

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

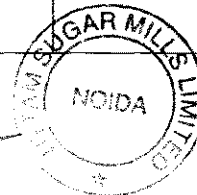
CIN:- L99999UR1993PLC032518

Website :-www.uttamsugar.in

Corporate Governance Report

1. Name of Listed Entity : Uttam Sugar Mills Limited
2. Quarter ending : 31.12.2018

| I. Composition of Board of Directors | | | | | | | | |
|---|--------------------------|-------------------------------------|---|---|---------|---|---|---|
| Title (Mr./ Ms.) | Name of the Directors | PAN/ DIN | Category (Chairperson/ Executive/ Non- Executive/ Independent / Nominee | Date of Appointment in the current term / cessation | Tenure* | No. of 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 | 01.04.2018 | - | 1 | Nil | Nil |
| Mr. | Ashok Kumar Agarwal | PAN - AAMPA1736F DIN-05199585 | Executive Director | 01.01.2018 | - | 1 | 1 | Nil |
| Mr. | Ramasamy Vasudevan | PAN-AACPV1125F DIN-00109908 | Non- Executive Independent Director | 30.12.2015 | 4 Years | 1 | 2 | 1 |
| Mr. | Gurbachan Singh Matta | PAN-AAEPM6860C DIN-02612602 | Non- Executive Independent Director | 30.12.2015 | 4 Years | 2 | 2 | 1 |



| | | | | | | | | |
|------|------------------------|--------------------------------|------------------------------------|------------|----------------------|---|-----|-----|
| Mr. | Narendra Kumar Sawhney | PAN-AASPS8255P DIN-00109853 | Non-Executive Independent Director | 14.05.2015 | 3 Years and 7 Months | 1 | 1 | Nil |
| Mrs. | Rutuja Rajendra More | PAN-AHJPM3620Q DIN-07201928 | Non-Executive Independent Director | 05.06.2015 | 3 Years and 6 Months | 1 | Nil | Nil |

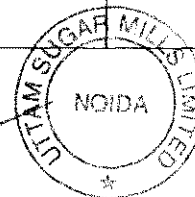
** Note: Tenure of Independent Director is calculated on the basis of period from which Independent Director is serving on the Board till the date of relevant quarter. (i.e. from the date of appointment of Director as Independent Director appointed as per Companies Act, 2013 till December Quarter.)*

II. Composition of Committees

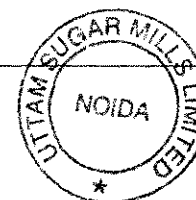
| Name of Committee | Name of Committee members | Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee) |
|--|--|--|
| 1. Audit Committee | 1. Mr. Gurbachan Singh Matta (Chairperson) 2. Dr. Ramasamy Vasudevan 3. Mr. Narendra Kumar Sawhney 4. Mr. Ashok Kumar Agarwal | Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director Executive Director |
| 2. Nomination & Remuneration Committee | 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 |
| 3. Stakeholders Relationship Committee | 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 |

III. Meeting of Board of Directors

| Date of Meeting in the previous quarter | Date (s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|--|--|---|
| 10 th July, 2018 02 nd August, 2018 | 12 th November, 2018 | 22 days 101 days |



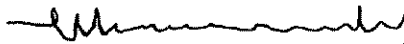
| IV. Meeting of Committees | | | |
|---|---|--|---|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| A. <u>Audit Committee</u> 12 th November, 2018 | Yes <u>Present:</u> 1. Mr. G. S. Matta 2. Dr. Ramasamy Vasudevan 3. Mr. Ashok Kumar Agarwal 4. Mr. N.K. Sawhney | 10 th July, 2018 02 nd August, 2018 | 22 days 101 days |
| B. <u>Nomination & Remuneration Committee</u> - | - | - | - |
| C. <u>Stakeholders Relationship Committee</u> 12 th November, 2018 | 1. Dr. Ramasamy Vasudevan (Chairperson) 2. Mr. Gurbachan Singh Matta 3. Mr. N.K. Sawhney | 02 nd August, 2018 | - |
| 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.



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

