

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 : 30.09.2024

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Directors	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
				Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status											
Mr.	Raj Kumar Adlakha	PAN-AJZPK7896C DIN-00133256	Managing Director	No	-	-	-	Active	-	-	28.07.1998	01.04.2024	-	-	22-01-1956	1	-	-	-
Mr.	Shankar Lal Sharma	PAN-AGMPS8068E DIN-09018381	Executive Director	No	-	-	-	Active	-	-	07.01.2021	01.01.2024	-	-	10-08-1973	1	-	1	-
Mr.	Gurbachan Singh Matta	PAN-AAEPM6860C DIN-02612602	Non-Executive Non-Independent Director	No	-	-	-	Active	Yes	17.09.2021	30.09.2020	30.09.2020	पूर्ण	-	24-03-1948	1	-	2	1
Mr.	Narendra Kumar Sawhney	PAN-AASPS8255P DIN-00109853	Non-Executive Independent Director	No	-	-	-	Active	Yes	20.09.2019	14.05.2015	20.09.2019	19.09.2024	9 Years and 4 Month	01-02-1942	-	-	-	-
Mrs.	Rutuja Rajendra More	PAN-AHJPM3620Q DIN-07201928	Non-Executive Independent Director	No	-	-	-	Active	-	-	05.06.2015	20.09.2019	19.09.2024	9 Years and 3 Months	26-05-1969	-	-	-	-
Mr.	Jasbir Singh	PAN- AAAPS5546F DIN-08897793	Non-Executive Independent Director	No	-	-	-	Active	Yes	17.09.2021	30.09.2020	30.09.2020	-	4 Years	20-08-1947	1	1	2	-
Mr.	Ravi Kumar	PAN- ABYPK3865E DIN-02362615	Non-Executive Independent Director	No	-	-	-	Active	-	-	10.08.2022	10.08.2022	-	2 Year and 1 Month	15-04-1961	3	3	2	1
Mrs.	Anju Sethi	PAN-AFYPS3344G DIN-10746144	Non-Executive Independent Director	No	-	-	-	Active	-	-	18.09.2024	18.09.2024	-	-	15-03-1956	1	1	-	-

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 resignation/quarterly (i.e. from the date of appointment of Director as Independent Director appointed as per the Companies Act, 2013 till September, 2024 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. Ravi Kumar (Chairperson) 2. Mr. Jasbir Singh 3. Mr. Gurbachan Singh Matta 4. Mr. Narendra Kumar Sawhney	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Non-Independent Director Non-Executive Independent Director	19.09.2024 30.09.2020 30.09.2020 14.05.2015	- - - 19.09.2024		
2. Nomination & Remuneration Committee	Yes	1. Mr. Jasbir Singh (Chairperson) 2. Mrs. Anju Sethi 3. Mr. Gurbachan Singh Matta 4. Mr. Narendra Kumar Sawhney	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Non- Independent Director Non-Executive Independent Director	30.09.2020 19.09.2024 30.09.2020 11.11.2017	- - - 19.09.2024		
3. Risk Management committee	Yes	1. Mr. Shankar Lal Sharma (Chairperson) 2. Mrs. Anju Sethi 3. Mr. Sanjay Bhandari 4. Mr. Narendra Kumar Sawhney	Executive Director Non-Executive Independent Director Chief Financial Officer Non-Executive Independent Director	16.05.2022 19.09.2024 16.05.2022 16.05.2022	- - - 19.09.2024		
4. Stakeholders Relationship Committee	Yes	1. Mr. Gurbachan Singh Matta (Chairperson) 2. Mr. Shankar Lal Sharma 3. Mr. Jasbir Singh 4. Mr. Narendra Kumar Sawhney	Non-Executive Non-Independent Director Executive Director Non-Executive Independent Director Non-Executive Independent Director	30.09.2020 19.09.2024 30.09.2020 02.08.2018	- - - 19.09.2024		
5. Corporate Social Responsibility Committee	Yes	1. Mr. Raj Kumar Adlakha (Chairperson) 2. Mr. Shankar Lal Sharma 3. Mrs. Anju Sethi 4. Mr. Narendra Kumar Sawhney	Managing Director Executive Director Non-Executive Independent Director Non-Executive Independent Director	14.05.2014 07.01.2021 19.09.2024 30.09.2020	- - - 19.09.2024		
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	Total Number of Directors as on date of the meeting	No. of Directors Present (all Directors including Independent Directors)	No. of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)	
06 th May, 2024	14 th August, 2024	Yes	7	7	4	99 days	
	26 th August, 2024	Yes	7	7	4	11 days	
IV. Meeting of Committees							
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors/Members in the committee as on date of the meeting	No. of Directors present (all Directors including Independent Directors)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)	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> 14 th August, 2024	Yes <u>Present:</u> 1. Mr. Narendra Kumar Sawhney 2. Mr. Jasbir Singh 3. Mr. Gurbachan Singh Matta	3	3	2	-	06 th May, 2024	99 days
B. <u>Nomination & Remuneration Committee</u> 26 th August, 2024	Yes <u>Present:</u> 1. Mr. Narendra Kumar Sawhney 2. Mr. Jasbir Singh 3. Mr. Gurbachan Singh Matta	3	3	2	-	-	-



C. Risk Management committee							06 th May, 2024	
D. Stakeholders Relationship Committee	Yes						06 th May, 2024	99 days
14 th August, 2024	Present: 1. Mr. Gurbachan Singh Matta 2. Mr. Narendra Kumar Sawhney 3. Mr. Jasbir Singh	3	3	2	-			
E. Corporate Social Responsibility Committee	Yes						06 th May, 2024	111 days
26 th August, 2024	Present: 1. Mr. Raj Kumar Adlakha 2. Mr. Shankar Lal Sharma 3. Mr. Narendra Kumar Sawhney	3	3	1	-			
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
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee Risk Management Committee The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

VII. Details of Cyber Security Incidence	Yes /No
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cybersecurity incidents or breaches, or loss of data or documents during the quarter	No

FOR UTTAM SUGAR MILLS LTD.

(RAJESH GARG)
COMPANY SECRETARY & COMPLIANCE OFFICER



Annexure III

Affirmations			
Broad heading	Regulation Number	Compliance status(Yes/No/N A)	If status is "No" details of non-compliance
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	-
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	-
Submission of Annual Secretarial Compliance Report	24A(2)	Yes	-
Whether Corporate Governance Report disclosed in Annual Report	34(3) read with para C of Schedule V	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.			
3 If the Listed Entity would like to provide any other information the same may be indicated here.			

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(RAJESH GARG)



COMPANY SECRETARY & COMPLIANCE OFFICER

Half year ending – 30.09.2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

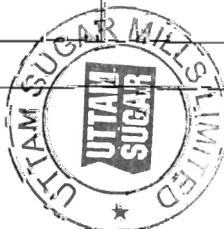
Entity	Aggregate amount during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them	Not Applicable	
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them	Not Applicable		
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them	Not Applicable		
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

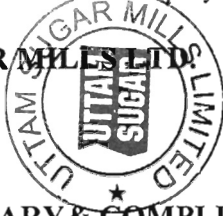


II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

FOR UTTAM SUGAR MILLS LTD.

Rjh.



(RAJESH GARG)

COMPANY SECRETARY & COMPLIANCE OFFICER

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company ;and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..

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