

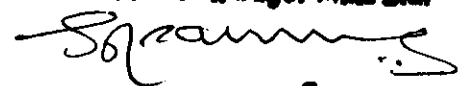
Quarterly Compliance Report on Corporate Governance

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

Quarter ending on : **30th September, 2011**

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- Risk Management	49(IVC)	Yes.	
	D) Proceeds from public issues, rights issues, preferential issues, etc.	49(IVD)	Yes.	During the quarter the Company had issued and allotted 5,00,00,000 Cumulative Redeemable Preference Shares of Rs. 10 each aggregating to an issue price of Rs. 50 Crores. The entire subscription money has been received by the Company by 10 th August, 2011.
	E) Remuneration of Directors	49(IVE)	Yes.	Has been complied with by making required disclosure in the Annual Report of 2009-10 and shall continue to be so complied with in future, too.

For The Oudh Sugar Mills Ltd.



Secretary

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Particulars		Clause of Listing agreement	Compliance Status Yes/No	Remarks
F)	Management Discussion and Analysis Report (MDA)	49(IVF)	Yes.	Has been complied with by making required disclosure in the Annual Report of 2009-10 and shall continue to be so complied with in future, too.
G)	Shareholders	49(IVG)	Yes.	All required disclosures to share- holders 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 10 th August, 2011 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 so 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