

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 : 30.09.2019

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Directors	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee)	Initial Date of Appointment	Date of Re-appointment in the current term	Date of cessation	Tenure*	Date of Birth	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	28.07.1998	01.04.2018	-	-	22-01-1956	1	-	Nil	Nil
Mr.	Ashok Kumar Agarwal	PAN - AAMPA1736F DIN-05199585	Executive Director	14.02.2012	01.01.2018	-	-	09-03-1959	1	-	1	Nil
Mr.	Ramasamy Vasudevan	PAN-AACPVI125F DIN-00109908	Non-Executive Independent Director	04.01.2006	30.12.2015	-	4 Years 9 Months	27-04-1938	1	1	2	1



Mr.	Gurbachan Singh Matta	PAN-AAEPM6860C DIN-02612602	Non-Executive Independent Director	12.09.2009	30.12.2015	-	4 Years 9 Months	24-03-1948	2	2	2	1
Mr.	Narendra Kumar Sawhney	PAN-AASPS8255P DIN-00109853	Non-Executive Independent Director	14.05.2015	20.09.2019	-	4 Years and 4 Months	01-02-1942	1	1	2	Nil
Mrs.	Rutuja Rajendra More	PAN-AHJPM3620Q DIN-07201928	Non-Executive Independent Director	05.06.2015	20.09.2019	-	4 Years and 3 Months	26-05-1969	1	1	Nil	Nil
Mr.	Amir Singh Yadav	PAN-AAJPY5963F DIN-08481111	Nominee Director-PNB	07.08.2019	07.08.2019	-	-	11-07-1961	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 Companies Act, 2013 till September 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	- - -
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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)
22 nd May, 2019	07 th August, 2019 10 th August, 2019	Yes Yes	6 6	4 4	76 days 2 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> 07 th August, 2019	Yes Present: 1. Mr. G. S. Matta 2. Dr. Ramasamy Vasudevan 3. Mr. Ashok Kumar Agarwal 4. Mr. N.K. Sawhney	4	3	22 nd May, 2019	76 days
B. <u>Nomination & Remuneration Committee</u> 07 th August, 2019	Yes 1. Dr. Ramasamy Vasudevan 2. Mr. Gurbachan Singh Matta 3. Mr. N.K. Sawhney	3	3	22 nd May, 2019	-
C. <u>Stakeholders Relationship Committee</u> 07 th August, 2019	Yes 1. Dr. Ramasamy Vasudevan 2. Mr. Gurbachan Singh Matta 3. Mr. N.K. Sawhney	3	3	22 nd May, 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.



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



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
Presence of Chairperson of the Stakeholder Relationship Committee at the annual general meeting	20 (3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with paraC of Schedule V	Yes

FOR UTTAM SUGAR MILLS LTD.



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