVE)	Yes.	Has been complied with in the Annual Report of 2008-09 and shall continue to be complied with in future, too.
	F) Management Discussion and Analysis Report (MDA)	49(IVF)	Yes.	Has been complied with in the Annual Report of 2008-09 and shall continue to be complied with in future, too.
	G) Shareholders	49(IVG)	Yes.	All required disclosures to shareholders are being made either through Annual Report and /or press publication and/or through intimation to Stock exchange and /or uploading the required disclosures on the website of the Company/Stock Exchange. The Company shall continue to do so in future as well.

V.	<b>CEO/CFO Certification</b>	49(V)	Yes	CEO/CFO Certificate has been put up in the meeting of the Board of Directors of the Company held on 28 <sup>th</sup> August, 2009 and shall likewise continued to be placed in the future Board Meetings also to be held for consideration of Annual Accounts.
VI.	<b>Report on Corporate Governance</b>	49(VI)	Yes	Has been complied with in the Annual Report of 2008-09 and shall continue to be complied with in future, too.
VII.	<b>Compliance</b>	49(VII)	Yes	Has been complied with in the Annual Report of 2008-09 and shall continue to be complied with in future, too.

For Upper Ganges Sugar & Industries Ltd.

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Assistant Company Secretary