

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 : 31.03.2017

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 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	2 Years and 3 Month	1	2	1
Mr.	Gurbachan Singh Matta	PAN-AAEPM6860C DIN-02612602	Non- Executive Independent Director	30.12.2015	2 Years and 3 Month	2	2	1
Mr.	Narendra Kumar Sawhney	PAN-AASPS8255P DIN-00109853	Non- Executive Independent Director	14.05.2015	1 year and 10 Month	1	1	Nil

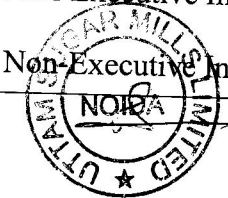


Mrs.	Rutuja Rajendra More	PAN-AHJPM3620Q DIN-07201928	Non-Executive Independent Director	05.06.2015	1 year and 9 Month	1	Nil	Nil
Mr.	Anilkumar Ramprit Jaiswara	PAN- ACOPJ6859J DIN- 02593014	Non-Executive Nominee Director	13.12.2016	-	1	Nil	Nil
Mr.	Mukeshkumar Sureshchandra Dave	PAN- AAOPD1578L DIN-07708691	Non-Executive Nominee Director	10.02.2017	-	1	Nil	Nil
Mr.	Binod Kumar	PAN-AAYPK3336R DIN-07361689	Non-Executive Nominee Director	13.02.2016 (Resigned w.e.f. 10.02.2017)	-	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 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	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 November, 2016	10 th February, 2017	87 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> 10 th February, 2017	Yes <u>Present:</u> 1 Mr. Gurbachan Singh Matta 2 Dr. Ramasamy Vasudevan 3 Mr. Narendra Kumar Sawhney 4 Mr. Ashok Kumar Agarwal	14 th November, 2016	87 days
<u>B. Nomination & Remuneration Committee</u> 10 th February, 2017	Yes <u>Present:</u> 1 Dr. Ramasamy Vasudevan 2 Mr. Gurbachan Singh Matta	14 th November, 2016	-
<u>B. Stakeholders Relationship Committee</u> 10 th February, 2017	Yes <u>Present:</u> 1 Mr. Gurbachan Singh Matta 2 Dr. Ramasamy Vasudevan	14 th November, 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	



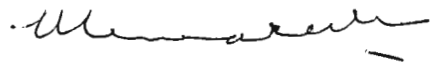
Note

- 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.



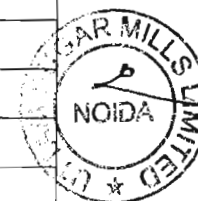
**(G. RAMARATHNAM)
CHIEF – LEGAL AND CORPORATE AFFAIRS &
COMPANY SECRETARY**



ANNEXURE II

Format to be submitted by listed entity at the end of Financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance Status (Yes/No/NA)</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II. Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	Yes
<i>Board composition</i>	<i>17(1)</i>	Yes
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	No, Plans not drawn up
<i>Code of Conduct</i>	<i>17(5)</i>	Yes



<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes, will be complied when due
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	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.



III Affirmations:

~~The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied-~~ - N.A

FOR UTTAM SUGAR MILLS LTD.



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

