THE UGAR SUGAR WORKS LIMITED

CIN: L15421PN1939PLC006738

76TH ANNUAL REPORT 2015-16

Name	Designation
Shri. R. V. Shirgaokar	Chairman Emeritus

BOARD OF DIRECTORS
(As on 20th May, 2016)

Sr. No.	Name	Designation
1	**Mr. P. V. Shirgaokar**	Chairman
2	**Mr. Shishir S. Shirgaokar**	Non Executive Director
3	**Mr. V. Balasubramanian** (I.A.S. Retired)	Independent Director
4	**Dr. M. R. Desai**	Independent Director
5	**Mr. M. G. Joshi**	Independent Director
6	**Mr. D. B. Shah**	Independent Director
7	**Mr. Rakesh Kapoor**	Independent Director
8	**Mr. Deepak Ghaisas**	Independent Director
9	**Mr. Hari Y Athawale**	Independent Director
10	**Mr. Sachin R. Shirgaokar**	Non Executive Director
11	**Mr. Sohan S. Shirgaokar**	Non Executive Director
12	**Mrs. Shilpa Kumar**	Non Executive Woman Director
13	**Mr. Niraj S. Shirgaokar**	Managing Director
14	**Mr. Chandan S. Shirgaokar**	Managing Director

GM Corporate Affairs & Company Secretary
Compliance Officer

Shri. B. G. Kulkarni
Ugarkhurd 591 316 (Dist- Belgaum)
Phone: 08339-274000
Fax: 08339-272232
Email: bg.kulkarni@ugarsugar.com

Auditors

M/s. P. G. Bhagwat
Chartered Accountants
Ashirwad's Landmarks, Roy Road, Tilakwadi,
Belgaum: 590 006
Phone: 0831-2429306

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Registered Office:
Mahaveernagar, Sangli 416 416.
Phone : 0233-2623716, 2623717
Fax : 0233-2623617.

Registrar & Transfer Agent:
Bigshare Services Pvt. Ltd.
E-2, Ansa Ind. Estate, Sakivihar Rd,
Saki Naka, Andheri (E),
MUMBAI – 400 072.

Administrative Office:
Ugarkhurd 591 316 (Dist- Belgaum)
Phone: 08339-274000
Fax: 08339-272232

e-mail: helpdesk@ugarsugar.com
website: www.ugarsugar.com

Plants: Ugar Khurd and Malli (Jewargi).

Bankers

Central Bank of India
Bank of Baroda
ICICI Bank Ltd
Bank of India
Union Bank of India

ANNUAL GENERAL MEETING

FRIDAY THE 23RD DAY OF SEPTEMBER, 2016 AT 11.00 A.M. AT DECCAN MANUFACTURERS ASSOCIATION, MADAHAVNAGAR ROAD, SANGLI - 416 416.

THE UGAR SUGAR WORKS LIMITED

REGD. OFFICE: MAHAVEERNAGAR [WAKHAR BHAG], SANGLI- 416416.

NOTICE

NOTICE is hereby given that Seventy Sixth Annual General Meeting of THE UGAR SUGAR WORKS LIMITED will be held on FRIDAY, the 23rd day of September, 2016 at 11.00 a.m., at Deccan Manufacturers Association, Madhav Nagar Road, Sangli- 416 416 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2016 and the Statement of Profit and Loss Account, Cash Flow Statement for the year ended as on that date and the Reports of the Directors, Report on Corporate Governance and Auditors thereon.

2. To declare dividend.

3. To appoint a Director in place of Mr. Shishir. S. Shirgaokar (DIN NO- 00166189) who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Sachin. R. Shirgaokar (DIN NO- 01512497) who retires by rotation and being eligible, offers himself for re-appointment.

5 To appoint Auditors M/s. P. G. Bhagwat, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business:

6. **To consider and if thought fit, to pass, with or without modifications, following resolution as an ORDINARY RESOLUTION:**

   "Resolved that, pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules, Mr. Hari Y Athawale (DIN NO-7335718), who was appointed by the Board of Directors of the Company as an Additional Independent Director on 06th November, 2015, holds office up to the date of this Annual General Meeting and in respect of whom, a notice in writing under section 160(1) of the Companies Act, 2013 has been received from a member signifying his intention to propose the candidature of Mr. Hari Y Athawale, for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period up to 5 years, (2021)."

7. **To consider and if thought fit, to pass, with or without modifications, following resolution as an ORDINARY RESOLUTION:**

   Resolved that, pursuant to the provisions of Section 149, 152 & other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV of the Act, as amended from time to time, Mr.. M.G.Joshi (DIN NO- 01454125) who holds office up to the date of this AGM as an Independent Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period up to 3 years, (2019)

8. **To consider and if thought fit, to pass, with or without modifications, following resolution as an ORDINARY RESOLUTION:**

Resolved that, pursuant to the provisions of Section 149, 152 & other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. D. B. Shah (DIN NO- 01822411) who holds office up to the date of this AGM as an Independent Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period up to 3 years, (2019)

9. **To consider and if thought fit, to pass, with or without modifications, following resolution as a SPECIAL RESOLUTION:**

"Resolved that, pursuant to Section 197, Section 198 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto and subject to such other provisions, as may be applicable the consent of the Company be and is hereby accorded for modification of the resolution No. 6 passed by postal ballot on 22nd August 2015 and the revision of remuneration payable to Mr. Niraj S. Shirgaokar, Managing Director, with effect from 1/4/2016 for the remaining period of his appointment i.e. up to 31/3/2018, with the remuneration and terms and conditions as embodied in draft agreements between the Company and Mr. Niraj S. Shirgaokar, Managing Director, the draft agreement whereof for the purpose of identification is placed before this meeting and which agreement is hereby specifically approved with the liberty to the Board of Directors to vary and alter the terms and conditions in the agreement, provided, however, that the remuneration and perquisites payable to the said Mr. Niraj S. Shirgaokar, Managing Director, shall not exceed the limit specified in Schedule-V."

10. **To consider and if thought fit, to pass, with or without modifications, following resolution as an SPECIAL RESOLUTION:**

"Resolved that, pursuant to Section 197, Section 198 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto and subject to such other provisions, as may be applicable the consent of the Company be and is hereby accorded for modification of the resolution No. 7 passed by postal ballot on 22nd August 2015 and the revision of remuneration payable to Mr. Chandan S. Shirgaokar, Managing Director, with effect from 1/4/2016 for the remaining period of his appointment i.e. up to 31/3/2018, with the remuneration and terms and conditions as embodied in draft agreements between the Company and Mr. Chandan S. Shirgaokar, Managing Director, the draft agreement whereof for the purpose of identification is placed before this meeting and which agreement is hereby specifically approved with the liberty to the Board of Directors to vary and alter the terms and conditions in the agreement, provided, however, that the remuneration and perquisites payable to the said Mr. Chandan S. Shirgaokar, Managing Director, shall not exceed the limit specified in Schedule-V."

11. **To consider and if thought fit, to pass, with or without modification(s), following resolution as an ORDINARY RESOLUTION:**

"Resolved that, pursuant to the provisions of section 148 of the Companies Act, 2013 and the relevant rules, Mr. Vikas Vinayak Deodhar, Practising Cost Accountant, Mumbai, (M. No. 3813) who was appointed by the Board of Directors of the Company in their meeting held on 20th May, 2016, as a Cost Auditor, to audit the cost records, as may be ordered by the Central Government, on a remuneration of Rs. 2,00,000 (Rupees Two Lakh only) plus reimbursement of out of pocket expenses plus Service Tax as applicable, for the Financial Year 2016-17 be and is hereby ratified."

12. **To consider and if thought fit, to pass, with or without modification(s), following resolution as a SPECIAL RESOLUTION:**

"Resolved that the company hereby accords its approval to Board of Directors for making contribution to the charitable and other funds in excess of the limit prescribed under section 181 of the Companies Act, 2013, by an amount not exceeding Rs. 25 Lakh p.a."

13. **To consider and if thought fit, to pass, with or without modification(s), following resolution as a SPECIAL RESOLUTION.**

"Resolved that, pursuant to the provisions of Section 73 and section 76 of Companies Act read with Companies (Acceptance of Deposits) Rules, 2014, consent of shareholders of the company be and is hereby accorded to the Board of Directors of the Company including any committee thereof, for inviting and accepting unsecured deposits from public including directors and members of the company subject to the maximum aggregating amount of not more than Rs.30 Crores (Rupees Thirty Crores only), in accordance with the provisions of Companies (Acceptance of Deposits) Rules, 2014, as framed under section 73 and section 76 of the Companies Act, 2013.

Resolved further that, the Board of Directors including a committee thereof be and is hereby authorized to, obtain credit rating, take insurance and to take all other necessary steps as may be required for giving effect to this resolution."

By order of the Board of Directors,
For **The Ugar Sugar Works Limited,**

B. G. Kulkarni
GM Corporate Affairs & Company Secretary
(F-2805)
Regd. Office: Mahaveer Nagar, Sangli – 416416.

Place : Pune
Date : 20-05-2016

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. The Register of Members and the Share Transfer Books of the Company will remain Closed from 12th September, 2016 to 23rd September, 2016 (both days inclusive).

3. The relevant explanatory statement pursuant to section102 of the Companies Act, 2013 in respect of Special Business specified under item Nos. 6 to 13 of the Notice is annexed hereto.

4. Members are requested to notify promptly any change in their addresses to the RTA/Company.

5. The members are requested to bring their copies of Annual Report along with them to the Annual General Meeting.

6. i) The members who have not yet encashed their dividend warrants for the years 2008-09, 2011-12 and 2012-13 are advised to forward such warrants / request to the Registered Office of the Company for obtaining cheques in lieu thereof. (The Company has not declared any dividend for the year 2009-10, 2010-11, 2013-14 and 2014-15.)

   ii) Pursuant to the provisions of section 205-A and 205C,of the Companies Act 1956 any dividend remaining unclaimed for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund created by government of India for the benefit of investors. The unclaimed dividend for the financial year ended 2007-08 has already been transferred on 05/09/2015.

7. Members are requested to quote their folio number/s or Client ID in all correspondence with the Company.

8. SEBI, vide its Circular dated 20th May, 2009, has clarified that, it shall be mandatory for the transferee (s) of shares of the Listed Companies, in physical form, to furnish copy of PAN Card to the Company/ RTA for registration of transfer of shares, for securities market transactions and off market / private transactions involving shares.

9. In response to the Green Environment Initiative taken by the Ministry of Corporate Affairs, Members who have not registered their e-mail addresses so far are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to register their email addresses with M/s. Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agents of the Company.

10. 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 office hours on all working days except Sunday and holiday between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the 76th Annual General Meeting of the Company.

11. E-voting

Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means also and the business may be

transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). For conducting this e-voting activity in a fair and transparent manner, the Board of Directors have appointed M/s. Abhay R. Gulavani, Practising Company Secretary (ACS 28983) as Scrutinizer.

The instructions for e-voting are as under:

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

(ii) Click on "Shareholder-Login".

(iii) Click on the PDF file "Ugar Sugar e-voting.pdf" sent to you in the email by NSDL. The file will prompt for a Password. Kindly input your Client ID or Folio No. as may be applicable in the box prompted for Password. The said PDF file contains your user ID and password/PIN for e-Voting. Please note that this password is an initial password and needs to be changed while doing first time login for security purpose.

(iv) In case you are a existing user, please put your existing User ID and password.

(v) Put User ID and password as initial password noted above and Click Login.

(vi) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.

(vii) Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.

(viii) Select "EVEN" of The Ugar Sugar Works Ltd.

(ix) Now you are ready for e-Voting as Cast Vote page opens.

(x) Cast your vote by selecting appropriate option (Assent / Dissent) and click on "Submit" and also "Confirm" when prompted.

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

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

(xiii) 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail abhaygulavani@rediffmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

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

IV. 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).

V. The e-voting period commences on 20th September, 2016 (10:00 a.m.) and ends on 22nd September, 2016 (5:00 p.m.). During this period registered shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2016, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

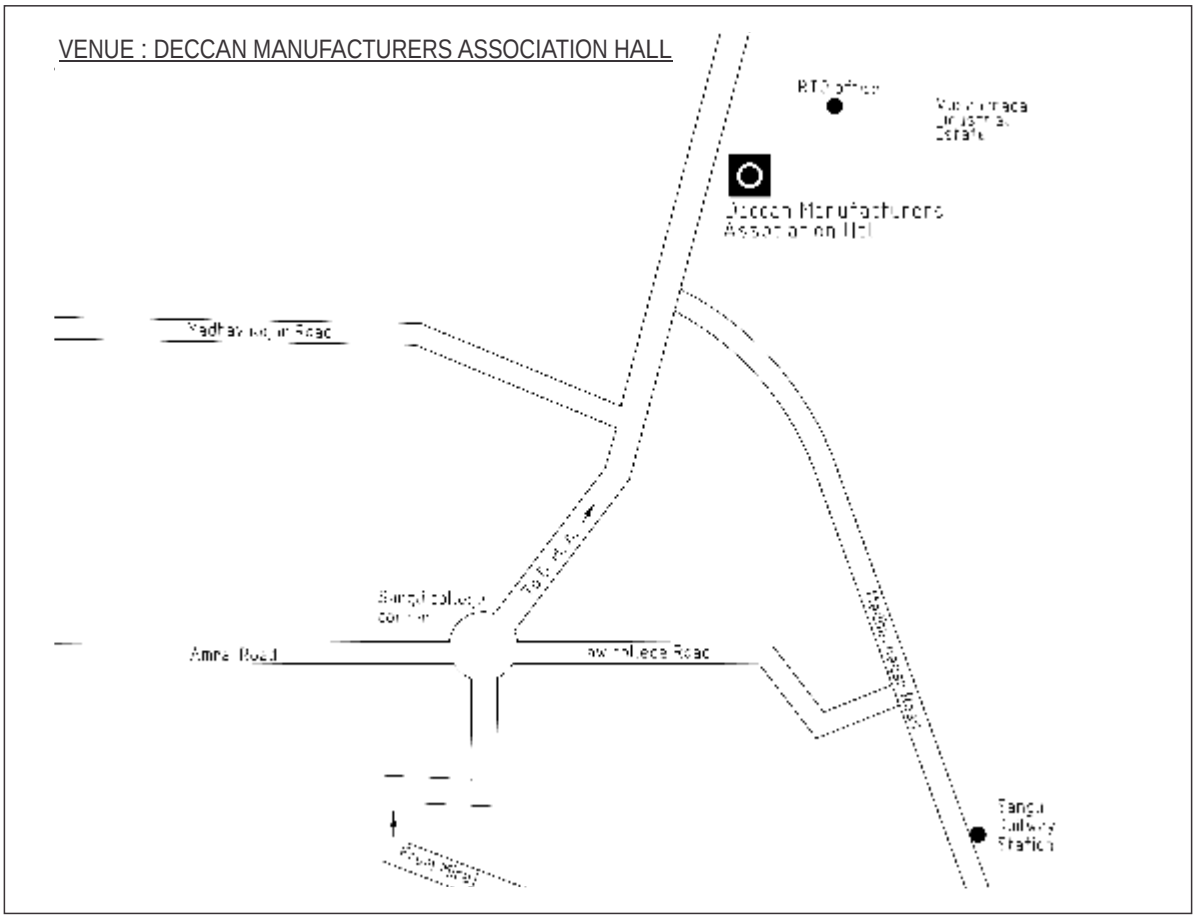
VI. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 12th September, 2016.

VII. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

VIII. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at the meeting, 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 make, not later than three days of conclusion of the meeting, a consolidate Scrutinizer's Report of the total vote cast in favour or against, if any, to the chairman or a person authorised by him in writing who shall countersign the same.

IX. The result shall be declared after the AGM of the Company. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.ugarsugar.com and on the website of NSDL immediately after the result is declared. The company shall simultaneously forward the result to BSE & NSE, where the shares of the Company are listed.

ROAD MAP TO AGM VENUE



ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required under section 102 of the Companies Act, 2013 the following statement sets out all material facts relating to the Special Business under item No. 6 to 13 mentioned in the accompanying Notice dated 20th May, 2016 and should be taken as forming part of it.

Item Nos. 6, 7 & 8:

- Mr. Hari Y. Athawale, aged 77 is appointed as an additional Independent and Non-Executive Director on 6th November, 2015. He is Master in Science (Major-Statistics) from Pune University (1962) and Diploma in Systems Analysis from New York University, New York (1985). He has over 22 years of the Banking experience in State Bank of India, the largest commercial bank in India, in Senior Executive Positions covering various responsibilities. He has also worked with State Bank of India, New York Office , Bank of New Zealand, New York, ICICI Ltd which later became ICICI Bank Ltd. He holds 39240 equity shares in the Company as on 31.03.2016. His directorship & committee membership in other companies is given below.

Sr.No	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
–	–	–	–

Nature of his expertise in specific functional areas;

1) Corporate Financing
2) Fund Raising
3) Project Appraisal
4) Finance Policies & framework

Disclosure of relationships between directors – Not Applicable.

None of the Directors or their relatives is in any way deemed to be concerned or interested, financially or otherwise in the proposed resolution.6.

The Directors recommend the resolution for members' approval as an Ordinary Resolution.

Mr. M. G. Joshi, aged 82 years, is on the Board of the Company since 30th December, 1997. Being a Sugar Technologist, he renders technical services to various sugar factories. He retired as Vice President of Walchandnagar Industries Ltd. He received the "Life Time Achievement Award" from DSTA in the year 2012. He holds 21,000 shares of the Company as on 31.03.2016. His directorship & committee membership in other public companies is given below.

Sr.No	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
1	Ugar Consultancy Limited (under liquidation)	--	--

Nature of his expertise in specific functional areas;

1) Overall functioning of the Sugar Industry
2) Project Technologists & Appraisal
3) Technical Expertise.

Disclosure of relationships between directors – Not Applicable.

None of the Directors or their relatives is in any way deemed to be concerned or interested, financially or otherwise in the proposed resolution no. 7

The Directors recommend the resolution for members' approval as an Ordinary Resolution.

- Mr. D. B. Shah, aged 75 years, joined the Board of the Company on 28th March, 2005. He is an agriculturist and a social worker. He holds 35,000 shares of the Company as on 31.03.2016. His directorship & committee membership in other public companies is given below..

Sr.No	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
–	–	–	–

Nature of his expertise in specific functional areas; - Overall functioning of the Sugar Industry

Disclosure of relationships between directors – Not Applicable.

None of the Directors or their relatives is in any way deemed to be concerned or interested, financially or otherwise in the proposed resolution no. 8.

The Directors recommend the resolution for members' approval as an Ordinary Resolution.

Item Nos. 9 & 10:

The present arrangement with the Executive Directors is valid upto 31st March, 2018. The Board in its meeting held on 20th May, 2016, as recommended by Nomination and Remuneration Committee, has decided to revise the remuneration of Shri. Niraj Shishir Shirgaokar, and Shri. Chandan Sanjeev Shirgaokar as Managing Directors, w.e.f. 01st April, 2016 for the remaining period of his appointment i.e. unto 31/3/2018, subject to the approval of the members in the General Meeting. After the approval of the general body, necessary agreements will be executed.

The revision in the remuneration of, Shri Niraj Shishir Shirgaokar, and Shri. Chandan Sanjeev Shirgaokar as Managing Directors do not require the approval of the Central Government since these are in accordance with the conditions stipulated in Schedule V to the Companies Act 2013.

Pursuant to Regulation 36 (3) of SEBI listing (Obligations and Disclosure Requirements) Regulation 2015 the details of the Executive Directors, seeking re-appointment are as under:

Name	Shri. Niraj S. Shirgaokar	Shri. Chandan S. Shirgaokar
Designation	Managing Director	Managing Director
Date of Birth	25- 05-1972	20 -10- 1977
Date of Appointment	01-04-2011	01-04-2011
No. of Shares held	2, 19, 214	4,76,466
Qualification	B.E. (Com. Engg.)	MCM
Experience	21 Years	16 Years
Directorship in other Companies	1) S B Reshellers P. ltd. 2) Intellectual Research Services P. Ltd. 3) Synergy Green Ind. P Ltd. 4) Indian Sugar Exim Corporation Ltd.	1) Ugar Pipe Ind. Pvt Ltd. 2) B B Theaters Pvt Ltd. 3) S.S.Shirgaokar Enterprises Pvt Ltd 4) Vinayak Shirgaokar Investment Pvt Ltd 5) Sangli Fabricators Pvt Ltd 6) S B Reshellers Pvt. ltd. 7) Suresh Shirgaokar Enterprises Pvt Ltd. 8) Synergy Green Ind. P Ltd.

Subject to the superintendence, control and direction of the Board of Directors Shri. Niraj Shishir Shirgaokar and Shri Chandan Sanjeev Shirgaokar the Managing Directors, shall be responsible for the general conduct and management of the business of the Jewargi Unit & Ugar Unit of the Company respectively and shall exercise, subject to such restrictions as may be imposed by the board, the powers vested by the Board and Executive Vice Chairman.

The revision in the remuneration and other terms and conditions are embodied in draft agreements between the Company and Shri. Niraj Shishir Shirgaokar and Shri Chandan Sanjeev Shirgaokar as Managing Directors, Pursuant to Section 196, 197 of the Companies Act, 2013, abstract of the material terms of appointment are enumerated below:

A) Basic Salary :

a) Managing Directors (MDs)

Rs.3,50,000 per month. (Previous Salary Rs. 2,50,000 per month)

B] Commission :

Two and half percent (2.5%) commission on net profit computed in the manner laid down in Section 198 of the companies Act, 2013 subject to limit specified under Schedule V.

C] Allowance:

- The Managing Director's will also be eligible for a Special Allowance of 25% of their basic salary.
- The Managing Director's will also be eligible for a Bonus & Leave Encashment as per the company's policy.

D] Perquisites:

Part A:

I] Free Furnished Accommodation with facilities and amenities / House Rent Allowance;

a] Free Furnished Accommodation valued as per the Income Tax Rules, 1962, or alternatively house rent allowance @ 10% to the MD's.

b] Provision of Gas, Electricity and Water and furnishings valued as per the Income Tax Rules, 1962, subject to a ceiling of 10% of salary.

c] Medical Benefit for Self and Family:
Reimbursement of expenses incurred for self and family.

d] Leave Travel Concession for self & Family
once a year, to and from any place in India, subject to the condition that only actual fare and no hotel expenses will be allowed.

e] Fees of Clubs:
Subject to a maximum of two clubs, however, no life membership or Admission fee will be paid.

f] Personal Accident Insurance:
The Annual Premium of which does not exceed Rs.10,000 (Rupees ten thousand only).

The actual expenditure or liability incurred by the Company for perquisites in part A shall be restricted to Annual Salary.

Part B :

a] Provident Fund, etc. :

The company's contribution to Provident Fund and Superannuation Fund or Annuity fund shall be as per the prevailing Rules of the Company.

b] Gratuity:

Not exceeding one month's salary for each completed year of service. Their service is in Continuation from earlier period.

c] Other Perquisites:

Within the overall ceiling on the remuneration mentioned herein they may be given any other allowances and perquisites from time to time as per Rules of the Company.

Part C :

a] Leave:

Not exceeding one month's leave for every eleven months of service, Encashment of leave as per the Rules of the Company or at the end of the tenure will not be included in the computation of ceiling on perquisites.

b] Car and Telephone:

Personal long distance calls on telephone and use of car for private purpose shall be billed to concerned contracted party.

Explanation :

1. Wherever context demands family means the spouse, dependent children and dependent parents.
2. Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.
3. The aggregate of the consolidated salary, commission and perquisites payable to the Managing Directors shall not exceed 10% of the net profits of the company calculated in accordance with provisions of section 197 and 198 of the Companies Act 2013.

Part D :

a) Minimum Remuneration: In case of absence or inadequacy of profits (including the case of loss) for any year, the Company shall pay to the Managing Directors the minimum remuneration of Rs. 3,50,000 p.m. and the allowance and perquisites as detailed above, except commission on net profit.

b) The net profit of the Company shall be determined as provided for in section 198 and any other provision/s of The Companies Act, 2013, applicable thereto.

c) The termination of services for the purpose of reappointment will not be treated as discontinuation of services for the purposes of gratuity and other benefits accruing to them. Their services will be treated as continuous services for the purpose of Gratuity and other benefits.

d) The agreement may be terminated by either party giving three months' notice or the Company or by paying three months' salary in lieu thereof.

e) If at any time the Managing Directors cease to be a Director of the Company for any cause whatsoever, they shall cease to hold their respective positions, as the case may be.

The resolutions are recommended to the members for their approval as a Special Resolutions.

Memorandum of Interest:

None of the Directors except Shri. Shishir Suresh Shirgaokar and Shri. Niraj Shishir Shirgaokar, are interested in the Resolution No. 9 being father and son.

None of the Directors except Shri. Chandan Sanjeev Shirgaokar and Shri Sohan Shirgaokar are interested in the Resolution No. 10 being brothers.

Item No. 11:

Approval / ratification of Remuneration to Cost Auditor:

The Audit Committee & the Board of Directors in their meeting held on 20th May, 2016, have approved the appointment of Cost Auditor Mr. Vikas V. Deodhar, for the Financial Year 2015-16 on a remuneration of Rs. 2,00,000 (Rupees Two Lakh only) plus reimbursement of out of pocket expenses plus Service Tax as applicable, subject to the ratification by the shareholders in the ensuing annual general meeting. Accordingly the remuneration is proposed for your approval.

The Directors recommends the resolution for members' approval as an Ordinary Resolution.

The Directors, Key Managerial Personnel or their relatives are no way deemed to be concerned or interested, in the proposed resolution no 11.

Item No. 12:

Donation in excess of limits specified under section 181 of Companies Act, 2013.

The Company is contributing to charitable and other funds as a donation for undertaking charitable activities. Sometimes the donation appeals received are in excess of the limit prescribed u/s 181 of the Companies Act, 2013. In order to meet such contingencies it is proposed to authorise the Board to give donations in excess of limit prescribed under Companies Act, 2013, by an amount not exceeding Rs. 25 lakh p.a.This is an enabling resolution for giving donation in excess of the limit prescribed u/s 181 of the Companies Act, 2013.

The Directors recommend the resolution for members approval as an ordinary resolution.

None of the Directors or their relatives is in any way deemed to be concerned or interested, financially or otherwise in the proposed resolution no. 12.

Item No. 13:

Acceptance of Deposits:

The Company was accepting deposits from public under the Companies (Acceptance of Deposit) Rules, 1975 framed under the Companies Act, 1956. With the introduction of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014, new deposits can be accepted in compliance with section 73 and 76 of the Companies Act, 2013 and the Rules thereunder. The Company has decided to accept unsecured deposits from public including its members and directors. For this purpose a special resolution is proposed for approval of the members and to authorize the Board of Directors to accept the unsecured deposits from public including shareholders and directors up to a maximum amount of Rs. 30 Crores or up to an amount representing 35% of the paid-up share capital and free reserves (maximum 10% from shareholders and 25% from public) as per the latest audited balance sheet, whichever is less. Further the Board is authorised to take the necessary action in this regard.

The Directors recommend the resolution for members' approval as a Special Resolution.

The Directors, Key Managerial Personnel or their relatives are deemed to be concerned or interested, to the extent of deposits to be offered by them in the Item No 13.

By order of the Board of Directors,
For **The Ugar Sugar Works Limited,**

B. G. Kulkarni
GM Corporate Affairs & Company Secretary
(F-2805)
Regd. Office: Mahaveernagar, Sangli – 416416.

Place : Pune
Date : 20-05-2016

Statement as required under Section 2, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at

Item No. 9 & 10 of the Notice

I. General Information:

1. Nature of Industry: Manufacture of sugar integrated with cogeneration of power and distillery operations & IMFL.
2. Date or expected date of commencement of commercial production: Existing Company in operation since 1939.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators:

(Rs. In Lakh)

Sr. No	Particulars	2014- 2015	2013-2014	2012-2013
1	Turnover	84108.75	83190.80	89476.05
2	Profit/(Loss) before tax	(586.36)	(2755.45)	1942.57
3	Net Profit/(Loss) after tax	(325.05)	(2975.87)	1745.01
4	Paid-up share capital	1125	1125	1125
5	Reserves & Surplus	7170	7532.86	10508.73

5. Export performance and net foreign exchange collaborations: NA
6. Foreign investments or collaborators, if any: NA

II. Information about	Mr Niraj Shirgaokar Managing Director	Mr Chandan Shirgaokar Managing Director
1. Background details	Mr. Niraj Shirgaokar has a Bachelors Degree in Computer Engineering from the Bombay University. He has 10 years of experience in professional companies, after which he joined the family business. He has worked for Siemens Information Systems (SISL), Bombay in the sales function, selling SAP & mySAP.com to customers in India. After Siemens, Mr. Shirgaokar was associated with Patni Computer Systems Limited (now IGATE Patni). He worked out of their San Francisco, California office, selling outsourcing jobs to customers in the United States. He joined the Ugar Sugar Works Limited in 2005. He has guided the organization in its IT transformation from a single email company to an high tech SAP enabled organization.. In 2011 he became Jt. Managing Director. Presently he is working as "Managing Director". and bearing responsibility of overall administration and management.	Mr. Chandan Shirgaokar having completed bachelor's degree in Science, pursued master's degree in Computer Management, has well over 15 years of experience in the field of management. After post-graduation, in order to acquire experience in various fields of management, took up an assignment with a renowned software company - M/s Business Integration Systems India Ltd., Pune In the year 2004 after joining The Ugar Sugar Works Ltd., accepted the first assignment of establishing IMFL section as a "Cost Centre" and converted the unit into a "Profit Centre". He is the key person in the launch of "Sandpiper" Brandy. In 2011 he became Jt. Managing Director. Presently he is working as "Managing Director" and bearing responsibility of overall administration and management.

2. Past Remuneration	<table><tr><th>Financial Year</th><th>Amount (In Rs. Lakh)</th></tr><tr><td>2014-2015</td><td>45.76*</td></tr><tr><td>2013-2014</td><td>44.15 *</td></tr><tr><td>2012-2013</td><td>41.01 *</td></tr><tr><td colspan="2">* excluding the retirement benefits</td></tr></table>	<table><tr><th>Financial Year</th><th>Amount (In Rs. Lakh)</th></tr><tr><td>2014-2015</td><td>41.60*</td></tr><tr><td>2013-2014</td><td>40.50 *</td></tr><tr><td>2012-2013</td><td>39.35 *</td></tr><tr><td colspan="2">* excluding the retirement benefits</td></tr></table>
3. Job profile and his suitability	Mr. Niraj Shirgaokar, Managing Director has been entrusted with substantial powers of the management of business and affairs of Jewargi unit of the Company. He has over 20 years of overall experience in professional IT & ITES companies along with Sugar & co generation businesses of the Company and its associate companies. The Company has been substantially benefitted by his vision, professional knowledge and managerial expertise.	Mr. Chandan Shirgaokar, Managing Director has been entrusted with substantial powers of the management of business and affairs of Ugar unit of the Company. He has over 15 years of experience in Sugar & co generation businesses of Ugar unit the Company and its associate companies.The Company has been substantially benefitted by his vision, professional knowledge and managerial expertise.
4. Remuneration Proposed	As stated in the explanatory statement to Special Resolution at Item No. 9 of the Notice	As stated in the explanatory statement to Special Resolution at Item No. 10 of the Notice.
5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):	Remuneration of Mr. Niraj Shirgaokar is in tune with his peers and is commensurate with his qualification, experience, and the size of the Company and diverse nature of its businesses.	Remuneration of Mr. Chandan Shirgaokar is in tune with his peers and is commensurate with his qualification, experience, and the size of the Company and diverse nature of its businesses.
6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	Mr. Niraj Shirgaokar is a Promoter-Director, holding 219214 equity shares of Re.1 each representing about 0.19% of the total paid-up capital of the Company. He is son of Mr. Shishir Shirgaokar (Non Executive Director)	Mr. Chandan Shirgaokar is a Promoter-Director, holding 495104 equity shares of Re.1 each representing about 0.44% of the total paid-up capital of the Company. He is brother of non executive director Mr. Sohan Shirgaokar.

III. Other information: Nil

IV. Disclosures:

1. Remuneration package of the managerial person: Fully described in the respective explanatory statement as stated above.
2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' attached to the Annual Report: The requisite details of remuneration etc. of Directors are/will be included in the Corporate Governance Report, forming part of the Annual Report of the Company.

By order of the Board of Directors,
For **The Ugar Sugar Works Limited,**

B. G. Kulkarni
GM Corporate Affairs & Company Secretary
(F-2805)
Regd. Office: Mahaveernagar, Sangli – 416416.

Place : Pune
Date : 20-05-2016

DIRECTORS' REPORT

DEAR SHAREHOLDERS,

Your Directors have pleasure in presenting their 76th Annual Report together with the Audited Financial Statements for the period ended 31st March, 2016.

GENERAL:

All India Production of Sugar for the Season 2015-16 is expected to reach 250 Lakh tonnes, as compared to the previous year's production of 280 Lakh tonnes. The Government of India has continued with the decontrol mechanism.

Our total crushing of sugar cane at Ugar and Jewargi, during the season 2015-16 was 18.15 Lakh MT, bagging of Sugar 20.00 Lakh Qtls., with a recovery of 11.14% and 9.90% respectively.

FINANCIAL RESULTS:

The brief financial results of the Company are as shown below:

Particulars	**31.03.2016 Rs. in Lakh**	*31.03.2015 Rs. in Lakh*
Profit before Depreciation & Amortisation	3,052.65	960.03
Depreciation & Amortisation	1,567.98	1,546.39
Profit Before Tax / (Loss) & Exceptional items	1,484.67	(586.36)
Provision for Tax, (including deferred tax adjustment, short provision for tax) / MAT Credit entitlement	356.39	(261.31)
Profit after Tax / Net Profit / (Loss)	1,128.28	(325.05)
Less:- Provision for Corporate Dividend Tax	57.26	0.00
Balance of profit brought forward from previous year	(3,037.19)	(2,712.14)
Balance Carried in Profit and Loss Account	(1,966.17)	(3,037.19)
Earnings Per Share (EPS)	1.00	(0.29)

Transfer to Reserve: - No amount has been transfer to Reserve for the financial year 2015-16.

DIVIDEND:

Your directors have recommended payment of dividend for the financial year 2015-16 out of the free reserve @ 15 % and additional 10% Dividend on completion of 75th Year of the company. (i.e. Rs. 0.25 per share of Rs. 1)

OPERATIONS:

SUGAR AT UGAR:

Particulars	Sugar Season 2015-16	*Sugar Season 2014-15*
Date of beginning of crushing season	**12-11-2015**	*30-11-2014*
Date of ending of crushing season	**19-03-2016**	*22-04-2015*
Number of Working Days	**129**	*144*
Sugar Cane Crushed (Lakh MT)	**15.81**	*15.76*
Recovery	**11.14%**	*11.61%*
Sugar Produced (Lakh Qtls.)	**17.68**	18.52

SUGAR AT JEWARGI :

Particulars	Sugar Season 2015-16	*Sugar Season 2014-15*
Date of beginning of crushing season	**27-11-2015**	*30-11-2014*
Date of ending of crushing season	**24-02-2016**	*23-04-2015*
Number of Working Days	**90**	*145*
Sugar Cane Crushed (Lakh MT)	**2.35**	*4.31*
Recovery	**9.90%**	*10.62%*
Sugar Produced (Lakh Qtls.)	**2.33**	*4.61*

DISTILLERY, IML PRODUCTION & ELECTRICITY GENERATION :

Particulars	Unit	Financial Year 2015-16	*Financial Year 2014-15*
Rectified Spirit Produced (Lakh BL)	Ugar	**132.06**	*129.62*
Denatured Spirit Produced (Lakh BL)	Ugar	**38.05**	*37.13*
Potable Alcohol Produced (Lakh BL)	Ugar	**89.14**	*94.51*
Electricity Generated (Lakh KW)	Ugar	**1347.06**	*1071.58*
Electricity Exported (Lakh KW)	Ugar	**730.85**	*598.76*
Electricity Generated (Lakh KW)	Jewargi	**334.73**	*374.55*
Electricity Exported (Lakh KW)	Jewargi	**228.79**	248.66

Your Directors expect to procure about 18 Lakh MT sugarcane at Ugar and Jewargi Units during 2016-17 crushing season.

ENVIRONMENTAL SAFETY:

Our Company continues to pursue its environmental friendly approach towards Industrial growth. Constant improvements are being made in the process and equipments, to minimize the discharge of effluents and emissions.

FIXED DEPOSITS:

The Company has not accepted fresh deposits from public pursuant to Section 73 or 76 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014. However, 3 (Three) Depositors, who have not claimed their deposits after maturity as on 31st March, 2016 and the amount outstanding as on that date, was Rs.3.18 Lakh. These amounts are lying with the company as there is litigation amongst the heirs about the true ownership of the deposits. As and when court order is received, amounts will be paid.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Company has not advanced any loans pursuant to Section 186 of the Companies Act, 2013. The Guarantees given to the financial institutions (i.e. Rs. 70 Cr. to Bank of India and Rs. 47 Cr. to ICICI Bank Ltd.). And Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements at Note No. A-11.

DIRECTORS & KMP:

During the year under review, following changes have taken place in the composition of the Board of Directors of the Company:

- Mr. Hari Y Athawale was appointed as an Additional Independent Director by the Company on 06th November, 2015. He is liable to retire at this AGM & being eligible offers himself for reappointment as an Independent Director for a period of 5 years up to 2021.
- Mr. S N Inamdar resigned as an Independent Director due to health problems on 06th October, 2015.
- Mr. Niraj S Shirgaokar & Mr. Chandan S Shirgaokar, Managing Directors were appointed as KMP in place of Mr. Shishir S. Shirgaokar.
- Mr. Shishir S. Shirgaokar was appointed as Executive Vice Chairman up to 31/03/2016.

Directors Retire by Rotation:

- Mr. M. G. Joshi, aged 82 years, is on the Board of the Company as an Independent Director since 1997. He retires at this meeting and is eligible for re-appointment as an Independent Director for a period up to 2019.
- Mr. D. B. Shah, aged 77 years is on the Board as an Independent Director since 2000. He retires at this meeting and is eligible for re-appointment as an Independent Director for a period up to 2019.
- Mr. Shishir Shirgaokar aged 72 years, retired as Executive Vice Chairman on 31/03/2016 and thereafter he continued as Non Executive Director of the Company. He is liable to retire by rotation at this AGM & being eligible offers himself for reappointment.
- Mr. Sachin Shirgaokar aged 50 years is on the Board as a Non Executive Director since 2014. He retires at this meeting and being eligible offers himself for reappointment.
- All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The details of appointment of Independent Directors are disclosed on Companies website with following link.

  http://web.ugarsugar.com/Investor_Relations/Corporate_Announcements.asp?child=3&parent=7

- **Board Evaluation:-**

  Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees.

- **Nomination & Remuneration Policy:**

  The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration and includes other matter as prescribed under the provisions of Section 178 of Companies Act and Clause-49. The Nomination & Remuneration Policy is available on the website of the Company on the following link.....

  http://web.ugarsugar.com/Investor_Relations/Corporate_Announcements.asp?child=3&parent=7

- **Meetings:**

  During the year, Six Board Meetings and Four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to the provisions of section 134(5) of the Companies Act, 2013, we confirm that-

i] That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures,

ii] The directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period,

iii] The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,

iv] The directors have prepared the annual accounts on a going concern basis,

v] The directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively, and

vi] The directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE:

Our Company has been following good Corporate Governance since its inception. The shares of our Company are listed on Bombay Stock Exchange Ltd., and National Stock Exchange of India Ltd., We are regularly and timely complying with the requirements as per the Listing Agreement. Company has paid the Annual Listed Fees for the Financial Year 2015-16. As required by SEBI Guidelines, a Corporate Governance Report is annexed.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

As required under Regulation 34(3) of the SEBI (LODR) Regulations 2015, a detailed Management Discussion and Analysis report has been given separately forming part of the annual report.

CO-GENERATION AT UGAR & JEWARGI:

During this year electricity generated was 1678.71 Lakh KW of which we have exported 959.99 Lakh KW through Tata Power Trading Company by consuming 5.61 Lakh MT of Bagasse.

DISTILLERY:

The production of Rectified Spirit was 131.98 Lakh BL as compared to 129.62 Lakh BL during the previous year. During the year under review, we have supplied 12.80 Lakh BL to the Oil Companies as compared to 37.13 lakh BL during previous year. There was no demand from the oil companies. The production at distillery has gone up by 2.36 Lakh bulk litres during the year.

INDIAN MADE LIQUOR (IML) AT UGAR:

The Company has manufactured 10.20 Lakh cases at Ugar during this year as against 10.73 Lakh cases during the previous year. The sales have slightly come down. Company has continued bottling of its products at M/s. K. S. Distilleries and M/s. SDF Industries.

DEMATERIALIZATION OF SHARES:

Our Company has provided connectivity with NSDL & CDSL for dematerialization of its shares for trading in electronic form under ISIN-No: INE071E01023. So far 8, 97, 79,793 eq. shares have been dematerialised by the shareholders, i.e.79.80% of total shareholding as on 31st March, 2016. The annual fees of depositories for the FY 2015-16 have been paid by the Company.

CONSERVATION OF ENERGY AND PARTICULARS OF EMPLOYEES:

Particulars pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo have been given under **Annexure I.** The disclosures as required under Section 134(3) (m) of the Companies Act, 2013, read with Rule, 8 of The Companies (Accounts) Rules, 2014 have been given under **Annexure II.** Both the annexure form part of this report.

ASSOCIATE COMPANIES :

UGAR CONSULTANCY LTD.

This company is still under the process of liquidation.

UGAR THEATER PVT. LTD.

This company has ceased to be an Associated Company as on 31st March 2016, as the Company has sold part of holdings and now it has came down to 18.73%.

UGAR QUALITY PACKAGING PVT. LTD.

This company has ceased to be an Associated Company as on 31st March 2016, as the Company has sold part of holdings and now it has came down to 19.13%.

QUALIFYING REMARKS IN AUDITORS' REPORT:

There are no qualifying remarks in the Statutory Auditors' Report and Secretarial Audit Report. However, the Statutory Auditors has given an opinion on Internal Financial Control (IFC). Stating that the Company is in the process of

documentating its internal financial control over financial reporting. The Company is in the process of completing the documentation of Internal Financial Control by taking expert's help.

AUDITORS:

Statutory Auditors

The Company's Auditors, M/s. P. G. Bhagwat, Chartered Accountants, having FRN - 101118W retire at the ensuing Annual General Meeting of the Company are eligible for reappointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Auditors of the Company. As required under Clause 49 of the Listing Agreement, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of its Cost Audit of Sugar and Alcohol Electrical Energy. Your Directors have appointed Mr. V. V. Deodhar, Cost Auditor, Mumbai (Membership No. 3813) on the recommendation of the Audit Committee, to audit the cost accounts of the Company for the financial year 2016-17 on a remuneration of Rs. 2 Lakh, subject to the ratification of General Body.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS Abhay Gulavani, Company Secretaries in Practice, Miraj (Membership No A28983) to undertake the Secretarial Audit of the Company who had consented to the same. The Report of the Secretarial Audit Report is annexed herewith as **"Annexure III".**

CORPORATE SOCIAL RESPONSIBILITY

In view of the loss during previous years there is no qualifying amount to be spent under CSR. Hence provision of Section 135 of Companies Act 2013 are not applicable to the Company. The Report of the CSR is annexed herewith as **"Annexure IV".**

INTERNAL FINANCIAL CONTROL:

The Company has Internal Financial Controls with proper checks and balances to ensure that transactions are properly authorized, recorded and reported apart from safeguarding its assets. These systems are reviewed and improved on a regular basis. Since, the Statutory Auditor are not satisfied with documentation process of the existing controlling system, we are taking expert's advice to strengthen the IFC documentation process.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. The transactions entered into by the Company during the year were within the limits of the Powers of the Board as prescribed in Section 188 read with Companies (Meetings of Board & its Powers) Rules, 2014. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel, other designated persons or other related parties which may have a potential conflict with the interest of the Company at large.

The Company has taken Omnibus approval of Audit Committee for the Related Party Transaction. All Related Party Transactions were placed before the Audit Committee and the Board for their approval.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

Form No. AOC-2: (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) is attached in **Annexure V.**

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as **"Annexure VI".**

DETAILS OF REMUNERATION AS REQUIRED UNDER SECTION 197 (12):

Details of Remuneration as required under Section 197 (12) of the Companies Act, 2013 Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 is given as **"Annexure VII."**

WHISTLE BLOWER POLICY / VIGIL MECHANISM:

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 22 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower Policy / Vigil Mechanism that encourages and supports its Directors & employees to report instances of unethical behaviour, actual or suspected frauds or violation of Company's Code of Conduct. It also provides adequate safeguards against victimisation of persons who use this mechanism and direct access to the Chairman of Audit Committee in exceptional cases. The Whistle Blower Policy / Vigil Mechanism policy has been posted on web site of company on the link

http://web.ugarsugar.com/Investor_Relations/Corporate_Announcements.asp?child=3&parent=7

PREVENTION, PROHIBITION & REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE:

The Company has in place a policy on prevention, prohibition & redressal of sexual harassment of women at work place and an internal complaints committee has been constituted. No complaints are received during the year.

ACKNOWLEDGMENT:

Your Directors wish to place on record their sincere appreciation for the continued support received from Managements of Central Bank of India, Bank of Baroda, Union Bank of India, IDBI Ltd., and Bank of India for providing working capital finance and Central Bank of India, Bank of Baroda, Sugar Development Fund, for providing long term finance for capital Investments, Tata Power Trading Co. Ltd., and HESCOM, for transmission of energy.

Your Directors thank the Government of India, Government of Karnataka, Government of Maharashtra, Government Authorities, Shareholders, Cane suppliers, Workers and Staff for their co-operation and contribution to the overall progress of the Company.

By order of the Board of Directors
For **The Ugar Sugar Works Limited**

P. V. Shirgaokar
Chairman
DIN - 00151114

Place : Pune
Date : 20-05-2016

ANNEXURE I TO THE DIRECTORS' REPORT.

Information pursuant to Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the period ended 31st March, 2016.

CONSERVATION OF ENERGY

All the energy conservation measures successfully implemented in past are giving satisfactory results. This year following steps are taken for Energy Conservation:

1) Installation of ABB make AC VFD Drives For Vacuum Filter - 4 Nos. X 7.5 KW .

2) Installation of Schneider AC VFD Drives For Dozing Pumps @ SCFC 15 Nos. X 0.75KW.

3) Installation of Schneider AC VFD Drives For Filtrate Pumps @SCFC 3 Nos. X 15KW.

4) Installation of Schneider AC VFD Drives For Syrup Pumps @SCFC 3 Nos. X 22KW.

5) Installation of 40 W Fluorescent Tubes Replaced By CFL Lamps 75 Nos. X 23 WATTS.

6) Installation of Schneider AC VFD Drive for ID Fan @ 80TPH KRUPP #2 BOILER 1No.X250KW

ANNEXURE II : TECHNOLOGY ABSORPTION

FORM – B

Research & Development Department of The Ugar Sugar Works Ltd; is recognized by Ministry of Science & Technology, New Delhi, since 24th July, 1978 till to date. Our recognition is renewed every time because of the continuous development work. All the government institutes, private organizations are giving trials on our R & D Farm.

Research is a continuous process & helps in producing the new things, which needs in Agriculture for continuous improvement.

On our R & D Farm new varieties are being tested for yield and quality with respect to the soil & environment conditions . Which has helped our area and entire peninsular zone for propagating the new varieties, new ideas and new techniques .

Sugarcane:

CoC-671(Q63xCo775) was brought around 1985 which was a high yielding high sugar variety popular upto 2005. We are trying to get this type of variety.

Co-86032 (Co62198 xCoC671) belongs to early mid group which has occupied nearly 40 to 45 % in daily crushing, becoming susceptible for many disease ,insects & pests. Trying to replace this variety by suitable variety. Co Snk 09227 this variety having all good characters of Co 86032 resistant to disease , insects & pests given to the farmers for trial basis.

CoM-0265(GS87044) has become much popular amongst the cultivators because of its high yielding and salinity tolerant character. It is late sugar accumulating variety also becoming susceptible to rust . In the view of replacing this variety MS 10001 & Co Snk 09293 is tried on R & D Farm & cane seed will be given in November 2016.

Agricultural Research Station, Sankeshwar which comes under University of Agricultural Sciences, Dharwad, Sugarcane Breeding Institute, Coimbatore & S. Nijalingappa Sugar Institute,Belgaum supplying the new clones for continuous evaluation. To control the soil salinity Sub Surface Drainage with the help of perforated PVC pipes is made popular in our command area. On company managed Lift Irrigation Schemes 100 acres already done & report for 2000 acres is submitted to Government of Karnataka for subsidy.

Research on Short Duration Crops:

Short duration crops are necessary for crop rotation which will maintain the soil health .

Wheat:

We are conducting trials on Wheat under the guidance of University of Agricultural Sciences, Dharwad, MACS, Pune, CYMMYT Mexico, ICARDA.UAS 304 variety identified on our R & D Farm & seed is supplied to the farmers.

Soybean

Trials are conducted with the help of University of Agricultural Sciences, Dharwad, and Directorate of Soybean research, Indore. Varieties like Dsb 21, MACS 1188 & KDS 344 seed will be given to the farmers under the Front Line Demonstration Scheme over 100 acres of area free of cost. We have conducted 100 demonstrations having area of one acre per demonstration.

Future Plan of action:

a) Selection of high yielding, high recovery and disease resistant varieties.

b) Saline Soil reclamation by utilizing Porous pipes in command area.

c) With the help of Integrated Nutrient Management Practice for increasing cane yield per acre.

d) Wide Row Spacing Plantation Program

e) Selection of suitable variety for Mechanical Cane Harvester.

f) To promote the area under Drip Irrigation.

g) Utilization of Organic Distillery Powder, a product of SSP Plant of concentration, evaporation and drying system for zero pollution as rich Potash source.

h) Utilization of Bio Methanated Spent Wash in Muruam Soils of the command area on large scale as One Time Controlled Land Application due to its high nutrient values.

i) Practice of Trash Mulching in sugarcane crop.

j) Distribution of genetically pure seed of popular varieties.

Sr. No.	Particulars	Rs. in Lakh
1.	Foreign Exchange Earnings	0.00
2.	Foreign Exchange Outgo	
	a. Travelling	6.90
	b. Raw Material (IML Essence)	0.00
	c. Subscriptions	0.74

ANNEXURE III - FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
The Ugar Sugar Works Limited,
Mahaveernagar,
Sangli – 416416.
(CIN – L15421PN1939PLC006738)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Ugar Sugar Works Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of The Ugar Sugar Works Limited, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the financial year from 1st April, 2015 to 31st March, 2016 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015;

   (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   (d) The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements, LODR) Regulations, 2015; and

(v) Company has complied with the other applicable laws as applicable specifically to the company as identified by the management, as mentioned below:

   i) Sugar Cess Act, 1982

ii) Food Safety And Standards Act, 2006

iii) Essential Commodities Act,1955

iv) Sugar Development Fund Act, 1982

v) The Karnataka Sugarcane (Regulation on Purchase and Supply) Act, 2013,

vi) Export (Quality Control and Inspection) Act, 1963

vii) Indian Boilers Act, 1923

viii) The Electricity Act, 2003

ix) National Tariff Policy

(vi) I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India from time to time w.e.f 01st July, 2015.

(ii) The Listing Agreements (including the new agreements) entered into by the Company with BSE Limited & National Stock Exchange of India Limited, the Stock Exchange(s).

(vii) I am informed that, during the year, Company was not required to comply with the following laws / regulations / agreements / guidelines and consequently not required to maintain any books, papers, records or file any forms, returns under:

a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

f) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

During the period under review the Company has adequately complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable.

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through. As informed, there were no dissenting views from any Board member that were required to be captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations a nd guidelines.

I further report that, during the audit period, there are no specific events / actions having a major bearing on the Companies affairs, except:

1) Adoption of full set of Articles of Association by replacing the existing Articles of Association as per the provisions of Companies Act, 2013 through Postal Ballot.

Abhay R. Gulavani
Practising Company Secretary
ACS: 28983; CP: 10741

Place : Pune
Date : 20-05-2016

Annexure - A to Secretarial Audit Report of even date

To,
The Member,
The Ugar Sugar Works Limited,
Mahaveernagar,
Sangli- 416 416
(CIN - L15421PN1939PLC006738)

My Secretarial Audit Report dated 20th May, 2016 for the financial year ended on 31st March, 2016, is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on the secretarial record based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is a part of financial audit.

4. I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.

5. Compliance with the provisions of corporate and other applicable laws, regulations, standards is the responsibility of the management. My examination was limited to the verfication of procedures on test basis.

6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Abhay R. Gulavani
Company Secretaries
(ACS : 28983; CP : 10741)

Place : Pune
date : 20th May, 2016

ANNEXURE IV

TO THE DIRECTORS REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

Purpose

In terms of the Companies Act, 2013, every listed company has to have a Corporate Social Responsibility (CSR) Committee of the Board of Directors which will help the Company to frame, monitor and execute the CSR activities of the Company under its CSR scope.

The CSR Committee is also entrusted with implementing the CSR Policy of the Company as approved by its Board of Directors. Web link for CSR Policy is

http://web.ugarsugar.com/Investor_Relations/Corporate_Governance/CSR_Commitee.asp?child=8&parent=9

Scope

The CSR Policy will cover the following focus areas which the Company will undertake through its various initiatives in the area of 1. Health, 2. Education, 3. Community Development and 4. Natural Calamities

2. Composition of CSR Committee

Following are members of the Corporate Social Responsibility Committee of the Board :

- Dr. M.R.Desai - Chairman.
- Mr. D.B.Shah
- Mr. Sachin Shirgaokar.
- Mr. Sohan Shirgaokar.

		(Rs. in Lakhs)
3.	Average net profit/ loss of the company for last three financial years	- 518.64
4.	Prescribed CSR Expenditure (In Lakhs) (two per cent. of the amount as in item 3 above)	Nil
5.	Details of CSR spent during the financial year.	
	(a) Total amount to be spent for the financial year;	Nil
	(b) Amount unspent, if any;	Nil

CSR Committee confirms that, the implementation & monitoring of CSR Policy is in compliance with CSR objectives & policy of Company.

Mr. Niraj S Shirgaokar Managing Director (DIN - 00254525) The Ugar Sugar Works Ltd	**Dr. M R Desai** Chairman CSR Committee (DIN - 01625500) The Ugar Sugar Works Ltd
Mr. Chandan S Shirgaokar Managing Director (DIN - 00208200) The Ugar Sugar Works Ltd	

ANNEXURE V

Form No. AOC-2 : (Pursuant to clause (h) of sub-section (3)of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Details of material contracts or arrangement or transactions not at arm's length basis: Nil.

Details of material contracts or arrangement or transactions at arm's length basis

(a)	Name(s) of the related party	1. S. B. Reshellers Pvt Ltd. 2. Shantaram Machineries Pvt. Ltd* 3. Tara Tiles Pvt. Ltd., 4. Radhika Shirgaokar
	Nature of relationship	Group Companies, relative of MD
(b)	Nature of contracts /arrangements / transactions	Purchase of Machinery, Spare Parts, Repairs & Maintenance, sale of Scrap/Machinery Parts etc. & lease rent
(c)	Duration of the contracts / arrangements / transactions	01-04-2015 to 31-03-2016
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Related party transactions are finalized based on following procedure : a) Comparison of Quotations received form similar parties in market b) Earlier performance of the party, quality of supply & services. c) Recommendations by Technical Team All the transaction are done at fair market value and at arm's length basis. Party name & Values of Transaction. Rs. S. B. Reshellers Pvt Ltd: 1,05,12,869 Shantaram Mach Pvt.Ltd * 1,09,05,420 Tara Tiles Pvt. Ltd. 5,23,248 Radhika Shirgaokar 44,16,000
(e)	Date(s) of approval by the Board	13/8/2015, 06/11/2015, 12/2/2016 (Omnibus Approval for all Related Party Transaction has been obtained in Audit Committee Meeting held on 13/08/2015 for one year)
(f)	Amount paid as advances, if any:	Nil

* Shantaram Mach Pvt.Ltd. merged with S.B. Reshellers Pvt. Ltd., w.e.f. 01/11/2015

Annexure VI
EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2016
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]
FORM NO. MGT – 9

I. REGISTRATION AND OTHER DETAILS

I) CIN:-	L15421PN1939PLC006738
ii) Registration Date	11/09/1939
iii) Name of the Company	The Ugar Sugar Works Ltd.
iv) Category / Sub-Category of the Company	Company Limited By Shares / Indian Non-Government Company.
v) Address of the Registered office and contact details	Mahaveer Nagar, Sangli, Maharashtra, 416416 +91 233 2623717, usw.sangli@ugarsugar.com.
vi) Whether listed company Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PVT. LTD. (Unit : The Ugar Sugar Works Ltd.,) E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), MUMBAI – 400 072. Ph. No. 022-40430268 /40430289 / 022-40430201 / 28470652.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S1 No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Sugar	2060	62.40
2	Potable Alcohol	2200	27.94

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S1 No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	UGAR CONSULTANCY LTD MAHAVEERNAGAR, SANGLI – 416 416 (UNDER LIQUIDATION)	U20232MH2001PLC045250	Associate	48.53%	2 (6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) as on 31st March, 2016.

I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	14901926	546625	15448551	13.73	15032046	485712	15517758	13.79	0.06
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	36831785	12608	36844393	32.75	36831785	12608	36844393	32.75	0.00
e) Banks / FI	0	0	0	0		0		0	0
f) Any Other….	0	0	0	0		0		0	0
Sub-total (A) (1):-	51733711	559233	52292944	46.48	51863831	498320	52362151	46.54	0.06
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other….	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	51733711	559233	52292944	46.48	51863831	498320	52362151	46.54	0.06
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	2880	2880	0	0	2880	2880	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	2880	2880	0	0	2880	2880	0	0
2. Central/ State Govt./ President of India	0	0	0	0	0	0	0	0	0
3. Non-Institutions									
a) Individuals									
I) Individual									
shareholders holding nominal share capital upto Rs. 2 lakh	24784550	22351287	47135837	41.9	262201680	22058731	48278899	42.91	1.01

ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	3284524	0	3284524	2.92	1874670	0	1874670	1.67	- 1.25
c) Others (specify)	9743447	40368	9783815	8.7	9821124	160276	9981400	8.87	0.17
1) Body Corporate	--	--	--	--	--	--	--	--	–
2) Clearning Member	--	--	--	--	--	--	--	--	–
3) NRI	--	--	--	--	--	--	--	--	–
4) Trust	--	--	--	--	--	--	--	--	–
Sub-total (B)(3):-	37812521	22391655	60204176	53.52	37915962	22219007	60134969	53.45	-0.07
Total Public Shareholding (B)=(B)(1)+(B)(2)+ (B)(3)	37812521	22394535	60207056	53.52	37915962	22221887	60137849	53.46	- 0.06
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0					
Grand Total (A+B+C)	89546232	22953768	112500000	100	89779793	22720207	112500000	100	0

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in Share holding During the year
1.	Rajendra V. Shirgaokar	132882	0.12	00	132882	0.12	00	0.00
2.	Prafulla V Shirgaokar	768016	0.68	00	823929	0.73	00	0.05
3.	Shishir S Shirgaokar	349255	0.31	00	352255	0.31	00	0.00
4.	Shilpa N Kumar	152600	0.14	00	152600	0.14	00	0.00
5.	Savita S Shirgaokar	118972	0.11	00	118972	0.11	00	0.00
6.	Niraj S Shirgaokar	219214	0.19	00	219214	0.19	00	0.00
7.	Arjun Niraj Shirgaokar	172052	0.15	00	172052	0.15	00	0.00
8.	Asawari Niraj Shirgaokar	473140	0.42	00	473140	0.42	00	0.00
9.	Chitra A Dalvi	140448	0.12	00	140448	0.12	00	0.00
10.	Sindhu V Dalvi	103020	0.09	00	103020	0.09	00	0.00
11.	Sachin R Shirgaokar	1480133	1.32	00	1481133	1.32	00	0.00
12.	Laxmi S Shirgaokar	640365	0.57	00	640365	0.57	00	0.00
13.	Radhika S Shirgaokar	2037978	1.81	00	2037978	1.81	00	0.00
14.	Smita P Shirgaokar	270000	0.24	00	270000	0.24	00	0.00
15.	Dinkar Madhusudan Shirgaokar	111827	0.10	00	111827	0.10	00	0.00
16.	Shradha D Shirgaokar	159480	0.14	00	159480	0.14	00	0.00
17.	Rishabh Sanat Shirgaokar	34203	0.03	00	34203	0.03	00	0.00
18.	Kunda K Shirgaokar	616544	0.55	00	616544	0.55	00	0.00
19.	Sanat Shirgaokar	73608	0.07	00	73608	0.07	00	0.00
20.	Tarini S Shirgaokar	1793299	1.59	00	1807266	1.61	00	0.01
21.	Puja H. Pusalkar	18000	0.02	00	18000	0.02	00	0.00
22.	Jeevan V Shirgaokar	134311	0.12	00	134311	0.12	00	0.00

23.	Anuja J Shirgaokar	68200	0.06	00	68200	0.06	00	0.00
24.	Avinash V Shirgaokar	181840	0.16	00	181840	0.16	00	0.00
25.	Aniket J Shirgaokar	15700	0.01	00	15700	0.01	00	0.00
26.	Chandan S Shirgaokar	495104	0.44	00	495104	0.44	00	0.00
27.	Sohan S Shirgaokar	197690	0.18	00	209440	0.19	00	0.01
28.	Rekha R Khedekar	17264	0.02	00	17264	0.02	00	0.00
29.	Deepchand B Shah	35000	0.03	00	35000	0.03	00	0.00
30.	Mallapa R Desai	69608	0.06	00	69608	0.06	00	0.00
31.	Shrikrishna N Inamdar	18750	0.02	00	0	0.00	00	-0.02
32.	Manohar G Joshi	21000	0.02	00	21000	0.02	00	0.00
33.	V Balsubramaniun	11200	0.01	00	11200	0.01	00	0.00
34.	Baba N Kalyani	1583880	1.41	00	1583880	1.41	00	0.00
35.	Nivedita Sarnaik	21600	0.02	00	21600	0.02	00	0.00
36.	Mohan P Shirgaokar (Huf)	55913	0.05	00	55913	0.05	00	0.00
37.	Rekhadevi Desai	21600	0.02	00	21600	0.02	00	0.00
38.	Chinnadevi Sarnaik	45600	0.04	00	45600	0.04	00	0.00
39.	Shantadevi Desai	99000	0.09	00	99000	0.09	00	0.00
40.	Sunita B Kalyani	1500000	1.33	00	1500000	1.33	00	0.00
41.	Madhavi Dalvi	281000	0.25	00	281000	0.25	00	0.00
42.	Rajeev V Dalvi	433000	0.38	00	433000	0.38	00	0.00
43.	Sumit R Khedekar	12000	0.01	00	12000	0.01	00	0.00
44.	Harshada A Shirgaokar	500	0.00	00	500	0.00	00	0.00
45.	Sukhada A Shirgaokar	9449	0.01	00	9449	0.01	00	0.00
46.	Kumar Prabhakar Shirgaokar (Huf)	55913	0.05	00	55913	0.05	00	0.00
47.	Sandhya Ashok Kumar Gupta	132480	0.12	00	132480	0.12	00	0.00
48.	Rakesh Kapoor	5000	0.00	0.0	5000	0.00	0.00	0.00
49.	Deepak Ghaisas	5000	0.00	0.0	5000	0.00	0.00	0.00
50.	Hari Yashwant Athawale	00	0.00	0.0	58240	0.05	00	0.05
51.	Shantaram Machineries Pvt Ltd	888760	0.79	00	00	0.00	00	-0.79
52.	Tara Tiles Pvt Ltd	1011200	0.90	00	1011200	0.90	00	0.00
53.	Sangli Fabricators Pvt Ltd	12608	0.01	00	12608	0.01	00	0.00
54.	Ugar Pipe Ind Pvt Ltd	12608	0.01	00	00	0.00	00	-0.01
55.	Vinayak Shirgaokar Inv Pvt Ltd	3192694	2.84	00	3192694	2.84	00	0.00
56.	Suresh Shirgaokar Inv Pvt Ltd	1466920	1.30	00	1466920	1.30	00	0.00
57.	D.M. Shirgaokar Inv Pvt Ltd	2153280	1.91	00	2165888	1.93	00	0.01
58.	Mohan Shirgaokar Inv Pvt Ltd	3446095	3.06	00	3446095	3.06	00	0.00
59.	Prafulla Shirgaokar Inv Pvt Ltd	1833836	1.63	00	1833836	1.63	00	0.00
60.	Shishir Shirgaokar Inv Pvt Ltd	2025662	1.80	00	2025662	1.80	00	0.00
61.	Sanjiv Shirgaokar Inv Pvt Ltd	1752950	1.56	00	1752950	1.56	00	0.00
62.	Prabhakar Shirgaokar Inv Pvt Ltd	3351121	2.98	00	3351121	2.98	00	0.00
63.	S. B. Reshellers Pvt Ltd	15696659	13.95	00	16585419	14.74	00	0.79
64.	Prafulla Shirgaokar (Huf)	55913	0.05	00	00	0.00	00	-0.05
	TOTAL	52292944	46.48	00	52362151	46.54	00	0.06

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Share holding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company		No. of Shares	% of total Shares of the company
1	Prafulla Shirgaokar (Huf)	55913	0.05	-55913	-0.05	Inter Transfer between Promoters	00	0.00
2	Tarini Shirgaokar	1793299	1.59	13967	0.01	Purchase	1807266	1.61
3	Shantaram Machineries Pvt Ltd	888760	0.79	- 888760	- 0.79	Inter Transfer between Promoters	00	0.00
4	S. B. Reshellers Pvt Ltd	15696659	13.95	888760	0.79		16585419	14.74
5	Ugar Pipe Ind Pvt Ltd	12608	0.01	- 12608	- 0.01		00	0.00
6	D.M. Shirgaokar Inv Pvt Ltd	2153280	1.91	12608	0.01		2165888	1.93

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

No	Name	No. of Shares at the beginning/ End of the year	Date	Increase/ Decrease in share-holding	Cumulative Increase/ Decrease in share-holding	Percentage of total shares of the company
1	SHREE RENUKA SUGARS LIMITED					
	At the beginning of the year	5,001,000	1-Apr-15	0	5,001,000	4.45
	At the end of the year	5,001,000	31-Mar-16		5,001,000	4.45
2	UNIVERSAL CINE TRADES PVT LTD					
	At the beginning of the year	1,633,000	1-Apr-15	0	1,633,000	1.45
			18-Mar-16	25,000	1,658,000	1.47
			25-Mar-16	1,25,000	1,783,000	1.58
			31-Mar-16	3,00,000	2,083,000	1.85
	At the end of the year	2,083,000	31-Mar-16		2,083,000	1.85
3	FAMOUS DEVELOPERS PRIVATE LIMITED					
	At the beginning of the year	777,901	1-Apr-15	0	777,901	0.69
			25-Dec-15	3,000	780,901	0.69
			31-Dec-15	4,000	784,901	0.70
			22-Jan-16	50,000	834,901	0.74
			29-Jan-16	19,000	853,901	0.76
			5-Feb-16	8,000	861,901	0.77
			12-Feb-16	5,000	866,901	0.77
			19-Feb-16	5,000	871,901	0.78
			26-Feb-16	29,080	900,981	0.80
			18-Mar-16	-50,000	850,981	0.76
			25-Mar-16	-4,00,000	450,981	0.40
	At the end of the year	450,981	31-Mar-16		450,981	0.40

4	SANJEEV VINODCHANDRA PAREKH					
	At the beginning of the year	23,484	1-Apr-15		23,484	0.02
			23-Oct-15	6,13,267	636,751	0.57
	At the end of the year	636,751	31-Mar-16		636,751	0.57
5	VIRAJ SANJEEV PAREKH					
	At the beginning of the year	613,267	1-Apr-15		613,267	0.55
			23-Oct-15	6,13,267	0	0.00
	At the end of the year	0	31-Mar-16		0	0.00
6	HITESH RAMJI JAVERI					
	At the beginning of the year	0	1-Apr-15		0	0.00
			21-Aug-15	159812	159,812	0.14
			28-Aug-15	216777	376,589	0.33
			4-Sep-15	23311	399,900	0.36
			11-Sep-15	10000	409,900	0.36
			17-Sep-15	12822	422,722	0.38
			25-Sep-15	12034	434,756	0.39
			16-Oct-15	15244	450,000	0.40
	At the end of the year	450,000	31-Mar-16		450,000	0.40
7	PINETREE PROPERTIES PVT LTD					
	At the beginning of the year	405,000	1-Apr-15	0	405,000	0.36
	At the end of the year	405,000	31-Mar-16	0	405,000	0.36
8	RAJKUMAR KUDILAL SEKSARIA					
	At the beginning of the year	310,500	1-Apr-15	0	310,500	0.28
	At the end of the year	310,500	31-Mar-16	0	310,500	0.28
9	KUMARPAL MANSUKHLAL PAREKH					
	At the beginning of the year	262,919	1-Apr-15	0	262,919	0.23
	At the end of the year	262,919	31-Mar-16	0	262,919	0.23
10	MADHURI RAJKUMAR SEKSARIA					
	At the beginning of the year	214,500	1-Apr-15	0	214,500	0.19
	At the end of the year	214,500	31-Mar-16	0	214,500	0.19
11	RAJESH KUMAR SOMANI					
	At the beginning of the year	104,300	1-Apr-15	0	104,300	0.09
			25-Mar-16	30,000	134,300	0.12
	At the end of the year	175,000	31-Mar-16	40,700	175,000	0.16
12	KUMARPAL MANSUKHLAL PAREKH					
	At the beginning of the year	169,424	1-Apr-15		169,424	0.15
	At the end of the year	169,424	31-Mar-16		169,424	0.15
13	VINODCHANDRA MANSUKHLAL PAREKH					
	At the beginning of the year	161,640	1-Apr-15		161,640	0.14
	At the end of the year	161,640	31-Mar-16		161,640	0.14

(V) Shareholding of Directors and Key Managerial personnel:

Sl No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date wise Increase / Decrease in Promoters Share	Shareholding at the End of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No. of shares	% of total shares of the company
1	Mr. Prafulla Shirgaokar	768016	0.68	55913		Inter Transfer between Promoters	823929	0.73
2	Mr. Shishir Shirgaokar	349255	0.31	3000	0.003	Purchase	352255	0.31
3	Mr. Sachin R Shirgaokar	1480133	1.32	1000	0.001		14881133	1.32
4	Mr. Sohan Shirgaokar	197690	0.18	11750	0.01		209440	0.19
5	Mr. S N Inamdar *	18750	0.02	-18750	-0.02	Resigned from Board as Director	00	00
6	Mr. Hari Y Athawale **	00	00	58240	0.05	Appointed Directors	58240	0.05
7	Mr. Niraj S. Shirgaokar	219214	0.19	00	00	No Change	219214	0.19
8	Mr. Chandan S. Shirgaokar	495104	0.44	00	00	in Holdings	495104	0.44
9	Mrs. Shilpa Kumar	152600	0.14	00	00		152600	0.14
10	Mr. V. Balasubramanian	11200	0.01	00	00		11200	0.01
11	Mr. M. G. Joshi	21000	0.02	00	00		21000	0.02
12	Dr. M. R. Desai	69608	0.06	00	00		69608	0.06
13	Mr. D. B. Shah	35000	0.03	00	00		35000	0.03
14	Mr. Rakesh V. Kapoor	5000	00	00	00		5000	00
15	Mr. Deepak Ghaisas	5000	00	00	00		5000	00

* Resigned from Board w.e.f 06/11/2015.

** Appointed on Board w.e.f 06/11/2015.

VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Rs. In Lakh

	Secured Loans excluding deposits	Unsecured Loans	Deposits *	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	18,802.34	178.88	3.18	18,984.40
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	97.28	2.71	–	99.99
Total (i+ii+iii)	18,899.62	181.59	3.18	19,084.39
Change in Indebtedness during the financial year				
• Addition	309,527.36	49.47	–	309,576.83
• Reduction	300,589.02	144.72	–	300,733.74
Net Change	8,938.34	(95.25)	–	8,843.09
Indebtedness at the end of the financial year				
i) Principal Amount	27,664.32	85.50	3.18	27,753.00
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	173.64	0.84	–	174.48
Total (i+ii+iii)	27,837.96	86.34	3.18	27,927.48

* Amount of Unclaimed Deposit.

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Rs. In Lakh

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Shishir S Shirgaokar (Exc. VC)	Niraj S Shirgaokar (MD)	Chandan S Shirgaokar (MD)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	36.96	30.00	32.40	99.36
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 © Profits in lieu of salary under section 17(3) Income-tax Act, 1961	10.43	7.27	1.56	19.26
2.	Stock Option	0.00	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00	0.00
4.	Commission				
	- as % of profit	11.60	11.60	11.60	34.80
	- others, specify...	0.00	0.00	0.00	0.00
5.	Others, please specify(Retirement Benefits)	7.39	5.28	5.28	17.95
	Total (A)	66.38	54.15	50.84	171.37
	Ceiling as per the Act				

B. Remuneration to other directors:

Rs. In Lakh

Sl No.	Particulars of Remuneration	Name of Directors												Total Amount
		S N Inamdar	V Bala subra manian	M G Joshi	M R Desai	D B Shah	Rakesh Kapoor	Deepak Ghaisas	Hari Y Atha wale	P V Shirgao kar	Sachin R Shirgao kar	Sohan S Shirgao kar	Shilpa Kumar	
3. Independent Directors														
	Fee for attending board / committee meetings	0.60	1.00	1.50	1.20	0.80	1.10	1.10	0.30	00	00	00	00	7.60
	Commission	00	00	00	00	00	00	00	00	00	00	00	00	00
	Others, please specify	00	00	00	00	00	00	00	00	00	00	00	00	00
	Total (1)	0.60	1.00	1.50	1.20	0.80	1.10	1.10	0.30	00	00	00	00	7.60
4. Other Non-Executive Directors														
	Fee for attending board / committee meetings	00	00	00	00	00	00	00	00	0.60	1.40	1.60	0.60	4.20
	Commission	00	00	00	00	00	00	00	00	00	00	00	00	00
	Others, please specify	00	00	00	00	00	00	00	00	00	00	00	00	00
	Total (2)	00	00	00	00	00	00	00	00	0.60	1.40	1.60	0.60	4.20
	Total (B)=(1+2)	0.60	1.00	1.50	1.20	0.80	1.10	1.10	0.30	0.60	1.40	1.60	0.60	11.80
	Total Managerial Remuneration	0.60	1.00	1.50	1.20	0.80	1.10	1.10	0.30	0.60	1.40	1.60	0.60	11.80
	Overall Ceiling as per the Act	Rs. 1,00,000 per meeting (meeting of board or committee)												

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

Rs. In Lakh

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Rajan Desurkar CFO	**B G Kulkarni** Company Secretary	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	28.06	23.68	51.74
2.	Stock Option	00	00	00
3.	Sweat Equity	00	00	00
4.	Commission - as % of profit - Others, specify…	00	00	00
5.	Others, please specify	00	00	00
	Total	28.06	23.68	51.74

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of The Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
C. OTHER OFFICERS IN DEFAULT					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–

Annexure VII

Details of Remuneration as required under Section 197 (12) of the Companies Act, 2013 Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014.

I. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S r . No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2015-16 (Rs. in Lakh)	% increase in Remuneration in the Financial Year 2015-16	Ratio of Remuneration of each Director /to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1)	Shishir Shirgaokar Exec. Vice Chairman	66.38	12.20	26.87	Increase in the profit of the company from loss of Rs. 325 Lakh to Profit of Rs. 1128 Lakh.
2)	Niraj Shirgaokar Managing Director	54.15	3.40	21.93	
3)	Chandan Shirgaokar Managing Director.	50.84	5.48	20.58	
4)	R V Desurkar GM Finance & Chief Financial Officer	28.06	3.77	NA	Increase in the profit of the company from loss of Rs. 325 Lakh to Profit of Rs. 1128 Lakh.
5)	B G Kulkarni GM Corporate Affairs & Company Secretary	23.68	3.68	NA	

ii) The median remuneration of employees of the Company during the financial year was Rs. 2.44 lakh.

iii) In the financial year, there was an increase of 1.49% in the median remuneration of employees;

iv) There were 1197 permanent employees on the rolls of Company as on March 31, 2015;

v) Relationship between average increase in remuneration and company performance: - **Increase in the profit of the company from loss of Rs. 325 Lakh to Profit of Rs. 1128 Lakh.**

The average increase in median remuneration was in line with the performance of the Company.

vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

The total remuneration of Key Managerial Personnel increase by 6.44% from Rs. 209.61 Lakh in 2014-15 to Rs. 223.11 Lakh in 2015-16. The company has made a profit of Rs. 1128 Lakh in 2015-16 (loss of Rs. 325 Lakh in 2014-15).

vii) a) Variations in the market capitalization of the Company : The market capitalisation as on March 31, 2016 was Rs. 181.91 crore (Rs. 89.55 crore as on March 31, 2015)

b) Price Earnings ratio of the Company was 16.17 as at March 31, 2016 and was -25.14 as at March 31, 2015

c) Percent increase over/ decrease in the market quotations of the shares of the Company as compared to the rate at which the company came out with the last public offer in the year- The Company had come out with initial public offer (IPO) in 1950. An amount of Rs. 1,000 invested in the said IPO would be worth Rs. 38,808 as on March 31, 2016 indicating a Compounded Annual Growth Rate of 5.24%. This is excluding the dividend accrued thereon and other benefits.

viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was 1.49% whereas the increase in the managerial remuneration for the same financial year was 6.44 %.

ix) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and

xi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

MANAGEMENT DISCUSSION AND ANALYSIS

Industrial Structure and Development:

Currently the sugar industry in India is covered by public, co-operative and private sector companies. Co-operative Sector accounts for nearly 55% in terms of number of factories, installed capacity and production. India is the largest consumer and the second largest producer of sugar in the world.There are over 642 sugar factories of various capacities operated this year. The ownership of sugar industry is a combination of public, private and co-operative sectors. Sugar is produced in almost all the major Indian States. Maharashtra and U.P. contribute 70% of the country's total production. Tamilnadu, Karnataka, Andhra Pradesh, Bihar and Gujarat are the other major sugar producing States. The sugar prices are very sensitive from the common man's point of view.

The sugar production in the country during the year will be around 232.6 Lakh tonne compared to 250 Lakh tonne in the previous year. The sugar production is likely to came down during the year 2016-17 due to shortage of Cane.

Opportunities and Threats:

Opportunities:

The long term outlook for sugar looks to be promising on account of:

- Liberalisation and decontrol measures taken by the Government
- Environmental friendly power generation from co-generation units equipped with high pressure boiler and turbines is getting maximum energy output.

- Bio-composting processes and conversion of organic and in-organic matter into bio-manure to ensure zero discharge from distillery.
- The Government of India is promoting Ethanol blending up to 10% and the oil Companies have issued tenders for Ethanol supply and have also revised the ethanol prices.
- Increase in the Domestic Prices of Sugar.

Threats:

The sugar industry presently is coming across the following threats:

- Shortage in availability of farm labour for harvesting and transportation, loading and unloading of sugarcane.
- Continuous increase in FRP for the last 3 to 4 years has resulted in increase in cane procurement price..
- Number of sugar factories are increasing particularly in the States of Uttar Pradesh, Maharashtra and Karnataka.
- Probable increase in interest rates on carrying of sugar stocks.

Segment wise Performance:

Sugar:

During the Current Year the Company has crushed 18.15 Lakh MT of sugar cane from both Ugar and Jewargi unit (as against 20.07 Lakh MT during previous year)and produced 20.00 lakh Qtls of sugar (as against 23.13 Qtls of sugar during previous year) at the recovery of 11.14% and 9.90% respectively for Ugar and Jewargi unit.

Industrial and Potable Alcohol:

The Company has produced 258.27 Lakh BLS of Industrial and Potable Alcohol during the year (against the last year production of 261.26 Lakhs.) The Ethanol supply to Oil Companies has also increased during the year.

Co-generation (Ugar & Jewargi):

We have generated 1678.71 Lakh KW power during the year at Ugar and Jewargi Unit (against 1446.13 lakh during previous year) and have exported 959.99 Lakh KW of power during the year.(against 847.42 Lakh KW during previous year). There is improvement in generation and export of power during the year. We have supplied power to the exchange through M/s Tata Power Trading Company Ltd.

Adequacy of Internal Control:

The Company has a proper and adequate system of internal control to ensure that all assets are safeguarded and protected. The Internal Auditor submits report covering almost all the areas of operations.

Human Resources Development:

The Company provides regular training and all round exposure to the employees and staff. The Company has a well equipped township with recreational facilities such as club house, playground, swimming pool, gymnasium etc. The Company also operates a Cooperative Society, Hospital, School, and College for the benefit of the workers and general public.

The Company has a dedicated workforce of 1712 people (including Jewargi unit) comprising of 1197 permanent and 515 seasonal employees.

REPORT ON CORPORATE GOVERNANCE:

I. Company's Philosophy on Corporate Governance:

The Ugar Sugar Works Limited believes that good Corporate Governance is essential to achieve long-term corporate goals, enhance shareholders' value and attain highest level of transparency. The Company is committed to achieve the highest standard of Corporate Governance, accountability and equity in all facets of its operations and in all interaction with stakeholders. The Company believes that all its operations and actions must serve the underlined goal of enhancing customers' satisfaction and shareholders' value over a sustained period of time.

II. Board of Directors:

A. The Board of Directors comprises of Seven Promoter Directors (Executive Vice Chairman, two Managing Directors and three Non-Executive Directors Including a Woman Director) and Seven Non-Executive Independent directors as on 31st March, 2016.

During the year, 6 (Six) Board Meetings were held on 29th May, 13th August, 25th September, 6th November, 11th December, 2015 and 13th February, 2016.

B. The Composition of the Board of Directors, their attendance at the board meeting during the year and at the last Annual General Meeting along with number of directorships in other companies, committee chairmanship / memberships is as follows:

Name of Directors	Category of Directorship	No. of Board Meetings Attended	Attendance at last AGM	No. of other Directorship	Other Committee Membership/ Chairmanship	
					Member	Chairman
1. Mr. P. V. Shirgaokar	Chairman	6	Yes	13	-	-
2. Mr. Shishir S. Shirgaokar	Exc.VC	5	Yes	17	1	-
3. Mr. Niraj S. Shirgaokar	MD	6	Yes	4	-	-
4. Mr. Chandan S. Shirgaokar	MD	6	Yes	8	-	-
5. Mr. Sachin R. Shirgaokar	NED	6	Yes	11	-	-
6. Mr. Sohan S. Shirgaokar	NED	6	Yes	7	-	-
7. Mrs. Shilpa Kumar (Woman Director)	NWD	6	Yes	4	1	-
8. Mr. V. Balasubramanian	NEID	4	NO	6	-	-
9. Mr. S. N. Inamdar *	NEID	3	Yes	-	-	-
10. Mr. M. G. Joshi	NEID	6	Yes	1	-	-
11. Dr. M. R. Desai	NEID	5	Yes	3	-	-
12. Mr. D. B. Shah	NEID	5	Yes	-	-	-
13. Mr. Rakesh V. Kapoor	NEID	6	Yes	2	-	1
14. Mr. Deepak Ghaisas	NEID	5	Yes	13	-	-
15. Mr. Hari Y Athawale **	NEID	2	NO	-	-	-

* Mr. S. N. Inamdar, an Independent Director has resigned as a Chairman of Audit Committee and Member of the Board w.e.f. 06th September, 2015.

** Mr. Hari Y Athawale was co-opted on the Board as an additional Independent Director w.e.f. 06th November, 2015.

\# excluding Directorships held in Foreign Companies and Section 8 Companies.

$ Committees considered are Audit Committee, Stakeholders' Relationship Committee & Nomination & Remuneration Committee.

Exc.VC – Executive Vice Chairman, **MD –** Managing Director, **NED -** Non-Executive Director **NEID -** Non-Executive Independent Director, **NWD -** Non-Executive Woman Director.

Except sitting fees, commission, if applicable, and professional fees, no other remuneration is paid to Non-Executive Directors. Leave of absence is granted to the directors absent for meetings.

Inter se Relationship between Directors.

Mr. P. V. Shirgaokar (Chairman) is the father of Non-Executive Woman Director Mrs. Shilpa Kumar. Mr. Shishir S. Shirgaokar (Exc. V C) is father of Managing Director Mr. Niraj Shirgaokar. Mr. Sohan S. Shirgaokar (NED) is brother of Managing Director Mr. Chandan Shirgaokar.

C. Appointment of Directors:

The brief particulars of the Directors of the Company retiring by rotation and proposed to be re-appointed at the ensuing Annual General Meeting are as under:

- Shri. Sachin Rajendra Shirgaokar, age 50 years, was appointed as a Non Executive Director on the Board from 2014. He is liable to retire at the ensuing Annual General meeting. Being eligible he offered himself for appointment as a Director. He will be appointed as a Non Executive Director, and liable to retire by rotation. He has a Bachelor's Degree in Mechanical Engineering from the College of Engineering, Bijapur, Karnataka University. This was followed by a Masters Degree in Business Administration from the University of New Hampshire, USA in 1990. He holds 14, 81,133 shares of the Company as on 31.03.2016. His directorship & committee membership in other public companies is given below.

Sr. No.	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
1.	Cosmos Machining Technologies Private Limited	–	–
2.	S.B. Reshellers Private Limited	–	–
3.	* Shantaram Machineries Private Limited	–	–
4.	D M Shirgaokar Investments Pvt Ltd	–	–
5.	Vinayak Shirgaokar Investments Pvt Ltd	–	–
6.	Ugar Consultancy Limited (Under Liquidation).	–	–
7.	Tara Tiles Pvt Ltd	–	–
8.	Sangli Fabricators P Ltd	–	–
9.	S.S.Shirgaokar Enterprises Private Limited	–	–
10.	* Mohan Shirgaokar Investments Pvt Ltd	–	–
11.	Synergy Green Industries Private Limited	–	–

* Shantaram Machineries Private Limited & Mohan Shirgaokar Investments Pvt Ltd merged with S.B. Reshellers Private Limited as on 1st November, 2015.

- Mr. Shishir. S. Shirgaokar, age 71 years, Science graduate from the Fergusson College, University of Pune, was appointed on the Board on 05.08.1994. He was not liable to retire during the period he was executive director. He retired as Executive Vice Chairman on 31/03/2016 and thereafter he continued as Non Executive Director of the Company. He is liable to retire by rotation at this AGM & being eligible offers himself for reappointment. He has vast experience of sugar industry and has played a key role in carrying out the developments in The Ugar Sugar Works Ltd. He is also associated with various social and cultural organisations. He holds 352255 shares of the Company as on 31.03.2016. His directorship & committee membership in other companies is given below.

Sr. No.	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
1	Synergy Green Industries Private Limited	–	–
2	Ugar Quality Packaging Private Limited	–	–
3	Mohan Shirgaokar Investments Pvt Ltd *	–	–
4	Sangli Fabricators Pvt. Ltd	–	–
5	Shishir Shirgaokar Enterprises Private Limited	–	–
6	Ugar Pipe Industries Pvt Ltd	–	–
7	Tara Tiles Pvt Ltd	–	–
8	Prabhakar Shirgaokar Enterprises Private limited	–	–
9	Ugar Consultancy Limited (Under Liquidation)	–	–
10	Suresh Shirgaokar Enterprises Private Limited	–	–
11	D M Shirgaokar Investments Pvt Ltd	–	–
12	Indo Schottle Auto Parts Pvt Ltd	–	–
13	Shantaram Machineries Private Limited *	–	–
14	Kulkarni Power Tools Ltd	–	–
15	S.B. Reshellers Private Limited	–	--
16	SLK Software Services Private Limited	–	--
17	BSJ Engineering Private Limited	–	--

* Shantaram Machineries Private Limited & Mohan Shirgaokar Investments Pvt Ltd merged with S.B. Reshellers Private Limited as on 1st November, 2015.

- Mr. Hari Y. Athawale, aged 77 is appointed as an additional Independent Non-Executive Director on 6th November, 2015. He is Masters in Science (Major- Statistics) from Pune University (1962) and Diploma in Systems Analysis from New York University, New York (1985). He has Over 22+ years of the Banking experience in State Bank of India, the largest commercial bank in India, having worked in Senior Executive Positions covering various responsibilities. He has also worked with State Bank of India, New York Office, Bank of New Zealand, New York, ICICI Ltd which later became ICICI Bank Ltd. He holds 58240 equity shares in the Company as on 31.03.2016. His directorship & committee membership in other companies is given below.

Sr. No.	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
–	–	–	–

Mr. M. G. Joshi, aged 82 years, is on the Board of the Company since 30 December, 1997. Being a Sugar Technologist, he renders technical services to various sugar factories. He retired as Vice President of Walchandnagar Industries Ltd. He received the "Life Time Achievement Award" from DSTA in the year 2012. He holds 21,000 shares of the Company as on 31.03.2016. His directorship & committee membership in other public companies is given below.

Sr. No.	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
1.	Ugar Consultancy Limited (under liquidation)	–	–

- Mr. D. B. Shah, aged 75 years, joined the Board of the Company on 28 March, 2005. He is an agriculturist and a social worker. He holds 35,000 shares of the Company as on 31.03.2016. His directorship & committee membership in other public companies is given below.

Sr. No.	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
–	–	–	–

D. Code of Conduct:

The Company has laid down a code of conduct for all Board Members and Senior Management Personnel of the Company. The code of conduct is available on the website of the Company at **www.ugarsugar.com.** Further Company has devised the Code of Conduct for the Independent Directors as prescribed in the Companies Act, 2013.

III. Audit Committee:

- The Audit Committee comprises of Seven (7) Non-Executive Directors out of which Five (5) are Independent Directors. All the members of the Audit Committee possess financial management expertise and knowledge.

  During the year, Four (4) Audit Committee Meetings were held on 29th May, 13th August, 6th November, 2015 and 12th February, 2016.

- Composition and attendance record of Audit Committee members is given below:

Name of the Directors	Status	No. of Meetings	
		Held	Attended
1. Mr. S. N. Inamdar*	Chairman (retired)	4	2
2. Mr. Rakesh Kapoor	Chairman	4	4
3. Mr. V. Balasubramanian	Member	4	3
4. Mr. M.G. Joshi	Member	4	4
5. Dr. M. R. Desai	Member	4	3
6. Mr. Deepak Ghaisas	Member	4	3
7. Mr. Sachin R. Shirgaokar	Member	4	4
8. Mr. Sohan S. Shirgaokar	Member	4	4

* The Audit Committee was reconstituted on 28th October, 2015, wherein Mr. Rakesh Kapoor was appointed as Chairman of Audit Committee in place of Mr. S. N. Inamdar.

- This Committee comprises of majority of Independent Directors with its Chairman as an Independent Director.
- The Role of the Audit Committee is as under:-

The role of the Audit Committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by them
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement of the Board's report in terms of sub-section 5 of section 134 of the Companies Act, 2013
   b. Changes, if any, in accounting policies and practices and reasons for the same.
   c. Major accounting entries involving estimates based on the exercise of judgment by management.
   d. Significant adjustments made in the financial statements arising out of audit findings.
   e. Compliance with listing and other legal requirements relating to financial statements.
   f. Disclosure of any related party transactions.
   g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditor's adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the Whistle Blower mechanism;

19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

WHISTLE BLOWER POLICY / VIGIL MECHANISM:

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 22 of the SEBI (LODR) Regulations 2015, the Company has adopted a Whistle Blower Policy / Vigil Mechanism that encourages and supports its Directors & employees to report instances of unethical behaviour, actual or suspected frauds or violation of Company's Code of Conduct. It also provides adequate safeguards against victimisation of persons who use this mechanism and direct access to the Chairman of Audit Committee in exceptional cases. The Whistle Blower Policy / Vigil Mechanism policy has been posted on web site of company on the link

http://web.ugarsugar.com/Investor_Relations/Corporate_Announcements.asp?child=3&parent=7

IV. Nomination and Remuneration Committee:

- The Nomination & Remuneration Committee comprises of Four (4) directors out of which Three (3) are independent.
- During the year, Two (2) meeting of Nomination & Remuneration Committee were held on 29th May, 2015, & 6th November, 2015
- Composition and attendance record of Nomination & Remuneration Committee is given below:

Name of the Directors	Status	No. of Meetings	
		Held	Attended
1. Mr. S. N. Inamdar *	Chairman(resigned)	2	1
2. Mr. Deepak Ghaisas	Chairman	2	2
3. Mr. Sohan Shirgaokar	Member	2	2
4. Shri M. G. Joshi, Member **	Member	2	1
5. Dr. M. R. Desai, Member **	Member	2	0

* The Nomination & Remuneration Committee was reconstituted on 28th October, 2015 wherein Mr. Deepak Ghaisas has been appointed as Chairman of Committee in place of Mr. S N Inamdar.

** Shri M. G. Joshi and Dr. M. R. Desai were also Co-opted on the committee on 28th October, 2015.

- **Terms of Reference:**
- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees.

- **Remuneration paid / payable to Executive Vice Chairman (Exc.VC)/ Managing Director (MD) for the year ended 31st March, 2016.**

(Rs. In Lakh)

Particulars	Salary	Commission	Perquisites	Retirement Benefits	Total
Mr. Shishir S. Shirgaokar (Exec. VC)	36.96	11.60	10.43	7.39	66.38
Mr. Niraj S. Shirgaokar (MD)	30.00	11.60	7.27	5.28	54.15
Mr. Chandan S. Shirgaokar (MD)	32.40	11.60	1.56	5.28	50.84

V. Stakeholders' Relationship and Grievance Committee:

- The Stakeholders' Relationship and Grievance Committee comprises of two Independent Directors and two non-executive Directors, Mr. M. G. Joshi is chairman of the committee.
- During the year under review One (1) Meeting of Stakeholders' Relationship and Grievance Committee was held on 11th January, 2016.
- **Composition:** The composition and attendance record of Stakeholders' Relationship and Grievance Committee members is given below:

Name of the Directors	Status	No. of Meetings	
		Held	Attended
1. Mr. M. G. Joshi	Chairman	1	1
2. Mr. D. B. Shah	Member	1	1
3. Mr. Sachin R. Shirgaokar	Member	1	1
4. Mr. Sohan S. Shirgaokar	Member	1	1

- **Terms of Reference:**
- To look into the redressal of grievances of shareholders and other security holders.
- To look into all the complaints received from the shareholders regarding transfer and transmission of shares.
- To look into all the complaints received from the shareholders regarding non- receipt of Balance Sheet, dividend/ interest/ payments on redemption of preference shares, debentures, bonds or such other instruments which are redeemable.
- Mr. B G Kulkarni, Company Secretary has been designated as a Compliance Officer.
- During the year 11 complaints were received from investors which were replied/ resolved to the satisfaction of the investors and as on 31st March, 2016, no complaints were pending.
- There are no share transfers pending for registration for more than 15 days as on the said date.

VI. Operation Committee:

- The Operations Committee comprises of Four (4) independent directors and two (2) Non Executive Directors.
- During the year, Two (2) meetings of the Operations Committee were held on 21st October, 2015 and 11th January, 2016.
- The Composition & attendance record of the Operation Committee is given below:

Name of the Directors	Status	No. of Meetings	
		Held	Attended
1. Mr. M.G.Joshi	Chairman	2	2
2. Mr. V. Balasubramanian	Member	2	2
3. Dr. M.R. Desai	Member	2	2
4. Mr. Rakesh Kapoor	Member	2	0
5. Mr. Sachin R. Shirgaokar	Member	2	2
6. Mr. Sohan S. Shirgaokar	Member	2	2

The Operations Committee was reconstituted on 28th October, 2015 wherein Mr. M.G.Joshi has been appointed as Chairman of Committee in Place of Mr. R. V. Shirgaokar.

- **Terms of Reference:**

The Operations Committee is empowered to analyse and evaluate the overall performance of the Company. Problems and remedies with respect to the technical issues in the production area and to discuss and resolve the grievances of the employees of the Company.

VII. Corporate Social Responsibility (CSR) Committee:

- The CSR Committee comprises of Four (4) directors out of which two (2) are independent.
- During the year, One (1) meeting of the CSR Committee was held on 12th February, 2016.
- The Composition & attendance record of the CSR Committee is given below:

Name of the Directors	Status	No. of Meetings	
		Held	Attended
1. Dr. M.R. Desai	Chairman	1	1
2. Mr. D. B. Shah	Member	1	1
3. Mr. Sachin Shirgaokar	Member	1	1
4. Mr. Sohan Shirgaokar	Member	1	1

The CSR Committee was reconstituted on 28th October, 2015 wherein Dr. M.R. Desai has been appointed as Chairman of Committee in Place of Mr. R.V.Shirgaokar. Mr. Sachin Shirgaokar and Mr. Sohan Shirgaokar were co-opted on the committee on 28th October, 2015.

- **Terms of Reference:**

The CSR Committee is empowered to formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company, its implementation and monitoring of the CSR Policy and initiatives taken by the Company.

The CSR Policy will cover the following focus area which the Company will undertake through its various initiatives:

1. Health
2. Education
3. Community Development
4. Natural Calamities

The following parameters should be observed while considering the activities of the Company:

1. Social impact
2. Visibility to the Company
3. Employee Engagement
4. Duration of the project / activity

VIII. Separate Meeting of Independent Directors:

During the year under review, the Independent Directors met on 11th December, 2015 inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors & the Board of Directors as a whole.
- Evaluation of the performance of Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.

- Evaluation of the quality content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting. They have submitted their report to the Chairman in the Board Meeting held on 11th December, 2015.

IX. General Body Meetings:

- Location and time for the last three Annual General Meetings (AGM):

Financial Year	AGM	Location	Date	Time
2012-13	AGM	Mali Chitra Mandir Hall, Gulmohar Colony, Sangli – 416 416.	19-09-2013	11.00 a.m.
2013-14	AGM	Rajmati Bhavan, Neminath Nagar, Sangli 416415	26-09-2014	11.00 a.m.
2014-15	AGM	Deccan Manufacturers Associations, Madhav Nagar Road, Sangli - 416 416.	25-09-2015	11.00 a.m

- Special Resolutions passed at the Annual / Extra Ordinary General Meetings in past 3 years:

  There are no proposed resolutions to be passed through Postal ballot during this year.

75th Annual General Meeting:

No Special Resolution was passed at 75th Annual General Meeting.

Following resolutions were passed through Postal Ballot during the Year.

Mr. Abhay R. Gulavani, Practising Company Secretary (CoP – 10741) from Sangli has been appointed as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The results were declared on 22nd August, 2015.

Sr. No	Type of Resolution	Summary Of Business Transacted Through Postal Ballot	No of Shares & %age in Favour		No of Shares & % age Against	
			No of shares	% age	No of shares	% age
1	Special	Adoption of new set of Articles of Association of the Company	2,63,04,833	99.94	14,399	0.06
2	Special	Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company	2,62,85,399	99.94	17,482	0.06
3	Special	Approval for giving Loans / Guarantees for providing securities	2,62,66,128	99.84	43,846	0.16
4	Special	Approval for continuation of service of Executive Vice Chairman Mr. Shishir S. Shirgaokar beyond 70 years	2,53,18,558	99.50	1,26,270	0.50
5	Special	Appointment & approval of remuneration of Mr. Shishir S. Shirgaokar as Executive Vice Chairman	2,53,73,417	99.74	67,071	0.26
6	Special	Appointment & approval of remuneration of Mr. Niraj Shishir Shirgaokar as Managing Director	2,53,79,438	99.76	61,233	0.24
7	Special	Appointment & approval of remuneration of Mr. Chandan Sanjeev Shirgaokar as Managing Director	2,62,80,046	99.83	43,661	0.17

74th Annual General Meeting:

All the special resolutions were passed through E-voting & Poll conducted at the 74th AGM. The combined results of E-voting and Poll are as under:

Sr. No	Type of Resolution	Summary of Business transacted at a Annual General Meeting	No of Shares & %age in Favour		No of Shares & % age Against	
			No of shares	% age	No of shares	% age
1	Special	To approve the continuation of services of Mr. Prafulla Shirgaokar beyond the age of 70 years.	1,03,45,909	99.83	17,700	0.17
2	Special	To approve the continuation of services of Mr. Shishir Shirgaokar beyond the age of 70 years.	1,25,07,709	99.85	18,700	0.15
3	Special	To consider and approve acceptance of fixed deposits as per the provisions of Companies Act 2013	4,31,57,067	100	224	0.00
4	Special	To approve borrowing including the amount already borrowed up to an amount Rs. 500 Crores (Rupees Five Hundred Crores) which is in excess of the aggregate of the paid up share capital and its free reserves and to create charge on the assets of the Company.	4,31,47,091	99.98	10,300	0.02
5	Special	To approve creation of charge on the assets of the Company up to an amount Rs. 500 Crores (Rupees Five Hundred Crores) which is in excess of the aggregate of the paid up share capital and its free reserves of the Company.	4,31,47,091	99.98	10,300	0.02

All the Resolutions stands passed under e-voting and poll with requisite majority.

73rd Annual General Meeting:

- Revision in remuneration of Executive Vice Chairman pursuant to section 269, read with schedule XIII of the Companies Act, 1956.
- Revision in remuneration of Managing Director pursuant to section 269, read with schedule XIII of the Companies Act, 1956.
- Revision in remuneration of Joint Managing Director pursuant to section 269, read with schedule XIII of the Companies Act, 1956.
- Revision in remuneration of Joint Managing Director pursuant to section 269, read with schedule XIII of the Companies Act, 1956.
- Re-appointment and revision in remuneration of Executive Vice Chairman pursuant to section 269, read with schedule XIII of the Companies Act, 1956.
- Re-appointment and revision in remuneration of Managing Director pursuant to section 269, read with schedule XIII of the Companies Act, 1956.
- Re-appointment and revision in remuneration of Joint Managing Director pursuant to section 269, read with schedule XIII of the Companies Act, 1956.
- Re-appointment and revision in remuneration of Joint Managing Director pursuant to section 269, read with schedule XIII of the Companies Act, 1956.

X. Other Disclosures:

A. Transactions with Non-Executive Directors of Company during the year.

Name of the Directors	Commission Paid (Rs. in Lakh)	Sitting Fees Paid (Rs. in Lakh)	Consultation Fees paid (Rs. in Lakh)	Payment against Cane Supplied (Rs. in Lakh)	Dividend Paid (Rs. in Lakh)	Interest Paid on Fixed Deposits (Rs. in Lakh)	No. of Shares held as on 31/03/2016
1. Mr. P V Shirgaokar	_	0.60	_	10.58	_	1.81	823929
2. Mr. V. Balasubramanian	_	1.00	_	_	_	_	11200
3. Mr. S. N. Inamdar*	_	0.60	_	_	_	_	--
4. Mr. M. G. Joshi	_	1.50	_	_	_	1.54	21000
5. Dr. M. R. Desai	_	1.20	_	_	_	-	69608
6. Mr. D.B.Shah	_	0.80		3.59	_	_	35000
7. Mr. Rakesh Kapoor	_	1.10	_	_	_	_	5000
8. Mr. Sachin R. Shirgaokar	_	1.40	_	_	_	_	1480133
9. Mr. Sohan S. Shirgaokar	_	1.60	_	_	_	_	209440
10. Mrs. Shilpa Kumar	_	0.60	_	_	_	_	152600
11. Shri Deepak Ghaisas	_	1.10	_	_	_	_	5000
12. Mr. Hari Y Athawale **	_	0.30	_	_	_	_	58240

* Mr. S. N. Inamdar, an Independent Director has resigned as Chairman of Audit Committee and Member of the board w.e.f. 06th September, 2015.

** Mr. Hari Y Athawale was co-opted on the Board as an additional Independent Director w.e.f. 06th November, 2015.

Disclosure of Related Party Transactions:

Note:- The transactions executed with the Non- executive Directors as well as the Related Parties referred above are not material transactions and do not conflict with the interest of the company.

B. Other Compliances.

- No penalty or strictures have been imposed on the Company by Stock Exchanges, SEBI or any Statutory Authority on any matter during last 3 years. However NSE had levied fine of Rs.2000/-. towards late filing of Form –A under Clause 31 of the Listing Agreement during the year 2014-15.

- All the mandatory requirements of Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied.
- The Compliance Reports of all laws applicable to the Company are periodically reviewed by the Board. Further all the quarterly / half yearly / yearly results, compliance reports and returns are filed with stock exchanges within the prescribed time.
- The Securities of companies are listed on BSE & NSE. Company confirms that it has paid the annual listing fees for the year 2015-16.

C. Disclosure of Related Party Transactions:

All related party transactions have been entered into in the ordinary course of business and were placed periodically before the Audit Committee and the Board. All transactions with the related parties are at an arm's length basis and in the ordinary course of business. All the transactions with the related parties are not material in nature. The policy on related party transactions is placed on the web site of the company which can be viewed through
http://web.ugarsugar.com/Investor_Relations/Corporate_Announcements.asp?child=3&parent=7

D. Disclosure of Accounting Treatment:

All Accounting Standards mandatorily required have been followed in preparation of financial statements and no deviation has been made in following the same.

E. Risk Management:

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The Company has in place mechanism to inform the Board Members about the Risk Assessment and Minimization procedures and periodical reviews, to ensure that risk is controlled. Company has formed a committee named as "Risk Management Committee" and the Policy on Risk Management is placed on the web site of the Company.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the Risk Management policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.
- Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, and potential impact analysis and mitigation plan.

The composition of the committee is as under-

Niraj S. Shirgaokar	- Member
Chandan Shirgaokar	- Member
N.C. Maiti	- Member
B.N. Akiwate	- Member
B.G. Kulkarni	- Co-ordinator

F. Subsidiary Companies:

There are no subsidiary Companies as on 31st March, 2016.

XI. Means of Communication:

Company is publishing quarterly un-audited financial results and notice, advertisements in the Economic Times, Indian Express and/or Financial Express in English, Maharashtra Times and/or Kesari in Marathi, regularly. Additionally the results and other important information are also periodically updated on the Company's Website, viz. www.ugarsugar.com.

Company has not issued any news releases nor given any presentation to institutional investors or the analysts.

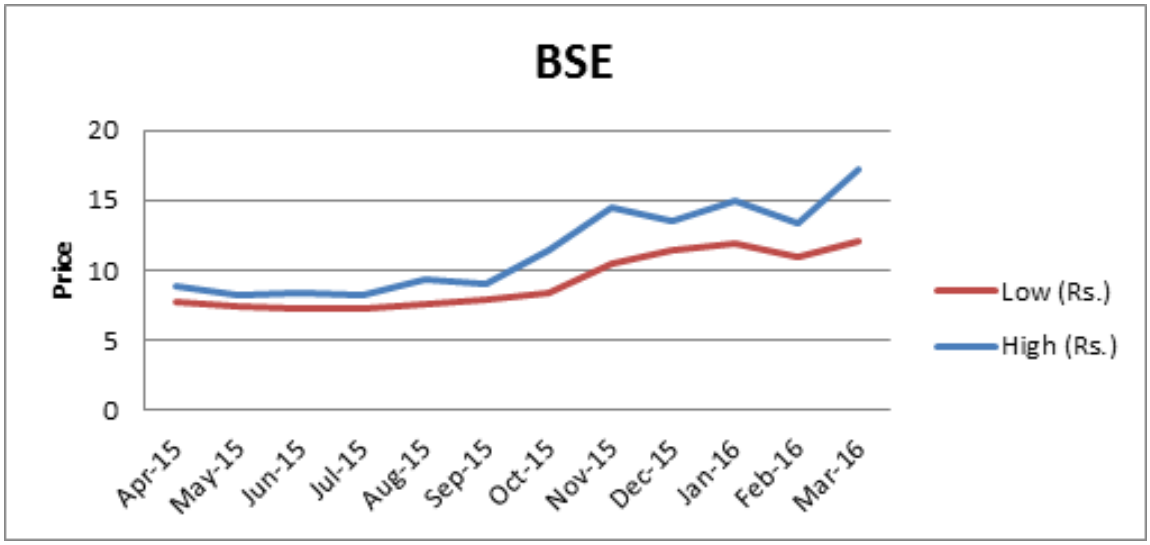
XII. General Shareholders Information

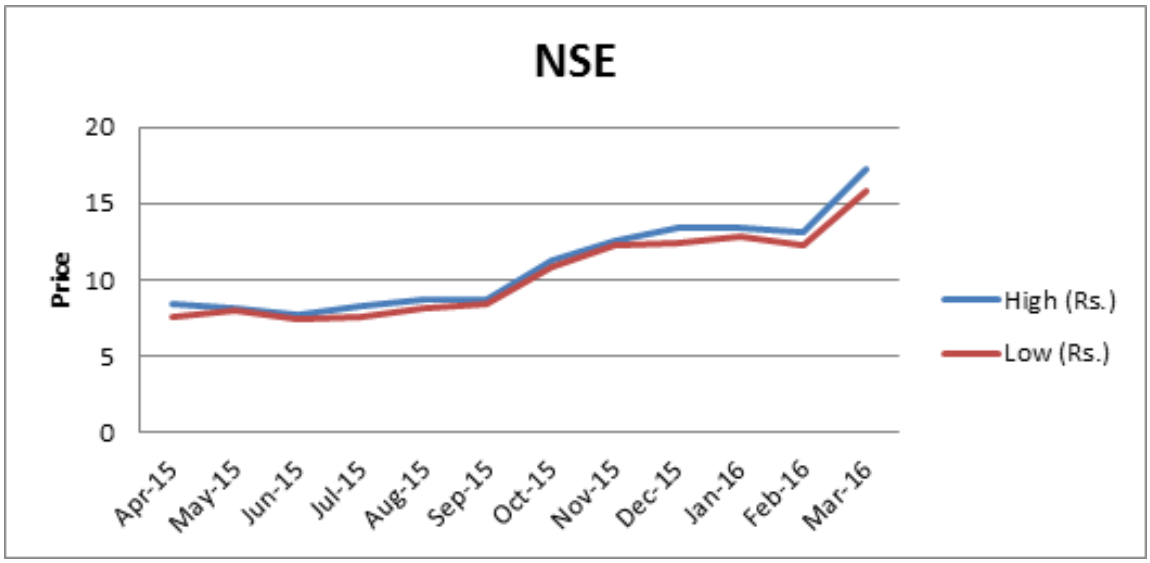
I. AGM Date, Time and Venue	**23rd September, 2016 at 11:00 a.m.** at Deccan Manufacturers Association, Madhav Nagar Road, Sangli - 416 416
ii. Financial Calendar 2016-17	**Probable Dates :**
First quarterly un-audited results	Before 15th of August, 2016
Second quarterly un-audited results	Before 15th of November, 2016
Third quarterly un-audited results	Before 15th February, 2017
Fourth & Final quarterly audited results	Before end of May, 2017
iii. Book Closure Date	Monday 12th September 2016 to Friday 23rd September. 2016 (both days inclusive)
iv. Dividend payment date	On or after Wednesday 28th September. 2016
v. Listing on Stock Exchange.	Bombay Stock Exchange Ltd.(BSE), National Stock Exchange of India Ltd. (NSE)
vi. Stock Code:	530363, UGARSUGAR-EQ
Dematerialization ISIN No.	INE-071E01023.
vii. Payment of Listing Fees	Annual listing fee for the year 2015-16 has been paid by the Company to BSE and NSE.
viii. Payment of Depository Fees	Annual Custody / Issuer fee for the year 2015-16 has been paid by the Company to NSDL and CDSL.

ix. Market Price Data High/ Low during each month of Financial Year 2015-16 at BSE & NSE

NSE			BSE		
Months	High (Rs.)	Low (Rs.)	Months	High (Rs.)	Low (Rs.)
April, 2015	8.35	7.6	April, 2015	8.84	7.69
May, 2015	8.2	8.05	May, 2015	8.29	7.5
June, 2015	7.75	7.45	June, 2015	8.4	7.26

July, 2015	8.25	7.6	July, 2015	8.23	7.3
August, 2015	8.75	8.2	August, 2015	9.39	7.65
September, 2015	8.75	8.4	September, 2015	9.05	7.9
October, 2015	11.2	10.9	October, 2015	11.43	8.35
November, 2015	12.55	12.2	November, 2015	14.43	10.4
December, 2015	13.45	12.4	December, 2015	13.45	11.4
January, 2016	13.4	12.8	January, 2016	14.89	11.87
February, 2016	13.05	12.3	February, 2016	13.3	10.9
March, 2016	17.25	15.8	March, 2016	17.28	12.1





Although the company is listed, our scrip is not included in the index hence there cannot be comparison of Performance on broad-based indices such as BSE Sensex, CRISIL index etc.

x. Share Transfer System:

Share Transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respect through Company's Registrar & Transfer Agent M/s. Bigshare Services Pvt. Ltd., Mumbai. Share transfers are approved by Share Transfer Committee consisting of Managing Director/ Exc. VC and Company Secretary, fortnightly based upon the number of transfer applications received from Registrar & Share Transfers Agents.

Xi. Distribution of Shareholding as on 31st March, 2016

No. of equity shares held	No. of Folios / Shareholders	No. of Shares held	% of Share holding
Upto 5,000	20,346	2,27,76,999	20.25
5,001 to 10,000	1534	1,13,15,996	10.06
10,001 to 20,000	571	78,75,519	7.00
20,001 to 30,000	130	32,30,922	2.87
30,001 to 40,000	38	13,10,068	1.16
40,001 to 50,000	23	10,42,234	0.93
50,001 to 1,00,000	42	29,03,494	2.58
More than 1,00,000	63	6,20,44,368	55.15
Total	**22,747**	**11,25,00,000**	**100**

xii. Shareholding Pattern as on 31st March, 2016.

Category	No. of Share held	% of Total Share holding
Promoter Group	5,23,62,151	46.54
Banks, Financial Institutions, Insurance Companies,	2,880	0.00
Foreign Financial Institutions	0	0.00
Indian Public	5,01,53,569	44.59
Other (incl. N. R. I., Private Corporate Bodies and Trust, Clearing Member)	99,81,400	8.87
G. D. R. / A. D. R.	0	0.00
Total	**11,25,00,000**	**100.00**

xiii. Other Information:

Dematerialization of shares	Nearly 79.80% of total equity share capital (8,97,79,793 eq. shares) is held in dematerialized form with NSDL and CDSL as on 31st March, 2016.
Registrar and Share Transfer Agent:	Big Share Services Pvt. Limited E-2, Ansa Ind. Estate, Sakivihar Rd, Saki Naka, Andheri (E), Mumbai – 400 072. Ph. No. 022-28470652 www.bigshareonline.com Email-rajshree@bigshareonline.com
Plant Locations: Sugar, Distillery, Co-Generation & 100% EOU (Sugar Ship): Jewargi Unit –Sugar & Co-generation:	 Ugarkhurd – 591 316. Tal. Athani Dist. Belgaum, Karnataka. Malli, Taluka – Jewargi, Dist- Gulbarga, Karnataka.
Address for correspondence **Registered Office:** **Factory (Administrative Office)**	**The Ugar Sugar Works Limited.** Mahaveernagar (Wakharbhag), Sangli 416416, Maharashtra State. Ph. No. 0233-2623717 Fax: 2623617 Email: usw.sangli@ugarsugar.com **The Ugar Sugar Works Limited.** Ugarkhurd – 591 316. Tal. Athani, Dist. Belgaum, Karnataka State. Ph. No. 08339-274000 Fax: 272232 Email: helpdesk@ugarsugar.com

As per report attached
For **M/s. P. G. Bhagwat**
Chartered Accountants
Firm Registration
No.101118W

Niraj S. Shirgaokar
Managing Director
(DIN: : 00254525)

Chandan S. Shirgaokar
Managing Director
(DIN: 00208200)

Nikhil M. Shevade
(Partner)
Memb. No. 217379

B. G. Kulkarni
GM Corp. Affairs &
Company Secretary
(FCS-2805)

R. V. Desurkar
GM- Finance
(ACA-23771)

Place : Pune
Date : 20-05-2016

XII. CEO/ CFO Certificate:

To the Board of Directors of The Ugar Sugar Works Ltd.,

We, Mr. Niraj S. Shirgaokar and Mr. Chandan S. Shirgaokr, Managing Director's and R. V. Desurkar, General Manager Finance (CFO) of The Ugar Sugar Works Ltd., to the best of our knowledge and belief, hereby certify that:

(A) We have reviewed the Financial Statements and the Cash flow Statement for the year and that to the best of our knowledge and belief;

i) these statements do not contain any materially untrue statement or omit any material fact or contain any statement that may be misleading,

ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(B) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

(C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or proposed to take to rectify these deficiencies.

(D) We have indicated to the auditors and the Audit committee:

1. significant changes in internal control over financial reporting during the year;

2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

3. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Niraj S. Shirgaokar	**Chandan S. Shirgaokar**	**R. V. Desurkar**
Managing Director	Managing Director	General Manager Finance
(DIN: 00254525)	(DIN: 00208200)	(ACA-23771)

Place : Pune
Date : 20-05-2016

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To,

The Ugar Sugar Works Limited,

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Clause 49 of the Listing Agreement with Stock Exchanges to further strengthen corporate governance practice in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended 31st March, 2016.

Place : Pune
Date : 20-05-2016

Niraj S. Shirgaokar
Managing Director
(DIN: 00254525)

Chandan S. Shirgaokar
Managing Director
(DIN: 00208200)

CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To The Shareholders of The Ugar Sugar Works Limited

We have examined the compliance of conditions of Corporate Governance by The Ugar Sugar Works Limited, for the year ended on 31st March, 2016, as stipulated in clause 49 of the Listing Agreement of the said Company with the recognised stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M/s. P. G. Bhagwat**
Chartered Accountants
Firm Registration No.101118W

Place : Pune
Date : 20-05-2016

Nikhil M. Shevade
(Partner)
Memb. No. 217379

Independent Auditors' Report

To the members of

The Ugar Sugar Works Limited

Report on the Financial Statements

We have audited the accompanying financial statements of The Ugar Sugar Works Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note D-2 to the financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **M/s P. G. Bhagwat**
Chartered Accountants,
Firm Registration No. 101118W

Nikhil M. Shevade
Partner
Membership No. 217379

Place : Pune
Date : 20-05-2016

"Annexure A" to the Independent Auditors' Report

(Referred to in paragraph 1 of our 'Report on Other Legal & Regulatory Requirement' of even date)

(i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) A major portion of the Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the Company.

(ii) (a) The management has conducted the physical verification of inventory at reasonable intervals.

(b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.

(iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and I86 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

(v) According to information and explanation given to us, the Company has not accepted any deposits from public. Accordingly the reporting under Clause 3(v) of the Companies (Auditor's Report) Order, 2016, is not applicable. However, 3 (Three) public depositors have not claimed their deposits after maturity as on 31st March 2016 and the amount outstanding as on that date was Rs.3.18 Lakh. These amounts are lying with the company as there is litigation amongst the heirs about the true ownership of the deposits. As informed to us they will be paid as soon as the court order is received.

(vi) We have broadly reviewed the books of accounts relating to materials, labour and other items of cost, maintained by the company pursuant to the rules made by the Central Government for maintenance of cost records under section 148(1) of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of records with a view to determine whether they are accurate and complete.

(vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income Tax, Sales Tax, Cane Purchase Tax, Wealth Tax, Custom Duty, Service Tax, Excise Duty, Cess and other statutory dues applicable to it. There are no arrears of outstanding dues as on the last day of the financial year for a period of six months from the date they become payable.

(b) According to the information and explanation given to us, there are no dues of Income tax, Sales tax, Service tax, Custom duty ,Excise Duty and Cess, which have not been deposited on account of any dispute other than those mentioned below:

Nature of Dues	Name of Statute	Period to which the amount relates	Amount Rs. Lakh	Forum where dispute is pending
Central Excise	Central Excise Act	2006-07	14.61	CESTAT, Bangalore
Central Excise	Central Excise Act	2007-08	45.84	CESTAT, Bangalore
Central Excise	Central Excise Act	2008-09	15.36	CESTAT, Bangalore
Central Excise	Central Excise Act	2010-11	3.03	CESTAT, Bangalore
Central Excise	Central Excise Act	2008-2013	151.34	CESTAT, Bangalore
Central Excise	Central Excise Act	2012	15.12	Addl. Commissioner of Central Excise, Belgaum
Central Excise	Central Excise Act	2012-13	26.68	Addl. Commissioner of Central Excise, Belgaum
Income Tax	Income Tax Act, 1961	AY 2011-12	15.74	Commissioner of Income Tax (Appeals), Kolhapur
Income Tax	Income Tax Act, 1961	AY 2012-13	17.45	Commissioner of Income Tax (Appeals), Kolhapur
Income Tax	Income Tax Act, 1961	AY 2012-13	189.53	Commissioner of Income Tax (Appeals), Kolhapur
Income Tax	Income Tax Act, 1961	AY 2013-14	16.93	Commissioner of Income Tax (Appeals), Kolhapur
Commercial Tax	Karnataka Tax on Entry of Goods Act, 1979	FY 2011-12	20.14	Commissioner of Commercial Taxes (Appeals), Belgaum

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, financial institutions or Government. The Company has not issued any debentures.

(ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

(xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013;

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

(xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards. However, monitoring and supervisory controls over related party transactions and arm's length price thereof need to be further strengthened.

(xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

(xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

(xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For **M/s P. G. Bhagwat**
Chartered Accountants,
Firm Registration No. 101118W

Nikhil M. Shevade
Partner
Membership No. 217379

Place : Pune
Date : 20-05-2016

"Annexure - B" to the Independant Auditors' Report

(Referred to in paragraph 2(f) of our 'Report on Other Legal & Regulatory Requirement' of even date)

Report on the Internal Financial Controls
under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of The Ugar Sugar Works Limited ("the Company") as of 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion Paragraph

According to the information and explanation given to us, the Company is in the process of establishing its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Because of this reason, we are unable to comment on the adequacy and effectiveness of the internal financial controls over financial reporting as at March 31, 2016.

We have considered the above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company, and it does not affect our opinion on the financial statements of the Company.

For **M/s P. G. Bhagwat**
Chartered Accountants,
Firm Registration No. 101118W

Nikhil M. Shevade
Partner
Membership No. 217379

Place : Pune
Date : 20-05-2016

Balance Sheet as at 31-03-2016

Particulars	Ref. to Notes	As at 31st March 2016 Rs. Lakh	Rs. Lakh	As at 31st March 2015 Rs. Lakh
I. EQUITY AND LIABILITIES				
1. Shareholders' Funds				
a. Share Capital	A-1	1,125.00		1,125.00
b. Reserves & Surplus	A-2	7,960.15		7,170.38
			9,085.15	8,295.38
2. Non-current Liabilities				
a. Long Term Borrowings	A-3	9,355.39		8,064.77
b. Deferred Tax Liabilities (Net)	A-4	1,082.82		1,058.62
c. Long Term Provisions	A-5	1,338.51		983.68
			11,776.72	10,107.07
3. Current Liabilities				
a. Short Term Borrowings	A-6	15,622.09		10,254.33
b. Trade Payables	A-7	17,872.03		23,289.68
c. Other Current Liabilities	A-8	20,606.00		12,284.45
d. Short Term Provisions	A-9	985.46		666.71
			55,085.58	46,495.17
Total Equity & Liabilities			**75,947.45**	**64,897.62**
II. ASSETS				
1. Non-current Assets				
a. Fixed Assets				
i. Tangible Assets	A-10	15,758.47		16,977.84
ii. Intangible Assets	A-10	1.45		--
iii. Capital Work-in-progress	--	307.02		168.32
		16,066.94		17,146.16
b. Non-current Investments	A-11	647.21		649.58
c. Long Term Loans & Advances	A-12	507.46		605.94
d. Other Non-current Assets	A-13	38.63		425.58
			17,260.24	18,827.26
2. Current Assets				
a. Inventories	A-14	41,947.88		42,208.77
b. Trade Receivables	A-15	14,251.81		2,101.59
c. Cash & Bank Balances	A-16	744.33		820.21
d. Short Term Loans & Advances	A-17	1,395.93		868.03
e. Other Current Assets	A-18	347.26		71.76
			58,687.21	46,070.36
Total Assets			**75,947.45**	**64,897.62**

Signed pursuant to the provision of section 134 of the Companies Act, 2013, in authentication of this Balance Sheet and Notes referred to therein

As per our report of even date
For **M/s P. G. Bhagwat**
Chartered Accountants
Firm Regn. No. 101118W

Nikhil M. Shevade
Partner
Membership No. 217379

Niraj S. Shirgaokar
MD (DIN-00254525)

R. V. Desurkar
GM Finance
(ACA-23771)

Chandan S. Shirgaokar
MD (DIN-00208200)

B. G. Kulkarni
GM-Corp. Aff. & Co. Sec.
(FCS-2805)

Place : Pune
Date : 20-05-2016

Statement of Profit & Loss for the year ended 31-03-2016

Particulars	Ref. to Notes	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	*Financial Year 2014-15 Rs. Lakh*
I. Revenue from Operations				
Sales	B-19	102,518.87		*84,108.75*
Other Operating Income	B-19	1,343.21		*562.50*
		103,862.08		*84,671.25*
Less: Excise Duty		20,131.86		*19,461.27*
			83,730.22	*65,209.98*
II. Other Income	B-20		882.70	*343.48*
III. Total Revenue (I+II)			**84,612.92**	***65,553.46***
IV. Expenses				
a. Cost of Material Consumed				
i. Raw Material	B-21	59,103.20		*51,567.38*
ii. Stores, Spares,	--	3,388.36		*3,667.42*
			62,491.56	*55,234.80*
b. Other Manufacturing Expenses	B-22		2,389.70	*2,570.68*
c. Purchase of Stock-in-Trade & Others	--		2,599.30	*2,742.13*
d. Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	B-23		1,765.99	*(5,804.86)*
e. Employee Benefit Expense	B-24		6,766.21	*6,011.04*
f. Finance Costs	B-25		2,873.75	*1,481.16*
g. Depreciation & Amortisation Expense	A-10			
i. Depreciation		1,567.26		*1,546.39*
ii. Amortisation		0.72		*--*
			1,567.98	*1,546.39*
h. Other Expenses	B-26		2,673.76	*2,358.48*
Total Expenses (IV)			**83,128.25**	***66,139.82***
V. Profit before exceptional Items and Tax (III - IV)			1,484.67	*(586.36)*
VI. Exceptional Items			–	*--*
VII. Profit before Tax (V - VI)			1,484.67	*(586.36)*
VIII. Tax Expense				
a. Current Tax		330.00		*--*
b. Deferred Tax		24.20		*(261.31)*
c. Short/(Excess) Provision for earlier year/s		2.19		*--*
			356.39	*(261.31)*
IX. Profit for the period after Tax (VII - VIII)			1,128.28	*(325.05)*
X. Basic & Diluted Earnings per Equity Share of Re. 1 (Refer Note No. D-8)			1.00	*(0.29)*

Signed pursuant to the provision of section 134 of the Companies Act, 2013, in authentication of this statement of Profit and Loss and Notes referred to therein

As per our report of even date
For **M/s P. G. Bhagwat**
Chartered Accountants
Firm Regn. No. 101118W

Niraj S. Shirgaokar
MD (DIN-00254525)

Chandan S. Shirgaokar
MD (DIN-00208200)

Nikhil M. Shevade
Partner
Membership No. 217379

R. V. Desurkar
GM Finance
(ACA-23771)

B. G. Kulkarni
GM-Corp. Aff. & Co. Sec.
(FCS-2805)

Place : Pune
Date : 20-05-2016

Cash Flow Statement for the year ended 31-03-2016

Particulars	Financial year 2015-16 Rs. Lakh	Rs. Lakh	*Financial year 2014-15 Rs. Lakh*
Cash Flow from Operating Activities			
Net Profit before tax and extra-ordinary items		1,484.67	*(586.36)*
Adjustments for:			
Depreciation & Amortisation	1,567.98		*1,546.39*
Assets Written Off	0.19		—
Profit on sale of assets	(5.23)		—
Loss on sale of investments	7.38		—
Finance Charges	2,873.75		*1,481.16*
Investment Income	(170.84)		*(39.72)*
		4,273.23	*2,987.83*
Operating Profit before working capital changes		5,757.90	*2,401.47*
Decrease / (Increase) in Trade & Other Receivables	(12,819.21)		*2,358.92*
Decrease / (Increase) in Inventories	260.89		*(6,199.92)*
Increase / (Decrease) in Trade & Others Payables	3,050.76		*9,055.83*
		(9,507.56)	*5,214.83*
Cash generated from operations		(3,749.66)	*7,616.30*
Direct Taxes		(98.87)	*(92.90)*
Cash Flow before extra-ordinary items		(3,848.53)	*7,523.40*
Extra-ordinary items		—	—
NET CASH FROM OPERATING ACTIVITIES		**(3,848.53)**	***7,523.40***
Cash Flow from Investing Activities			
Purchase of Fixed Assets		(522.52)	*(2,682.99)*
Proceeds from Sale of Fixed Assets		5.51	—
(Purchase) / Sale of Investments		3.48	—
Interest & Dividend Received		141.40	*84.34*
NET CASH FROM INVESTING ACTIVITIES		(372.13)	*(2,598.65)*
Cash Flow from Financing Activities			
Interest Paid		(2,828.26)	*(1,576.22)*
(Repayment of) / Proceeds from Borrowings		6,658.38	*(4,375.73)*
Dividend paid		—	—
NET CASH FROM FINANCING ACTIVITY		3,830.12	*(5,951.95)*
Net Increase / (Decrease) in Cash & Cash Equivalents		(390.54)	*(1,027.20)*
Opening Cash & Cash Equivalents		745.83	*1,773.03*
Closing Cash & Cash Equivalents		355.29	*745.83*

As per our report of even date
For **M/s P. G. Bhagwat**
Chartered Accountants
Firm Regn. No. 101118W

Nikhil M. Shevade
Partner
Membership No. 217379

Niraj S. Shirgaokar
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MD (DIN-00208200)

B. G. Kulkarni
GM-Corp. Aff. & Co. Sec.
(FCS-2805)

Place : Pune
Date : 20-05-2016

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	*Financial Year 2014-15 Rs. Lakh*
Note A - 1: SHARE CAPITAL			
1 Authorised:			
20,00,00,000 Equity Shares of Re. 1 each		2,000.00	*2,000.00*
2 Issued, Subscribed, Called up & Paid up			
11,25,00,000 Equity Shares of Re. 1 each		1,125.00	*1,125.00*
3 Reconciliation of No. of Shares			
i. No. of Shares at the beginning of the Accounting Year		112,500,000	*112,500,000*
ii. Add: Increase in No. of Shares due to Rights issue		–	*–*
iii. Add: Increase in No. of Shares due to Bonus issue		–	*–*
		112,500,000	*112,500,000*
iv. Less: Decrease in No. of shares		–	*–*
v. No. of Shares at the end of the Accounting Year		112,500,000	112,500,000
4 Terms / Rights attached to Equity Shares			
i. The Company has only one class of equity shares of face value of Re. 1/-. Each holder of equity share is entitled to one vote per share. Dividend recommended by the Board is subject to approval of the shareholders in the ensuing General Meeting			
ii. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in the proportion of number of equity shares held by the shareholders.			
iii. The Directors have recommended dividend of Re. 0.25 per share of Re.1 (25%) for FY 2015-16. [Dividend Recommended for FY 2014-15 - Nil]			
5 Particulars of Shareholders having shareholding of 5% or more			
Name		No. of Shares	No. of Shares
1 SB Reshellers Pvt. Ltd.		16,585,419	*15,696,659*
Note A - 2: RESERVES & SURPLUS			
1 General Reserve			
As per last Balance Sheet	8,632.57		*8,670.00*
Less Provision for proposed Dividend	(281.25)		*–*
	8,351.32		*8,670.00*
Less: Transitional adjustment as per Schedule II to the Companies Act, 2013 on account of depreciation (Net of tax)	–		*37.43*
		8351.32	*8,632.57*
2 Share Premium			
As per last Balance Sheet		1,575.00	*1,575.00*

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note A - 2: RESERVES & SURPLUS			
3 Profit & Loss Account			
a. As per last Balance Sheet	(3,037.19)		*(2,712.14)*
b. Profit / (Loss) carried from Profit & Loss Account	1,128.28		*(325.05)*
c. Less: Provision for Cooperate Dividend tax	57.26		–
	1071.02		325.05
d. Balance of Profit / (Loss) carried forward [a + d]		1966.17	(3.037.19)
		7,960.15	***7,170.38***
Note A - 3: LONG TERM BORROWINGS			
1 Term Loans from Banks			
Secured			
i. Central Bank of India - Expansion Obtained for expansion of crushing capacity of sugar plant at Ugar. The rate of interest is presently BR + 1.75%. The loan is secured by hypothecation of the said Machinery. The loan is repayable in quarterly instalments of Rs. 120.54 lakh. The last instalment is due in September 2020.	2,000.00		*2,500.00*
ii. Central Bank of India - Under SEFASU 2014 Obtained under "Scheme for Extending Financial Assistance to Sugar Undertakings - 2014" [SEFASU-2014] for payment of cane dues relating to FRP fixed by the Central Government. The loan is secured by 1st pari passu charge on all assets at Ugar and at Jewargi. Interest on loan shall be subvented upto 12% p.a. by the Government to the Bank. The loan is repayable in 36 monthly instalments of Rs. 88.89 lakh each beginning from April 2016, last instalment being due in March 2019	3,200.00		*3,200.00*
iii. Bank of Baroda - Under SEFASU 2014 Obtained under "Scheme for Extending Financial Assistance to Sugar Undertakings - 2014" [SEFASU-2014] for payment of cane dues relating to FRP fixed by the Central Government. The loan is secured by 1st pari passu charge on all assets at Ugar and at Jewargi. Interest on loan shall be subvented upto 12% p.a. by the Government to the Bank. The loan is repayable in 12 quarterly instalments of Rs. 115.25 lakh each beginning from April 2016, last instalment being due in February 2019	1,383.00		*1,383.00*

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	*Financial Year 2014-15 Rs. Lakh*
Note A - 3: LONG TERM BORROWINGS			
1 Term Loans from Banks			
Secured			
iv. Union Bank of India - Under SEFASU 2014 Obtained under "Scheme for Extending Financial Assistance to Sugar Undertakings - 2014" [SEFASU-2014] for payment of cane dues relating to FRP fixed by the Central Government. The loan is secured by 1st pari passu charge on all assets at Ugar and at Jewargi. Interest on loan shall be subvented upto 12% p.a. by the Government to the Bank. The loan is repayable in 36 monthly instalments of Rs. 23.78 lakh each beginning from April 2016, last instalment being due in April 2019	856.00		*856.00*
v. Central Bank of India - Soft Loan for Payment of FRP Obtained for payment of cane price arrears for the season 2014-15 relating to the Fair & Remunerative Price (FRP). The loan is secured by Extension of 1st pari passu charge on all assets at Ugar and at Jewargi. The rate of Interest is BR+1.05% (Minimum 11%) per annum. Interest on loan shall be subvented by the Government at 10% to the Bank for a period of one year upto September 2016. The loan is repayable in 36 monthly instalments of Rs. 68.39 lakh each beginning from October, 2016, last instalment being due in September 2019.	2,462.00		–
vi. Bank of Baroda - Soft Loan for Payment of FRP Obtained for payment of cane price arrears for the season 2014-15 relating to the Fair & Remunerative Price (FRP). The loan is secured by 1st pari passu charge on the immovable properties by way of mortgage and fixed assets at Ugar and at Jewargi, by way of hypothecation. The rate of Interest is BR+1.10% (Minimum 11%) per annum. Interest on loan shall be subvented by the Government at 10% to the Bank for a period of one year upto September 2016. The loan is repayable in 36 monthly instalments of Rs. 30.06 lakh each beginning from October 2016, last instalment being due in September 2019.	1,082.00		

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note A - 3: LONG TERM BORROWINGS			
1 Term Loans from Banks			
Secured			
vii. Union Bank of India - Soft Loan for Payment of FRP Obtained for payment of cane price arrears for the season 2014-15 relating to the Fair & Remunerative Price (FRP). The loan is secured by Extension of 1st pari passu charge on all assets at Ugar and at Jewargi. The rate of Interest is BR+1% (Minimum 11%) per annum. Interest on loan shall be subvented by the Government to the Bank at 10% for a period of one year upto September 2016. The loan is repayable in 36 monthly instalments of Rs. 17.47 lakh each beginning from October 2016, last instalment being due in September 2019.	629.00		
	11,612.00		*7,939.00*
Less: Current Maturities in respect of above loans disclosed separately under Current Liabilities	2,621.37		*482.16*
		8,990.63	*7,456.84*
2 Term Loans from Others (Secured)			
viii. Sugar Development Fund Obtained for Jewargi unit for setting up power project. The rate of interest is 4% p. a. The loan is secured by exclusive second charge on all movable and immovable assets of the Company. The Loan is repayable in ten six monthly instalments of Rs. 121.59 lakh. The last instalment is due in June 2018.	607.93		*851.10*
Less: Current Maturities in respect of above loan disclosed separately under Current Liabilities	243.17		*243.17*
		364.76	*607.93*
Long Term Borrowings		9,355.39	*8,064.77*
3 There has been no continuing default as on the balance sheet date in repayment of any of the above borrowings and interest thereon.			
Note A - 4: DEFERRED TAX LIABILITIES (NET)			
1 Deferred Tax Liabilities			
On account of timing differences in -			
a. Depreciation		1,786.80	*1,695.43*
2 Less: Deferred Tax Assets			
On account of timing differences in -			
a. Provision for doubtful debts & advances	98.58		*76.81*
b. Provisions as per AS-15	605.40		*560.00*
		703.98	*636.81*
Total		1,082.82	*1,058.62*

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note A - 5: LONG TERM PROVISIONS			
1 Provisions for Employee Benefits			
a. Provision for Gratuity		934.51	752.76
b. Provision for Leave Salary		404.00	230.92
		1,338.51	983.68
Note A - 6: SHORT TERM BORROWINGS			
1 Secured			
a. Working Capital Loans - from Banks			
i. Cash Credit Hypothecation	659.54		1,012.53
Cash credit hypothecation is secured by hypothecation of stock of stores & spares, stock of molasses, stock in trade and book debts. The cash credit is repayable on demand and carries rate of interest at BR +1%.			
ii. Cash Credit Pledge	14,877.05		9,062.92
Cash credit pledge is secured by pledge of stock of sugar. The cash credit is repayable on demand and carries rate of interest at BR + 1%.			
		15,536.59	10,075.45
2 Unsecured			
Fixed Deposits (Other than Unclaimed)		85.50	178.88
Fixed Deposits are unsecured and are accepted from shareholders and public for a period of one year. The rate of interest for fixed deposits is 10.5% p.a. for senior citizens and 10% p.a. for others. Fixed Deposits as on 31-03-2016 represent deposits from Directors.			
		15,622.09	10,254.33
3 There has been no continuing default as on the balance sheet date in repayment of any of the above borrowings and interest thereon.			
Note A - 7: TRADE PAYABLES			
1 Creditors for Supplies		17,640.86	22,843.87
2 Others		231.17	445.81
		17,872.03	23,289.68
Note A - 8: OTHER CURRENT LIABILITIES			
1 Current Maturities of Long Term Debts			
Secured			
a. From Banks	2,621.37		482.16
b. Others	243.17		243.17
		2,864.54	725.33
2 Interest Accrued but not due on Borrowings		6.99	11.23

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note A - 8: OTHER CURRENT LIABILITIES			
3 Interest Accrued and due on Borrowings		75.29	25.56
4 Investor Education & Protection Fund			
(Amounts to be credited to the said Fund, when due)			
Unpaid Dividend	18.38		24.01
Unpaid Matured Deposits & Interest Accrued	3.18		3.18
		21.56	27.19
5 Trade Deposits and Advances		75.60	66.15
6 Creditors for Machinery Supplies		17.89	111.36
7 Payable to Banks for loans granted to Cane Growers and H&T Contractors		12,338.32	6,738.91
8 Provision for Excise Duty on Finished Goods		3,125.61	1,909.82
9 Outstanding Expenses		950.89	769.20
10 Salaries, Wages, Bonus & Commission, payable		645.32	521.91
11 Advances from Customers		184.60	1,029.19
12 Amounts refundable to Cultivators & Contractors		21.03	19.66
13 Land Rent, Contractors' Retention, etc.		34.60	32.32
14 Contribution to employees' funds		70.58	75.57
15 Freight		6.48	1.11
16 Profession tax, etc. deducted from salary		18.04	17.33
17 Excise, Service Tax, Sales Tax, etc.		52.80	73.06
18 Tax deducted at source		20.41	50.26
19 Amounts payable to banks & other institutions		75.45	79.29
		20,606.00	12,284.45
Note A - 9: SHORT TERM PROVISIONS			
1 Provisions for Employee Benefits			
Provision for Gratuity	260.84		359.49
Provision for Leave Salary	149.96		304.39
		410.80	663.88
2 Others			
a. Provision for Taxation	1,694.00		1,364.33
Less: Deducted from Advance Payment of Taxes, as per contra	(1,457.85)		(1,361.50)
		236.15	2.83
b. Provision for Proposed Dividend		281.25	–
c. Provision for Corporate Dividend Tax		57.26	–
		985.46	666.71

Notes to Financial Statements for the year ended 31-03-2016

Note A - 10: Fixed Assets and Depreciation Impairment & Amortisation

PARTICULARS	TANGIBLE ASSETS							INTANGIBLE ASSETS
	Land	Buildings	Plant & Machinery	Furniture & Fixtures	Office Equipments	Vehicles	Total	Computer Software
	Rs. Lakh	Rs. Lakh	Rs. Lakh	Rs. Lakh	Rs. Lakh	Rs. Lakh	Rs. Lakh	Rs. Lakh
GROSS BLOCK								
Balance as on 01-04-2014	280.37	3,139.57	40,602.31	161.25	205.33	613.28	45,002.11	178.47
Additions during year 2014-15	–	146.08	2,433.45	18.74	10.73	52.42	2,661.42	–
Deletions during year 2014-15	–	–	–	–	–	–	–	–
Balance as on 31-03-2015	280.37	3,285.65	43,035.76	179.99	216.06	665.70	47,663.53	178.47
Additions during year 2015-16	153.13	6.25	176.14	4.99	7.85	0.00	348.36	2.17
Deletions during year 2015-16	–	(2.81)	–	–	–	(19.26)	(22.07)	–
Balance as on 31-03-2016	433.50	3,289.09	43,211.90	184.98	223.91	646.44	47,989.82	180.64
ACCUMULATED DEPRECIATION / AMORTISATION								
Balance as on 01-04-2014	–	1,482.92	26,271.50	106.38	190.78	435.11	28,486.69	178.47
Adjustment on Deletion - 2014-15	–	–	–	–	–	–	–	–
Adjustment to Gen. Reserve	–	33.43	17.16	2.21	2.81	1.11	56.72	
For the year 2014-15	–	182.00	1,265.97	29.58	2.88	65.96	1,546.39	–
Balance as on 31-03-2015	–	1,698.35	27,554.63	138.17	196.47	502.18	30,089.80	178.47
Adjustment on Deletion - 2015-16	–	(2.62)	–	–	–	(18.98)	(21.60)	–
For the year 2015-16	–	146.33	1,339.81	13.67	16.60	50.85	1,567.26	0.72
Balance as on 31-03-2016	–	1,842.06	28,894.44	151.84	213.07	534.05	31,635.46	179.19
IMPAIRMENT LOSS								
Balance as on 01-04-2014	–	–	595.89	–	–	–	595.89	–
Change for the year 2014-15	–	–	–	–	–	–	–	–
Balance as on 31-03-2015	–	–	595.89	–	–	–	595.89	–
Change for the year 2015-16	–	–	–	–	–	–	–	–
Balance as on 31-03-2016	–	–	595.89	–	–	–	595.89	–
NET BLOCK								
As on 31-03-2015	280.37	1,587.30	14,885.24	41.82	19.59	163.52	16,977.84	–
As on 31-03-2016	433.50	1,447.03	13,721.57	33.14	10.84	112.39	15,758.47	1.45

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note A - 11: NON-CURRENT INVESTMENTS			
[At Cost, Fully Paid, Long Term]			
1 Trade Investments			
(Unquoted, Other than Government)			
a. Investment in Equity Shares			
I. 24,300 (24,300) Equity Shares of Rs. 10 each of Ugar Consultancy Ltd. (Associate) [Under Liquidation]	2.43		*2.43*
ii. 426 (1096) Equity Shares of Rs. 100 each of Ugar Theatres Pvt. Ltd.	1.28		*3.64*
iii. 2,27,500 (3,12,500) Equity Shares of Rs. 10 each of Ugar Quality Packaging Pvt. Ltd.	22.75		*31.25*
	26.46		*37.32*
b. Investment in Preference Shares			
I. 10,00,000 (10,00,000) 8% Redeemable Cumulative Preference Shares of Rs. 10 each of Ugar Quality Packaging Pvt. Ltd.	100.00		*100.00*
Non-Trade		126.46	*137.32*
2 Others			
a. Investment in Mutual Funds			
I. 24,117 (24,117) Units of Rs. 10 each of UTI Balanced Fund	3.13		**3.13**
b. Other than Mutual Funds			
i. Investment in Equity Shares			
1. 36,659 (36,659) Equity Shares of Rs. 10 each, of Shakti Alloy Steels Ltd.	3.67		*3.67*
2. 3,750 (3,750) Shares of Rs. 10 each of Sangli Urban Co-operative Bank Ltd.	0.38		*0.38*
ii. Investment in Preference Shares			
1. 6,40,000 (6,40,000) 10% Non- cumulative Redeemable Preference Shares of Rs. 100 each of Synergy Green Industries Pvt. Ltd.	640.00		*640.00*
		647.18	*647.18*
		773.64	*784.50*
3 Provision for diminution in value of investments		(126.43)	*(134.92)*
Total		647.21	*649.58*
4 a. Aggregate amount of quoted investments		–	–
Market Value thereof		Not Applicable	Not Applicable
b. Aggregate amount of Unquoted Investments		773.64	*784.50*
c. Aggregate Provision for diminution in value of investments		126.43	*134.92*

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	*Financial Year 2014-15 Rs. Lakh*
Note A - 12: LONG TERM LOANS & ADVANCES			
1 Unsecured, Considered Good			
a. Capital Advances paid to related parties			
i. Capital advances paid to private limited companies in which directors of the Company are directors / members	–		–
ii. Others	–		–
		–	–
b. Capital Advances Paid to others		350.01	*410.18*
c. Security Deposits		157.45	*195.76*
Total		**507.46**	***605.94***
Note A - 13: OTHER NON-CURRENT ASSETS			
1 Long Term Receivables			
(Unsecured, Considered Good)			
Interest Accrued on NSCs & Bank Deposits	0.05		*29.56*
VAT / Cane Purchase Tax, etc. receivable	38.35		*63.35*
	38.40		*92.91*
Less: Provision for Doubtful Receivables	–		*(32.05)*
		38.40	*60.86*
2 Non-Current Trade Receivables			
(Unsecured, Considered Doubtful)	33.70		*28.32*
Less: Provision for Doubtful Trade Receivables	(33.70)		*(28.32)*
		–	–
3 Non-Current Loans & Advances			
(Unsecured, Considered Doubtful)			
Advances to Cultivators, Contractors & Suppliers	251.15		*165.60*
Less: Provision for Doubtful Advances	(251.15)		*(165.60)*
		–	–
4 Non-current portion in Term Deposit with Banks with original maturity for more than 12 months		0.23	*364.72*
Total		38.63	*425.58*

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	*Financial Year 2014-15 Rs. Lakh*
Note A - 14: INVENTORIES			
1 Stock of Raw Material			
a. Crops in Progress	7.32		*20.52*
b. Other Raw Material	103.61		*132.45*
		110.93	*152.97*
2 Work in Progress			
a. Sugar in Process	–		*483.11*
b. Molasses in process	–		*65.85*
		–	*548.96*
3 Finished Goods			
a. Sugar, Molasses, Spirit, etc.	39,599.69		*39,988.26*
b. Bagasse - Own	1,021.75		*489.71*
		40,621.44	*40,477.97*
4 Stock in Trade (Petroleum Products)		32.47	*30.40*
5 Stores, Spares, Fuel, etc.			
a. Stores, Spare Parts and Others	1,183.04		*995.61*
b. Bagasse (Purchased), Firewood & Coal	–		*2.86*
		1,183.04	*998.47*
Total		**41,947.88**	***42,208.77***
Note A - 15: TRADE RECEIVABLES			
[Unsecured, Considered Good]			
1 Outstanding for a period exceeding six months from the date they are due for payment		132.73	*92.20*
2 Others		14,119.08	*2,009.39*
Total		**14,251.81**	***2,101.59***

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	*Financial Year 2014-15 Rs. Lakh*
Note A - 16: CASH & BANK BALANCES			
1 Cash and Cash Equivalents			
a. Balances with Banks in Current Accounts		344.04	*738.45*
b. Cash on Hand		11.25	*7.38*
		355.29	*745.83*
2 Balances with Banks, in Current Accounts, Earmarked for Unpaid Dividends		18.38	*24.01*
3 In Term Deposit Accounts (With original maturity for more than 12 months)			
i. For issue of bank guarantees	137.13		*155.69*
ii. As liquid asset for fixed deposits	233.76		*259.40*
iii. Others	–		–
	370.89		*415.09*
Less: Non-current portion in above, disclosed under Non-current Assets	(0.23)		*(364.72)*
		370.66	*50.37*
Total		**744.33**	***820.21***
Note A - 17: SHORT TERM LOANS & ADVANCES			
1 Unsecured, Considered Good			
a. Advances to Related Parties			
i. Advances to private limited companies in which directors of the Company are directors / members	5.79		–
ii. Others	–		–
	5.79		–
b. Advances to Cultivators and Contractors	136.37		*211.19*
c. Advances to Suppliers of Machinery Spares, etc.	606.11		*175.54*
		748.27	*386.73*
2 Advance Payment of Taxes			
Advance Payment of Taxes	1,197.85		*1,101.50*
MAT Credit Receivable	260.00		*260.00*
	1,457.85		*1,361.50*
Less: Tax Provision, deducted as per contra	(1,457.85)		*(1,361.50)*
		–	–
3 Cenvat Credits, Service Tax Receivable, etc.		647.66	*481.30*
		1,395.93	*868.03*
Note A - 18: OTHER CURRENT ASSETS			
1 Prepaid Expenses		65.71	*67.17*
2 Excess Interest Recovered by banks - Receivable		180.30	–
3 Accrued Interest On Bank Deposits		63.54	*4.59*
4 Incentive / Subsidy Receivable from Government		37.71	–
		347.26	*71.76*

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note B - 19: REVENUE FROM OPERATIONS			
1 Sales			
a. Finished Goods			
Sugar	67,103.76		49,571.62
Rectified Spirit	2,253.33		1,959.02
Denatured Spirit	1,668.95		1,578.13
Potable Alcohol	21,917.61		22,196.53
Electricity	4,471.19		4,130.75
		97,414.84	79,436.05
b. Traded Goods - Petroleum Products		2,629.16	2,798.36
c By-products & Others		2,474.87	1,874.34
		102,518.87	84,108.75
2 Other Operating Income			
Export Incentive on Raw Sugar		1,343.21	562.50
Total		**103,862.08**	**84,671.25**
Note B - 20: OTHER INCOME			
1 Dividend on Non Trade Investments		0.25	0.25
2 Interest on Loans, Bank Deposits and Others		193.91	87.01
3 Sale of Scrap		364.40	141.59
4 Non-operating Revenues			
a. Sale of Services			
Machinery / Bullock Cart Hire Charges	1.17		3.64
b. Bad Debts / Advances written off, Recovered	1.20		1.00
c. Insurance Claims Received	2.11		31.37
d. Profit on sale of fixed assets	5.23		–
e. Excess Provisions & Unclaimed Credit Balances Written back	34.48		38.77
f. Provision for loss on Investments written back	8.50		–
Less: Loss on Sale of Investments	(7.38)		–
	1.12		–
g. Miscellaneous Receipts	278.83		39.85
		324.14	114.63
Total		**882.70**	**343.48**
Note B - 21: RAW MATERIAL CONSUMED			
1 Sugarcane			
Purchased	47,993.40		42,190.62
Harvesting and Transport	10,457.09		8,791.89
Cane Purchase and Development	127.41		140.34
Research and Development	249.62		206.84
		58,827.52	51,329.69

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note B - 21: RAW MATERIAL CONSUMED			
2 Other Raw Material			
Molasses	2,752.46		2,617.92
Malt	42.36		14.09
Rectified Spirit	1,353.00		1,476.79
Others	15.69		18.22
	4,163.51		4,127.02
Less: Intersegment transfers	(3,887.83)		(3,889.33)
		275.68	237.69
		59,103.20	**51,567.38**
Note B - 22: OTHER MANUFACTURING EXPENSES			
1 Power, Fuel and Water		750.81	791.52
2 Repairs and Maintenance of Plant & Machinery		1,638.89	1,779.16
		2,389.70	**2,570.68**
Note B - 23: CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE			
1 Opening Stock			
a. Finished Goods			
i. Sugar, Molasses, Spirit, etc.			
Sugar	36,644.83		30,398.34
Rectified Spirit	516.67		541.51
Potable Alcohol	914.50		919.61
Molasses	1,847.71		2,284.35
Others	64.55		62.32
	39,988.26		34,206.13
ii. Bagasse - Own	489.71		351.01
		40,477.97	34,557.14
b. Work-in-progress			
i. Sugar in Process	483.11		286.55
ii. Molasses in Process	65.85		41.93
		548.96	328.48
c. Stock in Trade - Petroleum Products		30.40	45.41
		41,057.33	34,931.03
Less: Excise Duty on Opening Stock		2,401.44	2,080.00
Value of Opening Stock net of Excise Duty		38,655.89	32,851.03

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note B - 23: CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE			
2 Closing Stock			
a. Finished Goods			
i. Sugar, Molasses, Spirit, etc.			
Sugar	35,047.34		36,644.83
Rectified Spirit	409.71		516.67
Potable Alcohol	1,186.74		914.50
Molasses	2,640.93		1,847.71
Others	314.97		64.55
	39,599.69		39,988.26
ii. Bagasse - Own	1,021.75		489.71
		40,621.44	40,477.97
b. Work-in-progress			
i. Sugar in Process	–		483.11
ii. Molasses in Process	–		65.85
		–	548.96
c. Stock in Trade - Petroleum Products		32.47	30.40
		40,653.91	41,057.33
Less: Excise Duty on Closing Stock		3,764.01	2,401.44
Value of Closing Stock net of Excise Duty		36,889.90	38,655.89
Total		**1,765.99**	**(5,804.86)**
Note B - 24: EMPLOYEE BENEFIT EXPENSE			
1 Salaries, Bonus and Commission		5,123.25	4,288.02
2 Remuneration to employees employed by contractors		979.99	909.42
3 Contribution to Provident, Gratuity and other funds		643.92	683.12
4 Workmen and Staff Welfare		19.05	130.48
Total		**6,766.21**	**6,011.04**
Note B - 25: FINANCE COSTS			
1 Interest		2,778.74	1,426.29
2 Finance Charges		95.01	54.87
		2,873.75	**1,481.16**

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note B - 26: OTHER EXPENSES			
1 Administrative Expenses			
a. Repairs to & Maintenance of Buildings		141.85	182.33
b. General Repairs & Maintenance		575.16	390.85
c. Insurance		51.28	34.05
d. Rent		42.58	42.27
e. Rates and Taxes		225.13	272.24
f. Bank Charges		6.74	3.59
g. Printing and Stationery		24.82	19.89
h. Travelling		91.62	119.95
i. Motor Car / Other Vehicle Expenses		97.19	94.31
j. Bad Debts & Sundry Advance Written Off	43.51		3.38
Less: Provision	(32.05)		–
		11.46	3.38
k. Assets Written Off		0.19	–
l. Provision for Doubtful Debts and Advances		90.93	9.87
m. Directors' Fees		11.80	9.00
n. Payment to Auditors			
a. Statutory Auditors			
i. As Auditors	6.12		5.12
ii. For Taxation Matters	0.25		0.19
iii. For Company Law Matters	0.05		0.10
iv. Certification & Other Services	3.16		2.16
iii. For Reimbursement of Expenses	0.71		1.01
	10.29		8.58
b. Cost Auditors			
i. As Auditors	1.70		1.50
ii. Certification & Other Services	0.10		0.10
iii. For Reimbursement of Expenses	–		0.09
	1.80		1.69
c. Secretarial Auditors			
i. As Auditors	1.50		1.50
ii. Certification & Other Services	0.83		–
	2.33		1.50
		14.42	11.77
o. Miscellaneous		243.39	277.33
		1,628.56	1,470.83
2 Selling & Distribution Expenses			
a. Freight, Insurance, etc. on outward consignments		683.06	471.11
b. Commission to selling agents & representatives		180.51	236.13
c. Advertisements		181.63	180.41
		1,045.20	887.65
Total		**2,673.76**	**2,358.48**

Notes to Financial Statements for the year ended 31-03-2016

NOTE C: CORPORATE INFORMATION, BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

1 Corporate Information

Incorporated on 11-09-1939, The Ugar Sugar Works Ltd. (CIN-L15421PN1939PLC006738) is one of the leading sugar factories in Karnataka. Its shares are listed on BSE and NSE. The Company is engaged in manufacture and sale of sugar, industrial and potable alcohol, and generation and distribution of electricity. The Company's plants are located at Ugarkhurd in Belgaum District and at Malli-Nagarhalli Village in Gulbarga District in the state of Karnataka.

2 Basis of Preparation

a. The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with The Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 2013

b. The financial statements have been prepared under historical cost convention on an accrual basis.

c. The accounting policies applied with the Company are consistent with those used in the previous year.

d. The financial statements have been prepared on a going concern basis.

3 Significant Accounting Policies

I. Fixed Assets

a. Tangible Assets are carried at cost of acquisition or construction (inclusive of freight, duties, taxes and expenses related to acquisition and installation and commissioning) less accumulated depreciation.

b. Intangible Assets (Computer Software) are recorded at the consideration paid for acquisition.

ii. Depreciation & Amortisation

a. Depreciation on Tangible Assets is provided on "Written Down Value" Method as per the provisions of Schedule II to the Companies Act, 2013.

b. Intangible Assets are amortised over a period of three years.

iii. Impairment of Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If an indication exists, the Company estimates the asset's recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Notes to Financial Statements for the year ended 31-03-2016

NOTE C: CORPORATE INFORMATION, BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's recoverable amount. A previously recognised impairment loss is changed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

iv. Investments

Non-current Investments are carried at cost of acquisition. A provision for diminution is made to recognise decline other than temporary, in the value of investments.

v. Valuation of Inventories

a. Stores and Spares, Raw Material, Purchased Bagasse, Sugar in Process, Crops in progress, Petroleum Products and Finished Goods are valued at cost or net realisable value, whichever is less. Cost is arrived at on Weighted Average Method.

Cost comprises costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

b. Molasses, Molasses in process, Own Bagasse and Scrap are valued at net realisable value.

vi. Research and Development

Revenue Expenditure on Research and Development is charged off as an expense in the year in which incurred and the Capital Expenditure is grouped with fixed assets under appropriate heads and depreciation is provided at the applicable rates.

vii. Employee Benefits

Short term compensated absence benefits (both vesting and non-vesting) are accounted for on the basis of the actual valuation of the leave entitlement as on the balance sheet date.

The actuarial valuations in respect of post-employment defined plans and long term employee benefit as at the balance sheet date are measured using Projected Unit Credit Method.

a. Short term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits. Benefits such as salaries, wages, bonus and short term compensated absences, leave travel allowance, etc. are recognised in the period in which the employee renders the related service.

b. Post Employment Benefits:

i. Defined Contribution Plans

The Company's superannuation scheme and pension scheme are defined contribution plans. The contribution paid / payable under the scheme is recognised during the period in which the employee renders related service.

Notes to Financial Statements for the year ended 31-03-2016

NOTE C: CORPORATE INFORMATION, BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

vii. Employee Benefits (contd)

b. Post Employment Benefits (contd):

ii. Defined Benefit Plans (contd)

The employees' gratuity fund scheme and provident fund scheme managed by a Trust are the Company's defined benefit plans. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined plans, is based on the market yields on Government Securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognised immediately in the Statement of Profit & Loss.

in case of funded plans, the fair value of the plan's assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on the net basis

Gains or losses on curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs. Past service cost is recognised as expenses on a straight line basis over the average period until the benefits become vested.

The Company pays contribution to a recognised provident fund trust in respect of all locations. The guidance note on implementing AS-15, Employees Benefits (Revised 2006) as issued by the Institute of Chartered Accountants of India (ICAI) states that provident funds set up by employer, which requires interest shortfall to be met by the employer, needs to be treated as a defined benefit plan. In the absence of clear guidelines on the issue of actuarial valuation related to interest shortfall to be made good by the employer, the Company's actuary have expressed their inability to reliably measure the provident fund liability of the Company's recognised provident fund. Accordingly, the Company is unable to exhibit the related disclosures.

c. Long Term Employee Benefit

The obligation for long term employee benefits such as long term compensated absences is recognised in the same manner as in the case of defined benefit plans as mentioned in note (b)(ii) above.

Accumulated leaves that are expected to be utilised within the next twelve months are treated as short term employee benefits.

Notes to Financial Statements for the year ended 31-03-2016

NOTE C: CORPORATE INFORMATION, BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

viii. Revenue Recognition

a. Revenue in respect of insurance / other claims, interest, subsidy, Incentive, etc. is recognised only when it is reasonably certain that the ultimate collection will be made.

b. Sales Value is inclusive of Excise Duty and net of sales tax, where applicable.

ix. Foreign Currency Transactions

a. All foreign currency transactions are accounted for at the rates prevailing on the date of the transaction. The exchange differences on settlement / conversion are adjusted to Profit & Loss Account.

b. In respect of amount payable in foreign currency covered by forward contracts, the premium is recognised over the period of contract.

x. Subsidies Received

a. Subsidies received towards specific fixed assets are reduced from gross book value of the concerned fixed assets.

b. Subsidies received relating to revenue expenditure are deducted from related expense.

xi. Borrowing Costs

a. Borrowing costs that are attributable to acquisition, construction or erection of qualifying assets incurred during the period of acquisition or construction, are capitalised as part of the cost of the asset.

b. Other borrowing costs are recognised as expenditure in the period in which they are incurred.

xii. Taxation

Tax on income for the current period is made in accordance with the provisions of the Income Tax Act, 1961. Deferred Tax is recognised on timing differences between the accounting income and the taxable income for the period. The tax effect is calculated on the accumulated timing differences at the end of the accounting period based on the prevailing enacted regulations or those that may be substantively enacted by the Balance Sheet date.

xiii. Earnings per share

a. Basic Earnings per share

For the purpose of calculating basic earnings per share, the net profit or loss for the period attributable to equity shareholders after deducting any attributable tax thereto for the period is divided by weighted number of equity shares outstanding during the period.

b. Diluted Earnings per share

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note D: Other Information		
1 Contingent Liabilities not provided for		
a. Claims against the Company not acknowledged as debts	–	–
b. Excise Duty / Service Tax, Liability Disputed	271.98	355.07
c. Income Tax, Liability Disputed	239.65	222.72
d. Sales Tax, Liability Disputed	20.14	–
d. Corporate Guarantees given to the Bankers	11,700.00	6,500.00
2 Commitments		
a. Estimated amounts of contracts remaining to be executed on capital account	138.68	137.68
b. Excise Duty Liability in respect of 100% EOU for non-fulfilment of export obligation	12.74	38.21
3 Value of imports calculated on CIF basis Machinery Spares	7.80	0.22
4 Expenditure in foreign currency		
a. Travelling	6.90	14.65
b. IML Essences	–	0.04
c. Subscription	0.74	1.21
5 Earning per share		
a. Profit after tax as per the Profit & Loss Account	1,128.28	(325.05)
b. Weighted average of No. of Shares	112,500,000	112,500,000
c. Earnings per share of Re.1	1.00	(0.29)
6 Future Minimum Lease Rentals in respect of Buildings		
a. Given on operating lease		
i. Receivable within one year	5.75	4.97
ii. Receivable between one year and five years	18.94	3.74
iii. Receivable after five years	6.59	18.59
b. Taken on operating lease		
i. Payable within one year	13.38	21.94
ii. Payable between one year and five years	–	6.70
iii. Payable after five years	–	–
7 Value of Imported and Indigenous Raw Material Consumed and percentage thereof to total consumption		
a. Value		
Imported	–	0.04
Indigenous	59,103.20	51,567.34
b. Percentage		
Imported	Nil	Negligible
Indigenous	100%	Nearly 100%

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note D: Other Information (contd...)		
8 Value of Raw Material Consumed in Note B-21 includes additional cane price relating to earlier season/s	616.72	3,045.01
9 Segment Reporting		
I. Primary Segment Information (Business Segments)		
Revenue		
External Sales		
Sugar	69,413.71	52,136.38
Electricity	4,471.19	4,130.75
Industrial Alcohol	3,782.44	3,387.45
Potable Alcohol	4,719.67	4,992.90
Total	82,387.01	64,647.48
Other Operating Income		
Sugar	1,343.21	562.50
	83,730.22	65,209.98
Inter-segment Sales		
Sugar	12,345.79	8,954.08
Electricity	9,475.48	7,111.19
Industrial Alcohol	2,214.49	2,016.07
Total	24,035.76	18,081.34
Total Revenue		
Sugar	83,102.71	61,652.96
Electricity	13,946.67	11,241.94
Industrial Alcohol	5,996.93	5,403.52
Potable Alcohol	4,719.67	4,992.90
Total	107,765.98	83,291.32
Segment Results (Gross)		
Sugar	3,725.71	187.95
Electricity	1,957.48	2,517.38
Industrial Alcohol	704.74	812.74
Potable Alcohol	490.09	423.52
Total	6,878.02	3,941.59
Unallocated Corporate Expenses	3,402.30	3,390.27
Operating Profit	3,475.72	551.32
Finance Charges	2,873.75	1,481.16
Other Income	882.70	343.48
Profit from Ordinary Activities	1,484.67	(586.36)
Exceptional Items	–	–
Profit before tax	1,484.67	(586.36)
Segment Assets		
Sugar	59,558.06	49,993.91
Electricity	7,161.55	7,047.39
Industrial Alcohol	2,201.43	2,118.43
Potable Alcohol	3,901.71	2,223.44
Total	72,822.75	61,383.17
Add: Unallocated Corporate Assets	5,087.81	3,514.45
	77,910.56	64,897.62

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note D: Other Information (contd...)		
9 Segment Reporting		
I. Primary Segment Information (Business Segments)		
Segment Liabilities		
Sugar	21,381.96	26,640.70
Electricity	353.81	233.71
Industrial Alcohol	99.43	68.55
Potable Alcohol	635.95	400.07
Total	22,471.15	27,343.03
Add: Unallocated Corporate Liabilities	46,354.26	29,259.21
	68,825.41	56,602.24
Capital Expenditure		
Sugar	122.60	2,330.45
Electricity	103.88	217.76
Industrial Alcohol	11.72	18.54
Potable Alcohol	1.58	7.76
Total	239.78	2,574.51
Depreciation and Amortisation		
Sugar	960.82	884.21
Electricity	326.16	346.45
Industrial Alcohol	120.26	133.25
Potable Alcohol	16.30	18.23
Total	1,423.54	1,382.14
Non-cash expenses other than depreciation		
Sugar	6.82	9.87
Electricity	4.23	–
Industrial Alcohol	–	–
Potable Alcohol	–	–
Total	11.05	9.87

II. The Company does not have any Secondary Reportable Segments.

III. Significant Accounting Policies relating to Segment Reporting

a. Business Segments are determined on the basis of the goods manufactured and in accordance with Accounting Standard 17.

b. Inter-segment transfers are recorded at cost except for own generated Bagasse and Molasses, cost of which is unascertainable and which are recorded at Net Realisable Value.

c. Segment report is prepared in conformity with accounting policies adopted for preparing and presenting financial statements.

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note D: Other Information (contd...)		
10 Disclosure with respect to AS 15		
The Company has implemented Revised Accounting Standard - 15 on Employee Benefits and made the provisions accordingly. The disclosure as per revised AS-15 are produced below:		
Gratuity		
In accordance with the applicable laws, the Company provides for gratuity, a defined retirement plan (Gratuity Plan) covering all staff, workers and officers. The Gratuity Plan provides for, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. The Company provides the gratuity benefit through annual contributions to a Gratuity Trust which in turn mainly contributes to Life Insurance Corporation of India (LIC) for this purpose. Under this plan, the settlement obligation remains with the Gratuity Trust. LIC administers the plan and determines the contribution premium required to be paid by the Trust. The Company has also obtained an independent actuarial valuation of the Trust's Assets and Liabilities, and accordingly, the difference has been provided by the Company. The gratuity liability has been paid by the Company in case of employees, who left during the current period.		
Defined Contribution Plan:		
Contribution to Defined Contribution Plan, recognised and charged off for the year are as under:		
Employer's contribution to Superannuation Fund	29.19	*34.65*
Employer's contribution to Pension Scheme	201.62	*130.14*
Defined Benefit Plan:		
The Employees' Gratuity Fund Scheme managed by Life Insurance Corporation of India is a defined benefit plan.		
I. Assumptions as at:		
Mortality		
Interest / Discount Rate	7.46%	*7.77%*
Rate of increase in compensation	6.00%	*6.00%*
Rate of return (expected) on plan assets	8.35%	*9.00%*
Expected average remaining service	12.15	*12.67*
II. Changes in present value of obligations (PVO)		
PVO at the beginning of the period	2,572.67	*2,411.46*
Interest Cost	194.77	*196.24*
Current Service Cost	140.91	*263.62*
Past Service Cost (non vested cost)	–	–
Past Service Cost (vested cost)	–	–
Benefits Paid	(131.91)	*(187.13)*
Benefit Directly Paid By Company	(95.00)	*(18.44)*
Actuarial (gain) / loss on obligation	(41.48)	*(93.08)*
PVO at the end of the period	2,639.96	*2,572.67*

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note D: Other Information (contd...)		
III. Change in fair value of plan assets		
Fair Value of Plan Assets at the beginning of the period	1,460.40	1,325.77
Adjustment to Opening Balance	–	(5.34)
Expected Return on Plan Assets	116.51	123.81
Contributions	1.83	40.11
Benefit Paid	(131.91)	(18.44)
Actuarial gain / (loss) on plan assets	(2.24)	(5.51)
Fair Value of Plan Assets at the end of the period	1,444.59	1,460.40
IV. Fair Value of Plan Assets		
Fair Value of Plan Assets at the beginning of the period	1,460.40	1,325.77
Adjustment to Opening Balance	–	(5.34)
Actual Return on Plan Assets	114.27	118.30
Contributions	1.83	40.11
Benefit Paid	(131.91)	(18.44)
Fair Value of Plan Assets at the end of the period	1,444.59	1,460.40
Funded Status	–	(1,112.25)
Excess of actual over estimated return on Plan Assets	(2.24)	(5.51)
V. Experience History.		
(Gain)/Loss on obligation due to change in Assumption	59.71	125.67
Experience (Gain) / Loss on obligation	(101.19)	(218.75)
Actuarial Gain (Loss) on plan of assets	(2.24)	(5.51)
VI. Actuarial Gain / (Loss) Recognized		
Actuarial Gain / (Loss) for the period (Obligation)	41.48	93.08
Actuarial Gain / (Loss) for the period (Plan Assets)	(2.24)	(5.51)
Total Gain / (Loss) recognized for the period	39.24	87.57
Actuarial Gain / (Loss) recognized for the period	39.24	87.57
Unrecognized Gain / (Loss) at the end of the period	–	–
VII. Past Service Cost Recognised		
Past Service Cost (vested benefits)	–	–
Past Service Cost (non vested benefits)	–	–
Average remaining future service till vesting the benefit	–	–
Recognized Past Service Cost (non vested benefits)	–	–
Recognized Past Service Cost (vested benefits)	–	–
Unrecognized Past Service Cost (non vested benefits)	–	–

Notes to Financial Statements for the year ended 31-03-2016

Particulars	Financial Year 2015-16 Rs. Lakh	Financial Year 2014-15 Rs. Lakh
Note D: Other Information (contd...)		
VIII. Amounts to be recognized in the balance sheet and statement of profit & loss		
PVO at the end of the period	2,639.96	2,572.67
Fair Value of Plan Assets at the end of the period	1,444.59	1,460.40
Funded Status	(1,195.36)	(1,112.25)
Unrecognized Actuarial Gain / (Loss)	–	–
Unrecognized Past Service Cost (non vested benefits)	–	–
Net Asset / (Liability) recognized in the balance sheet	(1,195.36)	(1,112.25)
IX. Expense recognized in the statement of profit & loss		
Current Service Cost	140.91	263.62
Interest Cost	194.77	196.23
Past Service Cost (non vested benefits)	–	–
Past Service Cost (vested benefits)	–	–
Unrecognized Past Service Cost (non vested benefits)	–	–
Expected Return on Plan Assets	(116.51)	(123.81)
Net Actuarial (Gain) / Loss recognized for the period	(39.24)	(87.57)
Expense recognized in the statement of profit and loss	179.93	248.47
X. Movements in the Liability recognized in Balance Sheet		
Opening Net Liability	1,112.25	1,085.68
Adjustment to Opening Balance	–	5.34
Expenses as above	179.93	248.47
Benefit Directly Paid By Company	(94.99)	(187.13)
Contribution Paid	(1.83)	(40.11)
Closing Net Liability	1,195.36	1,112.25

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The above information is certified by the actuary.

Notes to Financial Statements for the year ended 31-03-2016

NOTE D:Other Information (contd...)

14 Disclosure of Related Parties and Related Party Transactions

I. Name of the Related Party over which significant influence exists	**Nature of Relationship**
i. Ugar Consultancy Ltd	Associate Company (under liquidation)

II. Names of the Related Parties with whom transactions were carried out during the year and description of relationship

1. Key Management Personnel (KMP)	**Designation**
i. Shri Shishir Suresh Shirgaokar	Executive Vice Chairman (Exc. VC)
ii. Shri Niraj Shishir Shirgaokar	Managing Director (MD)
iii. Shri Chandan Sanjeev Shirgaokar	Managing Director (MD)

2. Relatives of Key Management Personnel

Names of the transacting parties	Nature of Relationship
i. Sou. Savita Shishir Shirgaokar	Wife of Exc. VC
ii. Sou. Asawari Niraj Shirgaokar	Wife of MD -Shri. Niraj Shishir Shirgaokar
iii. Shri. Arjun Niraj Shirgaokar	Son of MD -Shri. Niraj Shishir Shirgaokar
iv. Kum. Anjini Niraj Shirgaokar	Daughter of MD -Shri. Niraj Shishir Shirgaokar
v. Sou. Puja Hrishikesh Pusalkar	Daughter of Exc. VC
vi. Sou. Rekha Rajnikant Khedekar	Sister of Exc. VC
vii. Sou. Chitra Arun Dalvi	Sister of Exc. VC
viii. Smt. Radhika Sanjeev Shirgaokar	Mother of MD-Shri. Chandan Sanjeev Shirgaokar
ix. Sou. Geetali Chandan Shirgaokar	Wife of MD-Shri. Chandan Sanjeev Shirgaokar
x. Shri. Sohan Sanjeev Shirgaokar	Director and Brother of MD- Shri. Chandan Sanjeev Shirgaokar
xi. Kum. Swara Chandan Shirgaokar	Daughter of MD -Shri. Chandan S. Shirgaokar

Notes to Financial Statements for the year ended 31-03-2016

NOTE D:Other Information (contd...)

3. Enterprises over which KMP or Relatives of KMP are able to exercise significant influence

Name of the transacting related party	Nature of Relationship
i. S. B. Reshellers Pvt. Ltd.	Chairman, Exc.VC, MDs & Directors Shri. Sachin & Sohan Shirgaokar are KMPs.
ii. Sangli Fabricators Pvt Ltd	Exc. VC, MD- Shri Chandan Shirgaokar & Director Sachin Shirgaokar are Directors.
iii. Tara Tiles Pvt Ltd.	Exc.VC, Director Shri Sachin Shirgaokar are Directors.
iv. Ugar Pipe Industries Pvt. Ltd.	Chairman, Exc.VC, MD- Shri Chandan Shirgaokar are Directors.
v. Vinayak Shirgaokar Enterprises Pvt. Ltd.	Chairman, MD- Shri Chandan Shirgaokar & Director Shri Sachin Shirgaokar are Directors.
vi. D.M. Shirgaokar Enterprises Pvt. Ltd.	Exc.VC, MD & Directors Shri. Sachin & Shri Sohan Shirgaokar are Directors
vii. Prafulla Shirgaokar Enterprises Pvt. Ltd.	Chairman & Director Shri Sohan Shirgaokar are Directors.
viii. Shishir Shirgaokar Enterprises Pvt. Ltd.	Exc. VC, Wife of Exc. VC, Wife of MD Shri Niraj Shirgaokar are Directors.
ix. Prabhakar Shirgaokar Enterprises Pvt. Ltd.	Chairman and Exc.VC are Directors.
x. Suresh Shirgaokar Enterprises Pvt. Ltd.	Exc. VC and MD Shri Chandan Shirgaokar and Directors.
xii. Sanjeev Shirgaokar Enterprises Pvt. Ltd.	MD Shri Chandan Shirgaokar, his Mother and Directors Shri. Sachin & Shri Sohan Shirgaokar are Directors.
xiii. Synergy Green Industries Pvt. Ltd.	Chairman, Exc.VC, MDs and Directors Shri. Sachin & Shri Sohan Shirgaokar are Directors.

Note: Shantaram Machineries Pvt. Ltd. and Mohan Shirgaokar Investments Pvt. Ltd. are merged with S. B. Reshellers Pvt. Ltd. during the year.

Notes to Financial Statements for the year ended 31-03-2016

NOTE D: Other Information (contd...)

11. Disclosure of Related Parties and Related Party Transactions

Sr. No.	Nature of Transaction	Associate Companies		Key Management Personnel		Relatives of KMP		Related parties referred to in 3 above		Total	
		2015-16 Rs. Lakh	*2014-15 Rs. Lakh*	2015-16 Rs. Lakh	*2014-15 Rs. Lakh*	2015-16 Rs. Lakh	*2014-15 Rs. Lakh*	2015-16 Rs. Lakh	*2014-15 Rs. Lakh*	2015-16 Rs. Lakh	*2014-15 Rs. Lakh*
1	Remuneration Paid / Commission	––	––	171.37	*219.29*	––	––	––	––	171.37	*219.29*
2	Sitting Fees	––	––	––	––	1.60	*3.30*	––	––	1.60	*3.30*
3	Purchase of Sugarcane	––	––	––	*5.68*	14.18	*0.81*	––	––	14.18	*6.49*
4	Purchase of Plant and Machinery	––	––	––	––	––	––	73.25	*529.20*	73.25	*529.20*
5	Purchase of Other Items	––	––	––	––	––	––	106.43	––	106.43	––
6	Sales - Others / Consultancy	––	––	––	––	––	––	39.74	*40.11*	39.74	*40.11*
7	Deposits Received	––	––	––	––	––	––	––	––	––	––
8	Exempted Deposits from Directors	––	––	28.02	*58.02*	57.48	*101.19*	––	––	85.50	*159.21*
9	Deposits Refunded	––	––	28.02	*53.02*	18.77	*157.36*	––	*1.30*	46.79	*211.68*
10	Interest Paid	––	––	2.95	*4.39*	3.87	*15.03*	––	*0.07*	6.82	*19.49*
11	Dividend Received	––	*0.22*	––	––	––	––	––	––	––	*0.22*
12	Dividend Paid	––	––	––	––	––	––	––	––	––	––
13	Consultancy / Repairs / Others	––	––	––	––	––	––	––	*234.48*	––	*234.48*
14	Rent Received	––	––	––	––	––	––	––	––	––	––
15	Warehousing Charges/ Rent Paid	––	*3.76*	––	––	44.16	*44.16*	––	––	44.16	*47.92*
16	Advance against Capital Orders	––	––	––	––	––	––	––	––	––	––
17	Outstanding Balances as on 31-03-2016										
	Payables	––	*2.00*	64.12	*73.92*	––	*102.95*	––	*19.50*	64.12	*198.37*
	Receivables	––	––	––	––	––	*0.04*	5.79	*33.08*	5.79	*33.12*

Notes to Financial Statements for the year ended 31-03-2015

NOTE D: Other Information (contd...)

12 The amount due to Micro and Small Enterprises as defined in "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro and Small enterprises as at 31-03-2016:

	Description	31/03/2016 Rs. Lakh	*31/03/2015 Rs. Lakh*
i.	Principal amount remaining unpaid to such suppliers as at the year end	10.81	*3.38*
ii.	Interest due thereon remaining unpaid to the suppliers as at the year end	–	–
iii.	Amount of interest due and payable for the period of delay in making payment (which have been paid, but beyond the appointed day, during the year), but without adding the interest specified under the Act	–	–
iv.	Amount of interest accrued during the year and remaining unpaid at the year end	–	–

13. Disclosure required as per clause 32 of the Listing Agreement:

Name of the Company	Loans & Advances		Investments	
	Amount Outstanding as at 31/03/2016 Rs. Lakh	Maximum Balance Outstanding during the year Rs. Lakh	(in Equity Shares) Amount Outstanding as at 31/03/2016 Rs. Lakh	(in Preference Shares) Amount Outstanding as at 31/03/2016 Rs. Lakh
Associates				
i. Ugar Consultancy Ltd. (under liquidation)	–	–	2.43	–

Note: There are no loans and advances in the nature of loans to firms / companies in which Directors of the Company are interested.

14 Figures of the previous year have been regrouped / rearranged / recast where necessary.

15 Figures in the brackets pertain to previous year.

Signatures to Notes A to D

As per our report of even date
For **M/s P. G. Bhagwat**
Chartered Accountants
Firm Regn. No. 101118W

Nikhil M. Shevade
Partner
Membership No. 217379

Niraj S. Shirgaokar
MD (DIN-00254525)

R. V. Desurkar
GM Finance
(ACA-23771)

Chandan S. Shirgaokar
MD (DIN-00208200)

B. G. Kulkarni
GM-Corp. Aff. & Co. Sec.
(FCS-2805)

Place : Pune
Date : 20-05-2016

CIN: L15421PN1939PLC006738
Name of the company: The Ugar Sugar Works Limited
Registered office: Mahaveer Nagar (Wakhar Bhag), Sangli – 416 416.

ATTENDANCE SLIP FOR 76th ANNUAL GENERAL MEETING

To be Held on Friday, the 23rd September, 2016 at 11.00 a.m. at Deccan Manufacturers Association, Madhav Nagar Road, Sangli 416 416.

Ledger Folio No: _____

Full Name of the Shareholder/Proxy:_____
(in block letters)

I, certify that, I am a registered Shareholder/ Proxy for the registered Shareholder of the Company.

I, hereby record my presence at the 76th Annual General Meeting of the Company to be held on Friday, the 23rd September, 2016 at 11.00 a.m. at Deccan Manufactures Association, Madhav Nagar Road, Sangli 416 416 and at any adjournment thereof.

Shareholder/ Proxy's Signature:_____

Cut here

Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L15421PN1939PLC006738
Name of the company: The Ugar Sugar Works Limited
Registered office: Mahaveer Nagar (Wakhar Bhag), Sangli – 416 416.

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of …….....…. shares of the above named company, hereby appoint

1. Name :.....
   Address:.....
   E.mail ID:…….....Signature:..... or failing him
2. Name :.....
   Address:.....
   E.mail ID: …….....…….....Signature:..... or failing him

3. Name :.....

Address:.....

E.mail ID: …….....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 76th Annual general meeting of the company, to be held on Friday, the 23rd day of September, 2016 at 11.00 a.m. at Deccan Manufacturers Association, Madhav Nagar Road, Sangli 416 416 at any adjournment thereof in respect of such resolutions as are indicated below: Resolution No.

Item No. of Notice	Summary of Business to be transacted at an Annual General Meeting
	Ordinary Business
1.	Company for the year ended March 31, 2015, and the reports of the Board of Directors and Auditors thereon
2.	To declare dividend.
3.	To appoint a Director in place of Shri. Shishir S. Shirgaokar who retires by rotation and being eligible, offers himself for re-appointment.
4.	To appoint a Director in place of Shri. Sachin R. Shirgaokar who retires by rotation and being eligible, offers himself for re-appointment.
5.	To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration
	Special Business
6.	To appoint Mr. Hari Y Athawale as an Independent Director liable to retire by rotation
7.	To appoint Shri. M.G.Joshi as an Independent Director of the Company not liable to retire by rotation
8.	To appoint Mr. D. B. Shah as an Independent Director of the Company not liable to retire by rotation
9.	To consider the revision in the remuneration payable to Shri. Niraj S Shirgaokar Managing Director of the company pursuant to section 197 & 198 & Schedule V.
10.	To consider the revision in the remuneration payable to Shri. Chandan S Shirgaokar Managing Director of the company pursuant to section 197 & 198 & Schedule V.
11.	To consider and ratify the remuneration payable to Cost Auditor
12.	To consider giving Donation in excess of Limit Specified under section 181 of Companies Act, 2013
13.	To consider accepting Fixed Deposit from Members & Public pursuant to section 73 & 76 of Companies Act, 2013.

Signed this…..... day of…… 20…. ..

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

The Progress of Your Company for last 25 Years

	Year Ending	Total Income	Reserves and Surplus	Fixed Assets	Rate of Dividend	Cane Crushed	Sugar Produced
		Rs. Lakh	Rs. Lakh	Rs. Lakh	%	MT	Qtls
	31st March						
1	1992	10,085.33	348.17	816.27	20%	1,017,008	1,231,045
2	1993	10,232.46	402.13	835.98	20%	876,537	1,087,222
3	1994	11,978.27	427.93	797.40	20%	761,186	956,730
4	**30th September**						
	1995	19,870.41	631.03	1,578.93	30%	1,178,846	1,446,350
5	1996	18,768.07	1,079.24	1,579.08	22.5%	1,393,790	1,537,975
6	1997	16,651.47	1,308.91	2,477.41	22.5%	947,340	1,105,039
7	1998	20,254.77	1,476.68	5,351.66	22.5%	1,130,355	1,310,645
8	1999	22,895.62	1,931.81	6,064.17	25%	1,399,603	1,551,260
9	2000	26,681.52	2,714.81	6,519.12	30%	1,425,023	1,716,100
10	2001	25,464.73	4,113.77	5,818.56	35%	1,189,443	1,482,057
11	2002	23,511.06	3,609.39	8,666.63	10%	1,222,416	1,432,455
12	2003	24,575.99	3,489.30	7,968.82	Nil	1,467,798	1,724,490
13	2004	20,287.75	4,201.60	8,043.91	30%	837,383	876,430
14	2005	29,822.75	4,815.51	7,402.30	20%	1,046,480	1,163,180
15	2006	48,197.14	5,402.95	10,664.00	20%	1,876,166	2,187,595
16	**31st March**						
	2007	30,569.86	5,579.49	16,762.13	Nil	1,668,394	1,940,351
17	2008	38,257.74	6,513.81	21,241.75	20%	1,949,390	2,211,445
18	2009	41,556.72	9,246.67	21,581.40	25%	1,319,427	1,468,445
19	2010	56,651.44	7,243.02	19,615.01	Nil	1,575,618	1,786,430
20	2011	63,331.97	7,644.60	17,524.51	Nil	1,716,325	1,940,680
21	2012	66,306.29	9,026.96	15,721.77	25%	1,943,592	2,251,160
22	2013	72,331.18	10,508.73	17,603.82	20%	1,503,593	1,583,700
23	2014	65,221.14	7,532.86	15,990.48	Nil	1,724,930	1,956,070
24	2015	65,553.46	7,170.38	17,146.16	Nil	2,007,570	2,309,560
25	2016	84,612.92	7,960.15	16,066.94	25%	20,66,671	23,23,030

Notes:

1 Bonus shares of the value of Rs. 7.47 lakh, Rs. 10.65 lakh, Rs. 16.82 lakh, Rs. 50.00 lakh, Rs. 75.00 lakh and Rs. 337.50 lakh were issued as fully paid bonus shares, respectively in the years 1950-51, 1966-67, 1973-74, 1994-95, 1997-98 and 2004-05, by capitalization of reserves.

2 The Accounting year those ended on 30-09-1995 comprised of 18 months and those ended on 31-03-2007 comprised of 6 months only.

3 Dividend for the year ended 30-09-1995 includes interim dividend.

4 Total Income includes value of sales, income from bye-products and other income, and adjustments in the value of opening and closing stocks of finished goods.

5 Figures relating to FY ended 2005-06, 2006-07 includes figures of Tasgaon and Phaltan and 2008-09, 2009-10, 2010-11, 2011-12,2012-13 and 2013-14 includes figures of Jewargi unit.