

# UTTAM SUGAR MILLS LIMITED

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

Corp. Office – A-2E, III<sup>rd</sup> Floor, CMA Tower, Sector 24, Noida – 201 301 (Uttar Pradesh)

Email :- [gramarathnam\\_uttam@yahoo.com](mailto:gramarathnam_uttam@yahoo.com)

CIN:- L99999UR1993PLC032518

Website :-[www.uttamsugar.in](http://www.uttamsugar.in)

## Corporate Governance Report

1. Name of Listed Entity : Uttam Sugar Mills Limited  
2. Quarter ending : 31.12.2017

<b>I. Composition of Board of Directors</b>								
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	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-AACPV1125F DIN-00109908	Non- Executive Independent Director	30.12.2015	3 Years	1	2	1
Mr.	Gurbachan Singh Matta	PAN-AAEPM6860C DIN-02612602	Non- Executive Independent Director	30.12.2015	3 Years	2	2	1



Mr.	Narendra Kumar Sawhney	PAN-AASPS8255P DIN-00109853	Non-Executive Independent Director	14.05.2015	2 years and 7 Months	1	1	Nil
Mrs.	Rutuja Rajendra More	PAN-AHJPM3620Q DIN-07201928	Non-Executive Independent Director	05.06.2015	2 years and 6 Months	1	Nil	Nil
Mr.	Anilkumar Rampriti Jaiswara	PAN- ACOPJ6859J DIN- 02593014	Non-Executive Nominee Director	13.12.2016 (Resigned w.e.f. 11.12.2017)	-	-	-	-
Mr.	Mukeshkumar Sureshchandra Dave	PAN- AAOPD1578L DIN-07708691	Non-Executive Nominee Director	10.02.2017 (Resigned w.e.f. 11.11.2017)	-	-	-	-

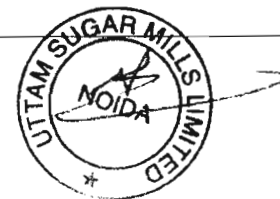
*\* Note: Tenure of Independent Director is calculated on the basis of period from which Independent Director is serving on the Board till the date of relevant quarter. (i.e. from the date of appointment of Director as Independent Director appointed as per Companies Act, 2013 till December Quarter. )*

## 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

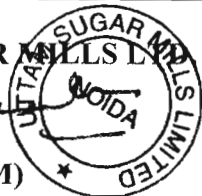


2. Nomination & Remuneration Committee	1. Dr. Ramasamy Vasudevan (Chairperson) 2. Mr. Gurbachan Singh Matta 3. Mr. Mukeshkumar S. Dave (Resigned w.e.f. 11.11.2017) 4. Mr. Narendra Kumar Sawhney	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Nominee Director Non-Executive Independent Director	
3. Stakeholders Relationship Committee	1. Dr. Ramasamy Vasudevan (Chairperson) 2. Mr. Gurbachan Singh Matta	Non-Executive Independent Director Non-Executive Independent Director	
<b>III. Meeting of Board of Directors</b>			
<b>Date of Meeting in the previous quarter</b>	<b>Date (s) of Meeting (if any) in the relative quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	
1) 15 <sup>th</sup> July, 2017 2) 7 <sup>th</sup> September, 2017	11 <sup>th</sup> November, 2017	53 days 64 days	
<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
<b>A. <u>Audit Committee</u></b>  11 <sup>th</sup> November, 2017	Yes  <b>Present:</b> 1 Mr. Gurbachan Singh Matta 2 Dr. Ramasamy Vasudevan 3 Mr. Ashok Kumar Agarwal 4 Mr. N.K. Sawhney	1) 15 <sup>th</sup> July, 2017 2) 7 <sup>th</sup> September, 2017	53 days 64 days
<b>B. <u>Nomination &amp; Remuneration Committee</u></b>  11 <sup>th</sup> November, 2017	Yes  <b>Present:</b> 1 Dr. Ramasamy Vasudevan (Chairperson) 2 Mr. Gurbachan Singh Matta	-	-



<b>C. Stakeholders Relationship Committee</b>	Yes		
11 <sup>th</sup> November, 2017	<b>Present:</b> 1 Mr. Gurbachan Singh Matta 2 Dr. Ramasamy Vasudevan	7 <sup>th</sup> September, 2017	-
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b>	
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	
<b>Note</b>			
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.			
<b>VI. Affirmations</b>			
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirement) Regulation, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders relationship Committee</li> </ol> </li> <li>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.</li> <li>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 Requirement) Regulation, 2015.</li> <li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</li> </ol>			

FOR UTTAM SUGAR MILLS LTD

(G. RAMARATHNAM)

CHIEF – LEGAL AND CORPORATE AFFAIRS &  
COMPANY SECRETARY