

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 : 30.09.2016

| 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 Adlakhia | PAN-AJZPK7896C DIN-00133256 | Managing Director | 30.12.2015 | - | 1 | Nil | Nil | |
| Mr. | Ashok Kumar Agarwal | PAN -AAMPA1736F DIN-05199585 | Executive Director | 15.12.2014 | - | 1 | 1 | Nil | |
| Mr. | Ramasamy Vasudevan | PAN-AACP1125F DIN-00109908 | Non- Executive Independent Director | 30.12.2015 | 1 year and 9 Months | 1 | 2 | 1 | |
| Mr. | Gurbachan Singh Matta | PAN-AAEPM6860C DIN-02612602 | Non- Executive Independent Director | 30.12.2015 | 1 year and 9 Months | 2 | 2 | 1 | |

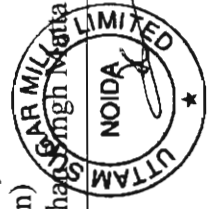


| | | | | | | | | |
|------|------------------------|--------------------------------|------------------------------------|------------|--------------------|---|-----|-----|
| Mr. | Binod Kumar | PAN-AAYPK3336R DIN-07361689 | Non-Executive Nominee Director | 13.02.2016 | - | 2 | Nil | Nil |
| Mr. | Kumar Neel Lohit | PAN-AARPL5992M DIN-06504417 | Non-Executive Nominee Director | 16.04.2014 | - | 1 | Nil | Nil |
| Mr. | Narendra Kumar Sawhney | PAN-AASPS8255P DIN-00109853 | Non-Executive Independent Director | 14.05.2015 | 1 year and 4 Month | 1 | 1 | Nil |
| Mrs. | Rutuja Rajendra More | PAN-AHJPM3620Q DIN-07201928 | Non-Executive Independent Director | 05.06.2015 | 1 year and 3 Month | 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 September 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. Binod Kumar | Non-Executive Independent Director Non-Executive Independent Director Non-Executive Nominee Director |
| 3. Stakeholders Relationship Committee | 1. Dr. Ramasamy Vasudevan (Chairperson) 2. Mr. Gurbachan Singh Matta | 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 relative quarter | Maximum gap between any two consecutive (in number of days) | |
| 14 th May, 2016 | 11 th August, 2016 | 88 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 |
| <u>A. Audit Committee</u> 11 th August, 2016 | Yes Present: 1 Mr. Gurbachan Singh Matta 2 Dr. Ramasamy Vasudevan 3 Mr. Ashok Kumar Agarwal | 14 th May, 2016 | 88 days |
| <u>B. Nomination & Remuneration Committee</u> 11 th August, 2016 | Yes Present: 1 Dr. Ramasamy Vasudevan 2 Mr. Gurbachan Singh Matta 3 Mr. Binod Kumar | 14 th May, 2016 | - |
| <u>B. Stakeholders Relationship Committee</u> 11 th August, 2016 | Yes Present: 1 Mr. Gurbachan Singh Matta 2 Dr. Ramasamy Vasudevan | 14 th May, 2016 | - |
| 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 requirement) Regulation, 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 responsibility as specified in SEBI (Listing obligations and disclosure requirements), Regulations, 2015.
4. The meetings of the board of directors and the above committee have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirement) Regulation, 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

ANNEXURE III

| Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year | | |
|--|--------------------------------------|---|
| I Affirmations | | |
| Broad heading | Regulation Number | Compliance status (Yes/No/NA)refer note below |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |

FOR UTTAM SUGAR MILLS LTD.



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