

**Annexure**

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company: Udaipur Cement Works Limited**

**Quarter Ending: 31<sup>st</sup> December 2011**

<u>Particulars</u>	<u>Clause of Listing Agreement</u>	<u>Compliance of Status Yes/ No</u>	<u>Remarks</u>
<b>I. Board of Directors</b>	<b>49(I)</b>		
(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	
<b>II. Audit Committee</b>	<b>49(II)</b>		
(A) Qualified and 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. Subsidiary Companies</b>	<b>49(III)</b>	N.A.	
<b>IV. Disclosures</b>	<b>49(IV)</b>		
(A) Basis of related party transactions	49(IVA)	Yes	
(B) Disclosures of Accounting Treatment	49(IVB)	Yes	
(C) Board Disclosures	49(IVC)	Yes	
(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	
<b>V. CEO/ CFO Certification</b>	<b>49(V)</b>	Yes*	
<b>VI. Report on Corporate Governance</b>	<b>49(VI)</b>	Yes	
<b>VII Compliance</b>	<b>49(VII)</b>	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

  
(Vinit Marwaha)  
Director