

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

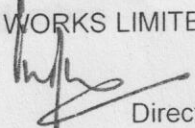
Name of the Company: Udaipur Cement Works Limited

Quarter Ending: 31st December 2010

Particulars	Clause of Listing Agreement	Compliance of Status Yes/ No	Remarks
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)	*	
II. Audit Committee	49(II)		
(A) Qualified and Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	*	
(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)	N.A.	
IV. Disclosures	49(IV)		
(A) Basis of related party transactions	49(IVA)	Yes	
(B) Disclosures of Accounting Treatment	49(IVB)	Yes	
(C) Board Disclosures	49(IVC)	*	
(D) Proceeds from public issues, right issues, preferential issues etc.	49(IVD)	N.A.	
(E) Remuneration of Directors	49(IVE)	Yes	
(F) Management	49(IVF)	Yes	
(G) Shareholders	49(IVG)	Yes	
V. CEO/ CFO Certification	49(V)	*	
VI. Report on Corporate Governance	49(VI)	Yes	
VII Compliance	49(VII)	Yes	

* As already informed to the Stock Exchanges in detail from time to time, on the basis of audited Annual Accounts for the year ended 31st March 2002, the Company became a sick industrial Company within the meaning of section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 and the operations of the Company's plant continues to remain temporarily suspended w.e.f. 01.04.2002. As earlier informed, the Company had submitted a Draft Rehabilitation Scheme (DRS) with BIFR and the Hon'ble BIFR has now sanctioned the same at its hearing held on 24.11.2010. Certified copy of the Order is awaited.

For UDAIPUR CEMENT WORKS LIMITED


Director