

**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:- I.99999UR1993PLC032518

Website :- [www.uttamsugar.in](http://www.uttamsugar.in)**Corporate Governance Report**

1. Name of Listed Entity : Uttam Sugar Mills Limited  
 2. Quarter ending : 31.03.2016

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 -AAMP1736F DIN-05199585	Executive Director	15.12.2014	-	1	1	Nil	
Mr.	Ramasamy Vasudevan	PAN-AACP1125F DIN-00109908	Non-Executive Independent Director	15.12.2014	1 year and 3 Months	1	2	1	
Mr.	Gurbachan Singh Matta	PAN-AAEPM6860C DIN-02612602	Non-Executive Independent Director	15.12.2014	1 Year and 3 Months	2	2	1	

Mr.	Binod Kumar	PAN-AAYPK3336R DIN-07361689	Non-Executive Nominee Director	13.02.2016	1 Month	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	10 Months	1	1	Nil
Mrs.	Rutuja Rajendra More	PAN-AHJPM3620Q DIN-07201928	Non-Executive Independent Director	05.06.2015	9 Months	1	Nil	Nil

## 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			Maximum gap between any two consecutive (in number of days)
Date of Meeting in the previous quarter	Date(s) of Meeting (if any) in the relative quarter		
14 <sup>th</sup> November, 2015	13 <sup>th</sup> February, 2016		90 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
A. <u>Audit Committee</u> 13 <sup>th</sup> February, 2016	Yes <u>Present:</u> 1 Mr. Gurbachan Singh Matta 2 Dr. Ramasamy Vasudevan 3 Mr. Narendra Kumar Sawhney 4 Mr. Ashok Kumar Agarwal	14 <sup>th</sup> November, 2015	90 days
B. <u>Nomination &amp; Remuneration Committee</u>			
B. <u>Stakeholders Relationship Committee</u> 13 <sup>th</sup> February, 2016	Yes <u>Present:</u> 1 Mr. Gurbachan Singh Matta 2 Dr. Ramasamy Vasudevan	14 <sup>th</sup> November, 2015	
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		-NA-	

**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.**



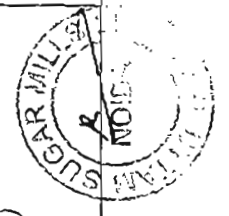
**(G. RAMARATHNAM)  
CHIEF – LEGAL AND CORPORATE AFFAIRS &  
COMPANY SECRETARY**

**ANNEXURE II**

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

<b>I. Disclosure on website in terms of Listing Regulations</b>		<i>Compliance status (Yes/No/NA)</i>
<i>Item</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
<b>II Annual Affirmations</b>		
<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>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes

<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Plans are being drawn up
<i>Code of Conduct</i>	17(5)	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 &amp; 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 &amp; 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 &amp; 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.~~

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