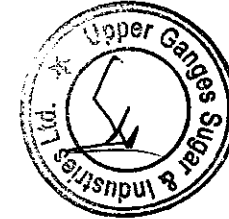


Name of Listed Entity  
Quarter Ending

UPPER GANGES SUGAR & INDUSTRIES LIMITED  
31ST MARCH, 2016

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee) &	Date of Appointment	Date of Cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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)
MRS.	NANDINI NOPANY	00051632	ABMPN7831R	CHAIRPERSON & NON EXECUTIVE DIRECTOR	01-11-2013	-	NA	2	1	-
MR.	CHANDRA SHEKHAR NOPANY	00014587	A6JPN5385K	NON EXECUTIVE DIRECTOR	02-07-1992	-	NA	7	3	3
MR.	PADAM KUMAR KHAITAN	00019700	AFLPK3789A	INDEPENDENT DIRECTOR	18-09-2014	-	5	8	4	3
MR.	PRADEEP KUMAR SINGHI	00067296	AMQPS7957Q	INDEPENDENT DIRECTOR	18-09-2014	-	5	1	4	2
MR.	ISHWARI PROSAD SINGH ROY	00217532	AXVPS3054L	INDEPENDENT DIRECTOR	18-09-2014	-	5	1	2	1
MR.	GAURAV SWARUP	00374298	AKTPS6727K	INDEPENDENT DIRECTOR	18-09-2014	-	5	6	4	1
MR.	SUNIL KANORIA	00421564	AFTPK7014E	INDEPENDENT DIRECTOR	18-09-2014	-	5	3	5	1
MR.	BAL KISHORE MALPANI	00209006	ADAMP4493J	EXECUTIVE DIRECTOR	01-11-2013	-	NA	1	2	-



## II. Composition of Committees

AUDIT COMMITTEE			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr Ishwari Prosad Singh Roy	Independent Director	Chairperson
2	Mr Pradeep Kumar Singhi	Independent Director	Member
3	Mr Bal Kishore Malpani	Executive Director	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr Chandra Shekhar Nopany	Non Executive Director	Chairperson
2	Mr Ishwari Prosad Singh Roy	Independent Director	Member
3	Mr Gaurav Swarup	Independent Director	Member
4	Mr Bal Kishore Malpani	Executive Director	Member

RISK MANAGEMENT COMMITTEE	
NOT APPLICABLE	

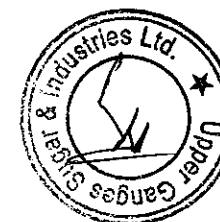
NOMINATION AND REMUNERATION COMMITTEE			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr Ishwari Prosad Singh Roy	Independent Director	Chairperson
2	Mr Padam Kumar Khaitan	Independent Director	Member
3	Mr Gaurav Swarup	Independent Director	Member
4	Mr Bal Kishore Malpani	Executive Director	Member

## III. Meeting of Board of Directors

Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two meetings
06-11-2015	02-02-2016	32
10-12-2015	26-02-2016	
31-12-2015		

## IV. Meeting of Committees

Name of Committee	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 meetings
AUDIT COMMITTEE	02-02-2016	YES	31-12-2015	32
AUDIT COMMITTEE		YES	20-11-2015	40
AUDIT COMMITTEE		YES	03-11-2015	17
STAKEHOLDERS RELATIONSHIP	20-01-2016	YES	28-10-2015	83



#### V. Related Party Transactions

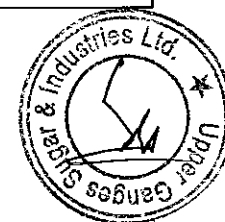
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - YES
  - b. Nomination & Remuneration Committee - YES
  - c. Stakeholders Relationship Committee - YES
  - d. Risk Management Committee (applicable to the top 100 listed entities) - NA
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. - YES
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. - YES
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - YES
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

#### I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
Details of business	Yes		<a href="http://www.birla-sugar.com">www.birla-sugar.com</a>
Terms and conditions of appointment of independent directors	Yes		<a href="http://www.birla-sugar.com">www.birla-sugar.com</a>
Composition of various committees of board of directors	Yes		<a href="http://www.birla-sugar.com">www.birla-sugar.com</a>
Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.birla-sugar.com">www.birla-sugar.com</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.birla-sugar.com">www.birla-sugar.com</a>
Criteria of making payments to non-executive directors	Yes		<a href="http://www.birla-sugar.com">www.birla-sugar.com</a>
Policy on dealing with related party transactions	Yes		<a href="http://www.birla-sugar.com">www.birla-sugar.com</a>
Policy for determining 'material' subsidiaries	Yes		<a href="http://www.birla-sugar.com">www.birla-sugar.com</a>
Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.birla-sugar.com">www.birla-sugar.com</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.birla-sugar.com">www.birla-sugar.com</a>
email address for grievance redressal and other relevant details	Yes		<a href="http://www.birla-sugar.com">www.birla-sugar.com</a>
Financial results	Yes		<a href="http://www.birla-sugar.com">www.birla-sugar.com</a>
Shareholding pattern	Yes		<a href="http://www.birla-sugar.com">www.birla-sugar.com</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
New name and the old name of the listed entity	Not Applicable		



II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

III. Affirmations				
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied		Yes	

For Upper Ganges Sugar & Industries Ltd.

*Santosh Kumar Poddar*  
Company Secretary

Name of signatory - SANTOSH KUMAR PODDAR  
Designation of person - COMPANY SECRETARY & COMPLIANCE OFFICER  
Place - KOLKATA  
Date - 13.04.2016