

**Quarterly Compliance Report on Corporate Governance**

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

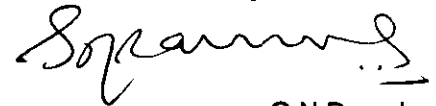
**Quarter ending on** : 30<sup>th</sup> June, 2012

| 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.                     | Necessary disclosure will be made as and when any issue is made.   |
|             | E) Remuneration of Directors   | 49(IVE)                     | Yes.                     | Has been complied with by making required disclosure in the Annual Report of 2010-11 and shall continue to be so complied with in future, too. |
|             | F) Management Discussion and Analysis Report (MDA)                       | 49(IVF)                     | Yes.                     | Has been complied with by making required disclosure in the Annual Report of 2010-11 and shall continue to be so complied with in future, too. |

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| Particulars |                                | Clause of Listing agreement | Compliance Status Yes/No | Remarks  |
|-------------|--------------------------------|-----------------------------|--------------------------|--|
|             | 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 10 <sup>th</sup> 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 2010-11 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 2010-11 and shall continue to be complied with in future, too.  |

For The Oudh Sugar Mills Ltd.



G N Pareek  
Company Secretary