

Quarterly Compliance Report on Corporate Governance

Name of the Company : The Oudh Sugar Mills Ltd.

Quarter ending on : 30th September, 2009

| Particulars | | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|-------------|--|-----------------------------|--------------------------|---|
| I. | Board of Directors | 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. | |
| II. | Audit Committee | 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. | |
| III. | Subsidiary Companies | 49(III) | Yes | |
| IV. | Disclosures | 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. | The Company has fixed September 24, 2009 to 22 nd October, 2009 as Warrant Exercise Period. Upto the quarter ended 30 th September, 2009 the Company has not received any payment towards warrant conversion. |
| | 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 | 49(IVF) | Yes. | Has been complied with in the Annual Report of 2008-09 and shall continue to be complied with in future, too. |

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|-------------|--------------------------------|-----------------------------|--------------------------|---|
| | 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 require disclosures on the website of the Company/Stock Exchange. The Company shall continue to do so in future as well. |
| V. | CEO/CFO Certification | 49(V) | Yes | CEO/CFO Certificate has been put up in the meeting of the Board of Directors of the Company held on 25 th August, 2009 and shall likewise be continued to be placed in the future Board Meetings to be held for consideration of Annual Accounts. |
| VI. | Report on Corporate Governance | 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. | Compliance | 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 The Oudh Sugar Mills Ltd.


G N Pareek
Company Secretary