

## Quarterly Compliance Report on Corporate Governance

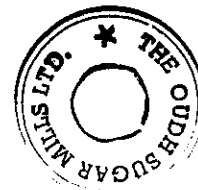
**Name of the Company** : The Oudh Sugar Mills Limited  
**Quarter ending on** : 31<sup>st</sup> March, 2015


| 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(IIIB)                    | Yes.                     |  |
| C)   | Non-executive Directors' compensation & disclosures | 49(IIC)                     | Yes.                     |  |
| D)   | Other provisions as to Board and Committees         | 49(IID)                     | Yes.                     |  |
| E)   | Code of Conduct                                     | 49(IIE)                     | Yes.                     | Complied in the Annual Report of 2013-14 and will be reported in Annual Report of 2014-15. |
| F)   | Whistle Blower Policy                               | 49(IIF)                     | Yes.                     |  |
| <b>III. Audit Committee</b>                      |   | 49(III)                     |                          |  |
| A)   | Qualified & Independent Audit Committee             | 49(IIIA)                    | Yes.                     |  |
| B)   | Meeting of Audit Committee                          | 49(IIIB)                    | Yes.                     |  |
| C)   | Powers of Audit Committee                           | 49(IIIC)                    | Yes.                     |  |
| D)   | Role of Audit Committee                             | 49(IIID)                    | Yes.                     |  |
| E)   | Review of Information by Audit Committee            | 49(IIIE)                    | 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(VIIIA)                   | Yes.                     | There are no material related party transactions.  |
| B)   | Disclosure of Accounting Treatment                  | 49(VIIIB)                   | Yes.                     | Complied in the Annual Report of 2013-14 and will be reported in Annual Report of 2014-15. |
| C)   | Remuneration of Directors                           | 49(VIIIC)                   | Yes.                     | Complied in the Annual Report of 2013-14 and will be reported in Annual Report of 2014-15. |
| D)   | Management  | 49(VIIID)                   | Yes.                     | Complied in the Annual Report of 2013-14 and will be reported in Annual Report of 2014-15. |



|     |   |            |      |  |
|-----|---|------------|------|--|
| E)  | Shareholders  | 49(VIII E) | Yes. | Complied in the Annual Report of 2013-14 and will be reported in Annual Report of 2014-15. |
| F)  | Proceeds from public issues, rights issues, preferential issues, etc. | 49(VIII F) | Yes  | Necessary disclosure will be made as and when any issue is made.                           |
| IX. | <b>CEO/CFO Certification</b>  | 49(IX)     | Yes  | Complied in the Annual Report of 2013-14 and will be reported in Annual Report of 2014-15. |
| X.  | <b>Report on Corporate Governance</b>                                 | 49(X)      | Yes  | Complied in the Annual Report of 2013-14 and will be reported in Annual Report of 2014-15. |
| XI. | <b>Compliance</b>   | 49(XI)     | Yes  | Complied in the Annual Report of 2013-14 and will be reported in Annual Report of 2014-15. |

For The Oudh Sugar Mills Limited



  
Anand Sharma  
Company Secretary