

UPPER/SE/2015-16/14

July 12, 2016

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra- Kurla Complex, Bandra (E)
Mumbai 400 051

The Dy. General Manager
Corporate Relationship
Department
BSE Ltd.
1st Floor, New Trading Ring,
Rotunda Building
P.J. Towers, Dalal Street,
Fort
Mumbai-400 001

The Secretary
The Calcutta Stock
Exchange Ltd.
7, Lyons Range
Kolkata 700 001

Symbol : UPERGANGES**Stock Code - 10031097****Stock Code : 530505**

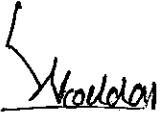
Dear Sir,

Sub : Compliance Report on Corporate Governance

We send herewith in the prescribed formats Compliance Report on Corporate Governance under Regulation 27(2)(a) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and financial year ended 30th June, 2016.

Please acknowledge receipt.

Yours faithfully,
For Upper Ganges Sugar & Industries Limited,



Santosh Kumar Poddar
Company Secretary

Encl : as above

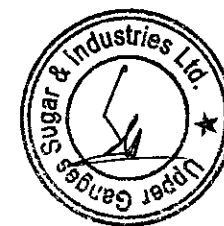
**Upper Ganges Sugar & Industries Limited**

Name of Listed Entity
Quarter Ending

UPPER GANGES SUGAR & INDUSTRIES LIMITED
30TH JUNE 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	ABJPN5385K	NON EXECUTIVE DIRECTOR	02-07-1992	-	NA	7	3	3
MR.	PADAM KUMAR KHAITAN	00019700	AFLPK3789A	INDEPENDENT DIRECTOR	18-09-2014	-	5	8	3	2
MR.	PRADEEP KUMAR SINGHI	00067296	AMQPS7957Q	INDEPENDENT DIRECTOR	18-09-2014	-	5	1	3	-
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	3	1
MR.	SUNIL KANORIA	00421564	AFTPK7014E	INDEPENDENT DIRECTOR	18-09-2014	-	5	3	5	-
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	

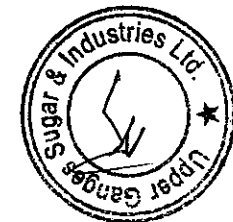
NOMINATION AND REMUNERATION COMMITTEE			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr Ishwari Prosad Singh Roy	Independent Director	Chairperson
2	Mr Padam Kumar Khaitan	Independent Director	Member
3	Mr Gaurav Swarup	Independent Director	Member
4	Mr Bal Kishore Malpani	Executive Director	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
02-02-2016 26-02-2016	13-05-2016	76

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	11-05-2016	YES	02-02-2016	98
STAKEHOLDERS RELATIONSHIP COMMITTEE	28-04-2016	YES	20-01-2016	98

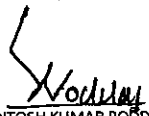


V. Related Party Transactions

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:


Name of signatory - SANTOSH KUMAR PODDAR
Designation of person - COMPANY SECRETARY & COMPLIANCE OFFICER
Place - KOLKATA
Date - 12.07.2016

