UPPER GANGES SUGAR & INDUSTRIES LIMITED

CIN: L15421UP1932PLC025141

Registered Office: P.O. Seohara, Dist. Bijnor (U.P.), Pin – 246 746
Email: birlasugar@birla-sugar.com Website: www.birla-sugar.com
Phone (01344) 252401 Fax (01344) 252321

NOTICE

Notice is hereby given that the Eighty Fourth Annual General Meeting of **UPPER GANGES SUGAR & INDUSTRIES LIMITED** will be held on Saturday, 17th September, 2016 at 11.00 a.m., at the Registered Office of the Company at the Meeting Hall of Upper Ganges Sugar & Industries Limited, Seohara, District Bijnor, Uttar Pradesh, Pin – 246 746, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:

   a) The Standalone Financial Statements of the Company for the year ended March 31, 2016, and the report of the Directors and Auditors thereon.

   b) The Consolidated Financial Statements of the Company for the year ended March 31, 2016, and the report of the Auditors thereon.

2. To elect a Director in place of Mrs. Nandini Nopany (DIN 00051632), who retires by rotation and being eligible, seeks re-appointment.

3. To appoint Auditors and to fix their remuneration and to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

   "RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation of the Audit Committee, Messrs S R Batliboi & Co LLP, Chartered Accountants, 22, Camac Street, Kolkata having Firm Registration No. 301003E be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration and other terms of engagement as would be fixed by the Board of Directors based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of remuneration of ₹ 95,000/- (apart from reimbursement of out of pocket expenses and applicable taxes) to Cost Auditors, M/s Som Nath Mukherjee, for conducting the cost audit of the cost records of the Company for the year ending 31st March, 2017, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby approved and ratified."

By Order of the Board
For Upper Ganges Sugar & Industries Limited

Place : Kolkata
Dated : 13th May, 2016

Santosh Kumar Poddar
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the "MEETING") IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the paid-up share capital of the Company carrying voting rights may appoint a single person as a proxy an such person shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.

3. The Register of the Members of the Company will remain closed from 10th September, 2016 to 17th September, 2016 both days inclusive, for the purpose of holding the Annual General Meeting (AGM) of the Company on 17th September, 2016 in terms of this Notice.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

5. Mrs. Nandini Nopany, Director of the Company, retires by rotation at the ensuing Annual General Meeting and is eligible of re-appointment. Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("Listing Regulations") a brief resume of Mrs. Nandini Nopany, nature of her expertise in specific functional areas, names of other Companies in which she holds Directorship and Membership/ Chairmanship of Board Committees and Shareholding, are annexed hereto to this notice.

6. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Members are requested to notify the change in their addresses, if any, to the Company/Registrar & Share Transfer Agent. Members holding shares in dematerialised form should send the above information to their Depository Participants.

9. Members are also requested to notify their email addresses, if any, to the Company/Registrar & Share Transfer Agent so that all correspondence can be sent to them electronically in view of Circular No 17/95/2011 CL-V dated 21st April, 2011 issued by Ministry of Corporate Affairs. Members willing to receive such correspondence physically free of cost should inform the Company.

10. In all correspondence with the Company/Registrar & Share Transfer Agent the Members are requested to quote their accounts/folio numbers and in case their shares are held in the dematerialised form their Client ID Number and DP ID Number.

11. Pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, dividend remaining unclaimed/ unpaid for a period of seven years is required to be transferred to the Investor Education and Protection Fund (Fund) established by the Central Government. Accordingly, all unclaimed / unpaid dividends till the financial year up to and including 30.06.2006 have since been transferred to the said Fund. Members who have not encashed their dividend warrants so far for the financial year 2008-09 may make their claim to the Company/

Registrar and Share Transfer Agent. Once the unclaimed/unpaid dividend is transferred to the Fund no claim in this regard shall lie against the Company. Pursuant to the applicable provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 12th September, 2015, on the website of the Company as well as filed the relevant form with MCA.

12. In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders in respect of shares held by them in physical form. The Nomination Form can be obtained for the purpose from the Company/Registrar & Share Transfer Agent.

    The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent

13. The Equity Shares of the Company are listed on the National Stock Exchange of India Limited, BSE and Calcutta Stock Exchange Limited and the listing fees for the year upto and including the year 2016-17 have been paid to the respective Stock Exchanges.

14. The Equity Shares of the Company are compulsorily tradable in the dematerialised form on National Stock Exchange of India Limited and BSE Limited. Therefore, shareholders holding their shares in physical form are advised to have their holding of shares in physical form converted into dematerialised form to have a better liquidity of their shareholding.

15. Copies of Annual Report 2015-16 and Notice of the 84th AGM of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent by electronic mode only to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report 2015-16 and Notice of the 84th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is sent in the permitted mode.

16. The Statement of Profit and Loss for the financial year ended 31st March, 2016, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet and circulated to the Members of the Company along with this Notice are also available in physical/electronic form for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days up to this AGM.

17. Members who wish to obtain information on the Company or view the Accounts for the financial year ended 31st March, 2016 may visit the Company's website www.birla-sugar.com or send their queries at least 10 days in advance before the AGM to the Secretary of the Company.

18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

19. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 84th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from

a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 14th September, 2016 (9:00 am) and ends on 16th September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 10th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open the attached PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Upper Ganges Sugar & Industries Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) User ID and Initial password is provided in the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 10th September, 2016.

X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e.10th September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or santosh.jaiswal@linkintime.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Mohan Ram Goenka, Practicing Company Secretary (CP Registration No. 2551) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.birla-sugar.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange Limited.

By Order of the Board
For Upper Ganges Sugar & Industries Limited

Place : Kolkata
Dated : 13th May, 2016

Santosh Kumar Poddar
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4.
The Board of Directors had on the recommendation of the Audit Committee, approved the appointment and proposed the remuneration of M/s Som Nath Mukherjee, Cost Accountants, as Cost Auditor for conducting the cost audit of the cost records of Sugar, Industrial Alcohol Power and Tea units of the Company for the financial year 2016-17 at a remuneration of ₹ 95,000/-

The Company has received a Certificate regarding their eligibility for appointment as Cost Auditor. A copy of the certificate would be available for inspection by the members at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, excluding Saturday up to the date of the Annual General Meeting.

In accordance with the provisions of Section 148 of Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the Shareholders of the Company. Hence, this Resolution is put for the consideration of the Shareholders.

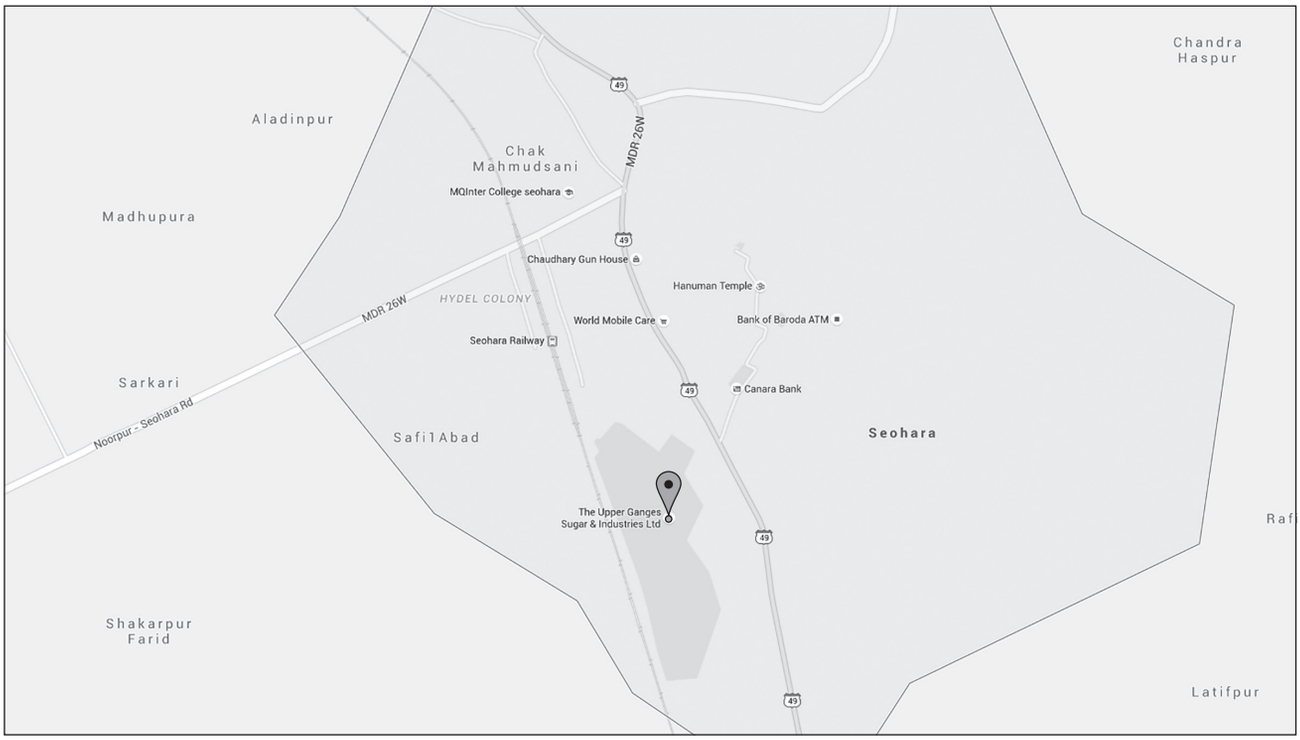
The Board recommends the resolution at item no.4 of the notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ANNEXURE TO THE NOTICE
INFORMATION PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS

PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

Name	**Mrs. Nandini Nopany (DIN No. - 00051362)**	
Date of Birth	11.05.1947	
Brief Profile covering experience	Mrs Nandini Nopany is an eminent industrialist and philanthropist , she looks after the overall management of the Company and is the driving force of the Company. She has 35 years of experience in managing industries.	
Date of Appointment	27.03.1993	
Shareholding	7,67,665 Equity Shares	
	Name of Indian Company	**Committee Memberships, if any with position**
Other Directorships	Uttar Pradesh Trading Company Limited	Member – Audit Committee
	Modern DiaGen Services Limited	
	Uttam Commercial Limited	
	Nilgiri Plantations Limited	
	Ronson Traders Limited	
	Shital Commercial Limited	
	Centre Stage Creations Private Limited	



UPPER GANGES SUGAR & INDUSTRIES LIMITED
P.O. Seohara, Dist. Bijnor (U.P.), Pin - 246 746

Sub: Green Initiative in Corporate Communication- Electronic Mode of Service of Documents

The Ministry of Corporate Affairs, Government of India, has by Circular No. 17/2011 dated 21st April, 2011 and another Circular No. 18/2011 dated 29th April, 2011 clarified that a Company will be deemed to have complied with the provisions of the Companies Act, 1956 if it has made service of notices(s)/documents to its shareholders through electronic mode i.e. by e-mail. As a strong supporter of green initiatives and as a responsible corporate citizen, your Company vehemently supports the said clarification. We are sure, that as a responsible shareholder, you too will support this initiative and get yourselves registered for getting all corporate communications in electronic form from the Company. By registering yourself with the Company for e-communication, you will be able to receive such notice(s)/document(s), etc., promptly and without there being a chance of loss of the same in postal transit.

It is therefore proposed that henceforth documents Notices of Meetings, Annual Reports, Directors' Reports, Auditors' Report and other shareholder communications will be sent electronically to the e-mail id provided by you and made available with the Company by the Depositories viz., NSDL/CDSL. All those shareholders of the Company who have so far not provided their e-mail ids to the Company are requested to do so. All those shareholders who have already provided their e-mail ids to the Company are requested to keep their Depository Participants (DPs) informed of changes, if there be any, in their e-mail ids.

For shares held in physical form, shareholders can either register their e-mail ids with the Company at birlasugar@birla-sugar.com mentioning their name(s) and folio no. or intimate their e-mail ids to the Company's Registrar & Share Transfer Agent M/s Link Intime India Private Limited at the following address:

M/s Link Intime India Private Limited
(Unit : Upper Ganges Sugar & Industries Limited)
59C, Chowringhee Road, 3rd Floor
Kolkata- 700 020.
E-mail : kolkata@linkintime.co.in