



**BirlaSugar**

K.K. BIRLA GROUP OF SUGAR COMPANIES

UPPER/SE/2016-17/33

October 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

**Symbol : UPERGANGES**

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

**Stock Code : 530505**

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

**Stock Code - 10031097**

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 30<sup>th</sup> September, 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 SEPTEMBER, 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	00051362	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

<b>RISK MANAGEMENT COMMITTEE</b>	<b>NOT APPLICABLE</b>
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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

## 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
13-05-2016	08-08-2016	86

## 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	08-08-2016	YES	11-05-2016	88
STAKEHOLDERS RELATIONSHIP COMMITTEE	21-07-2016	YES	28-04-2016	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:


For Upper Ganges Sugar & Industries Ltd.

  
Company Secretary

Name of signatory - SANTOSH KUMAR  
Designation of person - COMPANY SECRETARY & COMPLIANCE OFFICER  
Place - KOLKATA  
Date - 12.10.2016

## ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations		
Broad Heading	Regulation Number	Compliance Status(Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note:</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For Upper Ganges Sugar &amp; Industries Ltd.</p> <p> Company Secretary</p> <p>Name : SANTOSH KUMAR PODDAR Designation : COMPANY SECRETARY &amp; COMPLIANCE OFFICER</p>		