

**Quarterly Compliance Report on Corporate Governance**

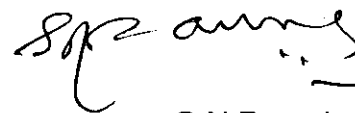
**Name of the Company** : **The Oudh Sugar Mills Ltd.**

**Quarter ending on** : **30<sup>th</sup> June, 2009**

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(IIB)	Yes.	
C)	Powers of Audit Committee	49(IIC)	Yes.	
D)	Role of Audit Committee	49(IID)	Yes.	
E)	Review of Information by Audit Committee	49(IIE)	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	49(IVC)	Yes.	
D)	Proceeds from public issues, rights issues, preferential issues, etc.	49(IVD)	Yes.	Proceeds from the Rights Issue of September 2008 have been utilised for repayment of the Loan Liability of State Bank of India as contemplated in the Letter of Offer.
E)	Remuneration of Directors	49(IVE)	Yes.	Has been complied with in the Annual Report of 2007-08 and shall continue to be complied with in future, too.
F)	Management	49(IVF)	Yes.	Has been complied with in the Annual Report of 2007-08 and shall continue to be complied with in future, too.

Particulars		Clause of Listing agreement	Compliance Status Yes/No	Remarks
	G) Shareholders	49(IVG)	Yes.	Has been complied with in the Annual Report of 2007-08 and shall continue to be complied with in future, too.
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 26 <sup>th</sup> August, 2008 and shall likewise be continued to be placed in the future Board Meetings 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 2007-08 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 2007-08 and shall continue to be complied with in future, too.

For The Oudh Sugar Mills Ltd.



G N Pareek  
Company Secretary