

**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

CIN:-L99999UR1993PLC032518

Website :-www.uttamsugar.in

**A. Compliance Report on Corporate Governance**

1. Name of Listed Entity : Uttam Sugar Mills Limited  
 2. Quarter ending : 31.03.2025

**I. Composition of Board of Directors**

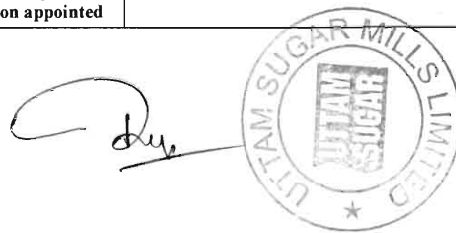
Title (Mr. / Ms.)	Name of the Directors	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Appointm ent in Current Term (Date of Re- appointme nt)	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)& 17A(2)]	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 disqualifie d?	Start Date of disqualific ation	End Date of disqualific ation	Details of disquali fication	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	-	-	24-03-1948	1	-	2	1
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 and 6 Months	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 Years and 7 Months	15-04-1961	3	3	4	2
Mrs.	Anju Sethi	PAN-AFYPS3344G DIN-10746144	Non-Executive Independent Director	No	-	-	-	Active	-	-	18.09.2024	18.09.2024	-	6 Months	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 relevant quarter. (i.e. from the date of appointment of Director as Independent Director appointed as per the Companies Act, 2013 till March, 2025 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
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1. Audit Committee	Yes	1. Mr. Ravi Kumar (Chairperson) 2. Mr. Jasbir Singh 3. Mr. Gurbachan Singh Matta	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Non-Independent Director	19.09.2024 30.09.2020 30.09.2020	- - -
2. Nomination & Remuneration Committee	Yes	1. Mr. Jasbir Singh (Chairperson) 2. Mrs. Anju Sethi 3. Mr. Gurbachan Singh Matta	Non-Executive Independent Director Non-Executive Independent Director Non-Executive Non-Independent Director	30.09.2020 19.09.2024 30.09.2020	- - -
3. Risk Management Committee	Yes	1. Mr. Shankar Lal Sharma (Chairperson) 2. Mrs. Anju Sethi 3. Mr. Sanjay Bhandari	Executive Director Non-Executive Independent Director Chief Financial Officer	16.05.2022 19.09.2024 16.05.2022	- - -
4. Stakeholders Relationship Committee	Yes	1. Mr. Gurbachan Singh Matta (Chairperson) 2. Mr. Shankar Lal Sharma 3. Mr. Jasbir Singh	Non-Executive Non-Independent Director Executive Director Non-Executive Independent Director	30.09.2020 19.09.2024 30.09.2020	- - -
5. Corporate Social Responsibility Committee	Yes	1. Mr. Raj Kumar Adlakha (Chairperson) 2. Mr. Shankar Lal Sharma 3. Mrs. Anju Sethi	Managing Director Executive Director Non-Executive Independent Director	14.05.2014 07.01.2021 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 meetings (in number of days)
14 <sup>th</sup> November, 2024	14 <sup>th</sup> February, 2025	Yes	6	6	3	91 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
<b>A. Audit Committee</b>  14 <sup>th</sup> February, 2025	Yes  <u>Present:</u> 1. Mr. Ravi Kumar 2. Mr. Jasbir Singh 3. Mr. Gurbachan Singh Matta	3	3	2	-	14 <sup>th</sup> November, 2024	91 days
<b>B. Nomination &amp; Remuneration Committee</b>  14 <sup>th</sup> February, 2025	Yes  <u>Present:</u> 1. Mr. Jasbir Singh 2. Mrs. Anju Sethi 3. Mr. Gurbachan Singh Matta	3	3	2	-	-	-
<b>C. Risk Management committee</b>  -	-	-	-	-	-	14 <sup>th</sup> November, 2024	-



<b>D. Stakeholders Relationship Committee</b>	Yes						
14 <sup>th</sup> February, 2025	<b>Present:</b> 1. Mr. Gurbachan Singh Matta 2. Mr. Shankar Lal Sharma 3. Mr. Jasbir Singh	3	3	1	-	14 <sup>th</sup> November, 2024	91 days
<b>E. Corporate Social Responsibility Committee</b>							

<b>V. Affirmations</b>
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 d. Risk Management Committee e. Corporate Social Responsibility Committee 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. 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 Requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.

<b>VI. Details of Cyber Security Incidence</b>	<b>Yes /No</b>
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*

(RAJESH GARG)  
COMPANY SECRETARY & COMPLIANCE OFFICER



**B. Investor Grievance Redressal report**

<b><u>Investor Grievance Redressal report</u></b>	
No. of investor complaints pending at the beginning of the quarter	<b>Nil</b>
No. of investor complaints received during the quarter	<b>Nil</b>
No. of investor complaints disposed-off during the quarter	<b>Nil</b>
No. of investor complaints those remaining unresolved at the end of the quarter	<b>Nil</b>

**C. Disclosure of acquisition of shares or voting rights in Unlisted Companies**

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Uttam Distilleries Limited	05.08.2024	53.77	0	53.77



**D. Disclosure of Imposition of Fine Or Penalty**

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para-A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
-	-	-	-	-	-

**E. Disclosure of updates to ongoing tax litigations or disputes**

The updates on tax litigations or disputes in terms of sub-para 8 of para-B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
-	-	-	-	-



**F. Disclosure Of Loans/Guarantees/Comfort Letters/Securities Etc. (applicable only for half-yearly filings i.e., 2<sup>nd</sup> and 4<sup>th</sup> quarter)**

**Half year ending – 31.03.2025**

I. Disclosure of Loans / guarantees / comfort letters / securities etc. <small>refer note below</small>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced 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	-	NIL	-
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	-	NIL	-
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			

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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	-	NIL	-
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.**



**(RAJESH GARG)**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

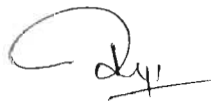
**Note 1.**

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

**Note 2.**

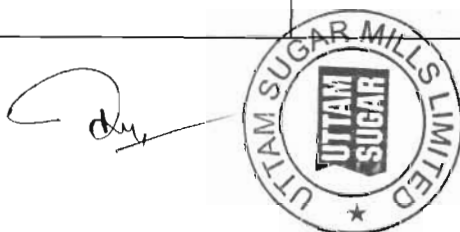
If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.





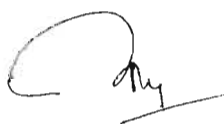
## H. Website Affirmations (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If Yes provide link to website.  If No / NA provide reasons</i>
<b>As per regulation 46(2) of the LODR:</b>		
Details of business	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Memorandum of Association and Articles of Association	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Brief profile of board of directors including directors hip and full-time positions in body corporates	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Terms and conditions of appointment of independent directors	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Composition of various committees of board of directors	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Criteria of making payments to non-executive directors	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Policy on dealing with related party transactions	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Policy for determining 'material' subsidiaries	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
email address for grievance redressal and other relevant details	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Financial results	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Shareholding pattern	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Details of agreements entered into with the media companies and/or their associates	N.A.	Company has not entered into any agreement with the media companies





		and/or their associates.
(i) Schedule of analyst or institutional investor meet  (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	N.A.	Company has not organized any analyst or institutional investor meet and has also not made any presentations to analysts or institutional investors
Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	N.A.	Company has not organized any post earnings/quarterly calls
New name and the old name of the listed entity	N.A.	Company has not changed its name in last 1 year
Advertisements as per regulation 47 (1)	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Credit rating or revision in credit rating obtained	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	-
Secretarial Compliance Report	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Materiality Policy as per Regulation 30 (4)	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Disclosures under regulation 30(8)	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Statements of deviation(s) or variations(s) as specified in regulation 32	N.A.	Not required as, the Company has not come up with any Public/Rights/Preferential issue, etc.
Dividend Distribution policy as specified in Regulation 43A (1)	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>




Annual return as provided under section 92 of the Companies Act, 2013	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	N.A	-
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	<a href="http://www.uttamsugar.in">www.uttamsugar.in</a>

**I.**

**Affirmations w.r.t. compliance with corporate governance provisions (applicable only for Annual Filing i.e., 4<sup>th</sup> Quarter**

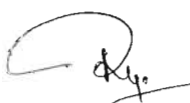
**Annual Affirmation**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b)	Yes
<i>Board composition</i>	17(1), 17(1A), 17(1C) 17(1D) & 17(1E)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	No, Plans not 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

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<i>Recommendation of board</i>	<i>17(11)</i>	<i>Yes</i>
<i>Maximum number of directorships</i>	<i>17A</i>	<i>Yes</i>
<i>Composition of Audit Committee</i>	<i>18(1)</i>	<i>Yes</i>
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	<i>Yes</i>
<i>Role of Audit Committee and information to be reviewed by the audit committee</i>	<i>18 (3)</i>	<i>Yes</i>
<i>Composition of nomination &amp; remuneration committee</i>	<i>19(1) &amp; (2)</i>	<i>Yes</i>
<i>Quorum of Nomination and Remuneration Committee meeting</i>	<i>19(2A)</i>	<i>Yes</i>
<i>Meeting of Nomination &amp; Remuneration Committee</i>	<i>19(3A)</i>	<i>Yes</i>
<i>Role of Nomination and Remuneration Committee</i>	<i>19(4)</i>	<i>Yes</i>
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1), 20(2) and 20(2A)</i>	<i>Yes</i>
<i>Meeting of Stakeholder Relationship Committee</i>	<i>20 (3A)</i>	<i>Yes</i>
<i>Role of Stakeholders Relationship Committee</i>	<i>20 (4)</i>	<i>Yes</i>
<i>Composition and role of risk management committee</i>	<i>21(1),(2),(3),(4)</i>	<i>Yes</i>
<i>Meeting of Risk Management Committee</i>	<i>21 (3A)</i>	<i>Yes</i>
<i>Quorum of Risk Management Committee meeting</i>	<i>21 (3B)</i>	<i>Yes</i>
<i>Gap between the meetings of the Risk Management Committee</i>	<i>21 (3C)</i>	<i>Yes</i>
<i>Vigil Mechanism</i>	<i>22</i>	<i>Yes</i>
<i>Policy for related party Transaction</i>	<i>23(1),1(A),(5),(6)&amp; (8)</i>	<i>Yes</i>
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	<i>Yes</i>
<i>Approval for material related party transactions</i>	<i>23(4)</i>	<i>N.A</i>
<i>Disclosure of related party transactions on consolidated basis</i>	<i>23(9)</i>	<i>Yes</i>




<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)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25 (2)	Yes
<i>Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism</i>	25 (2A)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	Yes
<i>Confirmation with respect to appointment of Independent Directors who resigned from the listed entity</i>	25 (11)	N.A.
<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
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<i>Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity</i>	26(6)	N.A.
<i>Vacancies in respect Key Managerial Personnel</i>	26A(1)&26A(2),26A(3)	N.A.

**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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**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.**



**(RAJESH GARG)**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

