

Annexure

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: Udaipur Cement Works Limited

Quarter Ending: 30th September 2011

<u>Particulars</u>	<u>Clause of Listing Agreement</u>	<u>Compliance of Status Yes/ No</u>	<u>Remarks</u>
I. Board of Directors	49(I)		
(A) Composition of Board	49(IA)	Yes	
(B) Non Executive Directors' compensation & disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committee	49(IC)	Yes	
(D) Code of Conduct	49(ID)	Yes	
II. Audit Committee	49(II)		
(A) Qualified and Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(II B)	Yes	
(C) Powers of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of Information by Audit Committee	49(II E)	Yes	
III. Subsidiary Companies	49(III)	N.A.	
IV. Disclosures	49(IV)		
(A) Basis of related party transactions	49(IVA)	Yes	
(B) Disclosures of Accounting Treatment	49(IV B)	Yes	
(C) Board Disclosures	49(IV C)	Yes	
(D) Proceeds from public issues, right issues, preferential issues etc.	49(IV D)	N.A.	
(E) Remuneration of Directors	49(IV E)	Yes	
(F) Management	49(IV F)	Yes	
(G) Shareholders	49(IV G)	Yes	
V. CEO/ CFO Certification	49(V)	Yes*	
VI. Report on Corporate Governance	49(VI)	Yes	
VII Compliance	49(VII)	Yes	

*CEO/CFO Certification- The Certificate is provided to the Board by the Whole-time Director & Secretary of the Company in the absence of a designated CEO/CFO.

For UDAIPUR CEMENT WORKS LIMITED


(Vinita Marwaha)
Director