

# 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)

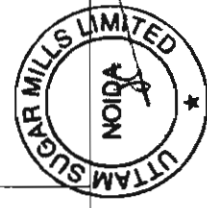
CIN:- L99999UR1993PLC032518

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

## Corporate Governance Report

1. Name of Listed Entity : Uttam Sugar Mills Limited
2. Quarter ending : 30.09.2016

<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 Adlakhia	PAN-AJZPK7896C DIN-00133256	Managing Director	30.12.2015	-	1	Nil	Nil	
Mr.	Ashok Kumar Agarwal	PAN -AAMPAA1736F DIN-05199585	Executive Director	15.12.2014	-	1	1	Nil	
Mr.	Ramasamy Vasudevan	PAN-AACPVI125F 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	

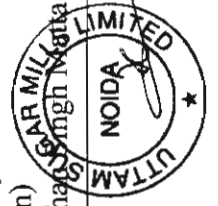


Mr.	Binod Kumar	PAN-AAYPK3336R DIN-07361689	Non-Executive Nominee Director	13.02.2016	-	2	Nil	Nil
Mr.	Kumar Neel Lohit	PAN-AARPL5992M DIN-06504417	Non-Executive Nominee Director	16.04.2014	-	1	Nil	Nil
Mr.	Narendra Kumar Sawhney	PAN-AASPS8255P DIN-00109853	Non-Executive Independent Director	14.05.2015	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

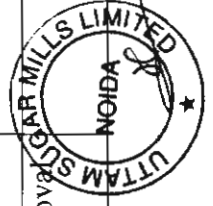
**\* Note: Tenure of Independent Director is calculated on the basis of period from which Independent Director is serving on the Board till the date of relevant quarter. (i.e. from the date of appointment of Director as Independent Director appointed as per Companies Act, 2013 till September Quarter.)**

## 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 <sup>th</sup> May, 2016	11 <sup>th</sup> 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 <sup>th</sup> August, 2016	Yes <b>Present:</b> 1 Mr. Gurbachan Singh Matta 2 Dr. Ramasamy Vasudevan 3 Mr. Ashok Kumar Agarwal	14 <sup>th</sup> May, 2016	88 days
<u>B. Nomination &amp; Remuneration Committee</u> 11 <sup>th</sup> August, 2016	Yes <b>Present:</b> 1 Dr. Ramasamy Vasudevan 2 Mr. Gurbachan Singh Matta 3 Mr. Binod Kumar	14 <sup>th</sup> May, 2016	-
<u>B. Stakeholders Relationship Committee</u> 11 <sup>th</sup> August, 2016	Yes <b>Present:</b> 1 Mr. Gurbachan Singh Matta 2 Dr. Ramasamy Vasudevan	14 <sup>th</sup> May, 2016	-
V. Related Party Transactions			
<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	



**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