

## Quarterly Compliance Report on Corporate Governance

Name of the Company : The Oudh Sugar Mills Limited  
 Quarter ending on : 31<sup>st</sup> December, 2014

| Particulars                                      |   | Clause of Listing agreement | Compliance Status Yes/No | Remarks                                    |
|--|---|-----------------------------|--------------------------|--|
| <b>II. Board of Directors</b>                    |   | 49(II)                      |                          |  |
| A)   | Composition of Board  | 49(IIA)                     | Yes.                     |  |
| B)   | Independent Directors   | 49(II B)                    | Yes                      |  |
| C)   | Non-executive Directors' compensation & disclosures                   | 49(II C)                    | Yes.                     |  |
| D)   | Other provisions as to Board and Committees                           | 49(II D)                    | Yes.                     |  |
| E)   | Code of Conduct   | 49(II E)                    | Yes.                     |  |
| F)   | Whistle Blower Policy   | 49(II F)                    | Yes.                     |  |
| <b>III. Audit Committee</b>                      |   | 49(III)                     |                          |  |
| A)   | Qualified & Independent Audit Committee                               | 49(III A)                   | Yes.                     |  |
| B)   | Meeting of Audit Committee  | 49(III B)                   | Yes.                     |  |
| C)   | Powers of Audit Committee   | 49(III C)                   | Yes.                     |  |
| D)   | Role of Audit Committee   | 49(III D)                   | Yes.                     |  |
| E)   | Review of Information by Audit Committee                              | 49(III E)                   | Yes.                     |  |
| <b>IV. Nomination and Remuneration Committee</b> |   | 49(IV)                      | Yes.                     |  |
| <b>V. Subsidiary Companies</b>                   |   | 49(V)                       | Yes                      |  |
| <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 transactions  | 49(VIII A)                  | Yes.                     | Will be complied in the next Annual Report |
| B)   | Disclosure of Accounting Treatment                                    | 49(VIII B)                  | Yes                      | Will be complied in the next Annual Report |
| C)   | Remuneration of Directors   | 49(VIII C)                  | Yes.                     | Will be complied in the next Annual Report |
| D)   | Management  | 49(VIII D)                  | Yes.                     | Will be complied in the next Annual Report |
| E)   | Shareholders  | 49(VIII E)                  | Yes.                     | Will be complied in the next Annual Report |
| F)   | Proceeds from public issues, rights issues, preferential issues, etc. | 49(VIII F)<br>(VIII F)      | N.A.                     |  |
| <b>IX. CEO/CFO Certification</b>                 |   | 49(IX)                      | Yes                      | Will be complied in the next Annual Report |
| <b>X. Report on Corporate Governance</b>         |   | 49(X)                       | Yes                      | Will be complied in the next Annual Report |
| <b>XI. Compliance</b>                            |   | 49(XI)                      | Yes                      | Will be complied in the next Annual Report |

For The Oudh Sugar Mills Limited



Anand Sharma  
Company Secretary