

UTTAM SUGAR MILLS LIMITED

Registered Office :- Village Libberheri, Roorkee, District -Haridwar, Uttarakhand – 247667

Corp. Office - A-2E, IIIrd Floor, CMA Tower, Sector 24, Noida – 201 301 (Uttar Pradesh)

Email :- gramarathnam_uttam@yahoo.com

CIN:- L99999UR1993PLC032518

Website :-www.uttamsugar.in

Corporate Governance Report

1. Name of Listed Entity : Uttam Sugar Mills Limited
2. Quarter ending : 31.03.2020

I. Composition of Board of Directors														
Title (Mr./Ms.)	Name of the Directors	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee)	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment in the current term	Date of cessation	Tenure*	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Raj Kumar Adlakha	PAN-AJZPK7896C DIN-00133256	Managing Director	22-01-1956	-	-	28.07.1998	01.04.2018	-	-	1	-	Nil	Nil
Mr.	Ashok Kumar Agarwal	PAN - AAMPA1736F DIN-05199585	Executive Director	09-03-1959	-	-	14.02.2012	01.01.2018	-	-	1	-	1	Nil
Mr.	Ramasamy Vasudevan	PAN-AACPV1125F DIN-00109908	Non-Executive Independent Director	27-04-1938	Yes	30.12.2015	04.01.2006	30.12.2015	-	5 Years and 3 Months	1	1	2	1
Mr.	Gurbachan Singh Matta	PAN-AAEPM6860C DIN-02612602	Non-Executive Independent Director	24-03-1948	-	-	12.09.2009	30.12.2015	-	5 Years and 3 Months	2	2	2	1
Mr.	Narendra Kumar Sawhney	PAN-AASPS8255P DIN-00109853	Non-Executive Independent Director	01-02-1942	Yes	20.09.2019	14.05.2015	20.09.2019	-	4 Years and 10 Months	1	1	2	Nil
Mrs.	Rutuja Rajendra More	PAN-AHJPM3620Q DIN-07201928	Non-Executive Independent Director	26-05-1969	-	-	05.06.2015	20.09.2019	-	4 Years and 9 Months	1	1	Nil	Nil
Mr.	Amir Singh Yadav	PAN-AAJPY5963F DIN-08481111	Nominee Director-PNB	11-07-1961	-	-	07.08.2019	07.08.2019	-	-	2	-	Nil	Nil

Whether Regular Chairperson appointed	Yes				
Whether Chairperson is related to managing Director or CEO	Yes				
* Note: Tenure of Independent Director is calculated on the basis of period from which Independent Director is serving on the Board till the date of relevant quarter. (i.e. from the date of appointment of Director as Independent Director appointed as per the Companies Act, 2013 till March Quarter.)					
II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. Gurbachan Singh Matta (Chairperson) 2. Dr. Ramasamy Vasudevan 3. Mr. Narendra Kumar Sawhney 4. Mr. Ashok Kumar Agarwal	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director Executive Director	31.10.2009 28.03.2007 14.05.2015 30.05.2012	- - - -
2. Nomination & Remuneration Committee	Yes	1. Dr. Ramasamy Vasudevan (Chairperson) 2. Mr. Gurbachan Singh Matta 3. Mr. Narendra Kumar Sawhney	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director	04.01.2006 18.10.2010 11.11.2017	- - -
3. Stakeholders Relationship Committee	Yes	1. Dr. Ramasamy Vasudevan (Chairperson) 2. Mr. Gurbachan Singh Matta 3. Mr. Narendra Kumar Sawhney	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director	04.01.2006 27.05.2011 02.08.2018	- - -
III. Meeting of Board of Directors					
Date (s) of Meeting in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	No. of Directors Present	No. of Independent Directors Present	Maximum gap between any two consecutive (in number of days)
14 th November, 2019	14 th February, 2020	Yes	6	4	91 days
IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	No. of Directors Present	No. of Independent Directors Present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
A. <u>Audit Committee</u> 14 th February, 2020	Yes Present: 1. Mr. G. S. Matta 2. Dr. Ramasamy Vasudevan 3. Mr. Ashok Kumar Agarwal 4. Mr. N.K. Sawhney	4	3	14 th November, 2019	91 days
B. <u>Nomination & Remuneration Committee</u> -	-	-	-	-	-

C. Stakeholders Relationship Committee	Yes				
14 th February, 2020	1. Dr. Ramasamy Vasudevan 2. Mr. Gurbachan Singh Matta 3. Mr. N. K. Sawhney	3	3	14 th November, 2019	-

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	-NA-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders relationship Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

FOR UTTAM SUGAR MILLS LTD.

Sd/-

(G. RAMARATHNAM)
CHIEF – LEGAL AND CORPORATE AFFAIRS &
COMPANY SECRETARY

ANNEXURE II

Format to be submitted by listed entity at the end of the Financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
As per regulation 46(2) of the LODR:		
Details of business	Yes	www.uttamsugar.in
Terms and conditions of appointment of independent directors	Yes	www.uttamsugar.in
Composition of various committees of board of directors	Yes	www.uttamsugar.in
Code of conduct of board of directors and senior management personnel	Yes	www.uttamsugar.in
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.uttamsugar.in
Criteria of making payments to non-executive directors	Yes	Disclosed in the Annual report
Policy on dealing with related party transactions	Yes	www.uttamsugar.in
Policy for determining 'material' subsidiaries	N.A.	www.uttamsugar.in
Details of familiarization programmes imparted to independent directors	Yes	www.uttamsugar.in
email address for grievance redressal and other relevant details	Yes	www.uttamsugar.in
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.uttamsugar.in
Financial results	Yes	www.uttamsugar.in
Shareholding pattern	Yes	www.uttamsugar.in
Details of agreements entered into with the media companies and/or their associates	N.A.	Company has not entered into any agreement with the media companies and/or their associates.
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A.	Company has not organized any Schedule of analyst or institutional investor meet and has also not made any presentations to analysts or institutional investors
New name and the old name of the listed entity	N.A.	Company has not changed its name in last 1 year
Advertisements as per regulation 47 (1)	Yes	www.uttamsugar.in
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.uttamsugar.in
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	Company is not having any subsidiary
As per other Regulations of the LODR		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.uttamsugar.in
Materiality Policy as per Regulation 30	Yes	www.uttamsugar.in
Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	Company is not falling in top 500 Listed Companies
It is certified that these contents on the website of the listed entity are correct.		
II. Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	Yes
<i>Board composition</i>	<i>17(1), 17(1A) & 17(1B)</i>	Yes
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes
<i>Quorum of board meeting</i>	<i>17(2A)</i>	Yes
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes

<i>Plans for orderly succession for appointments</i>	17(4)	No, Plans not drawn up
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A
<i>Meeting of Risk Management Committee</i>	21 (3A)	N.A
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),1(A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25 (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	N.A.
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

~~The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - N.A~~

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Sd/-

(G. RAMARATHNAM)

**CHIEF – LEGAL AND CORPORATE AFFAIRS &
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