

## Quarterly Compliance Report on Corporate Governance

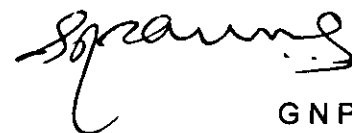
Name of the Company : The Oudh Sugar Mills Ltd.

Quarter ending on : 30<sup>th</sup> June, 2011

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- Risk Management	49(IVC)	Yes.	
	D) Proceeds from public issues, rights issues, preferential issues, etc.	49(IVD)	Yes.	The Company is raising Rs. 50 crores by the issue of Cumulative Redeemable Preference Shares to select body corporates. The Company has received confirmation that the entire amount would be subscribed and has also received in advance Rs. 37.50 crore.
	E) Remuneration of Directors	49(IVE)	Yes.	Has been complied with in the Annual Report of 2009-10 and shall continue to be complied with in future, too.

Particulars		Clause of Listing agreement	Compliance Status Yes/No	Remarks
F)	Management Discussion and Analysis Report (MDA)	49(IVF)	Yes.	Has been complied with in the Annual Report of 2009-10 and shall continue to be complied with in future, too.
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 required 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 27 <sup>th</sup> August, 2010 and shall likewise continued to be placed in the future Board Meetings also 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 2009-10 and shall continue to be complied with in future, too.
VII	Compliance	49(VII)	Yes	Has been complied with in the Annual Report of 2009-10 and shall continue to be complied with in future, too.

For The Oudh Sugar Mills Ltd.


G N Pareek  
Company Secretary