

**Quarterly Compliance Report on Corporate Governance**

Name of the Company : The Oudh Sugar Mills Ltd.  
 Quarter ending on : 30<sup>th</sup> June, 2008

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>	49II		
	A) Qualified & Independent Audit Committee	49(IIA)	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(IV B)	Yes.	
	C) Board Disclosures	49(IV C)	Yes.	
	D) Proceeds from public issues, rights issues, preferential issues, etc.	49(IV D)	N.A.	The Company has filed draft Letter of Offer for Rights Issue with SEBI and The National Stock Exchange India Ltd. and Bombay Stock Exchange Ltd. on 24 <sup>th</sup> December, 2007. The Company has received In-principle Approval from NSE and BSE.
	E) Remuneration of Directors	49(IV E)	Yes.	Has been complied with in Annual Report (i.e. 2006-07)
	F) Management	49(IV F)	Yes.	Has been complied with in Annual Report (i.e. 2006-07)
	G) Shareholders	49(IV G)	Yes.	
<b>V.</b>	<b>CEO/CFO Certification</b>	49(V)	Yes	Has been complied at Meeting of Board of Directors held on 28.09.2007 for approving, inter alia, the Audited Financial Results of the Company for the year ended 30th June, 2007.
<b>VI.</b>	<b>Report on Corporate Governance</b>	49(VI)	Yes	Has been complied with in Annual Report (i.e. 2006-07).
<b>VII.</b>	<b>Compliance</b>	49(VII)	Yes	Has been complied with in Annual Report (i.e. 2006-07).

For The Oudh Sugar Mills Ltd,

  
 (Sanjay Mukherjee)  
 Company Secretary