



BirlaSugar

K.K. BIRLA GROUP OF SUGAR COMPANIES

UPPER/SE/2015-16/19

October 8, 2015

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

Stock Code : UPERGANGES

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

Stock Code : 530505

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

Stock Code - 10031097

Dear Sir,

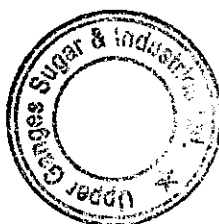
Sub : Submission of Proceedings of 83rd Annual General Meeting

In terms of Clause 31 of the Listing Agreement, we send herewith a certified true copy of the Proceedings of the 83rd Annual General Meeting of the Company held on September 12, 2015 for your reference and record.

Please acknowledge receipt.

Yours faithfully,
For Upper Ganges Sugar & Industries Ltd.,

Santosh Kumar Poddar
Company Secretary



Encl : as above



Upper Ganges Sugar & Industries Limited

Proceedings of the Eighty Third Annual General Meeting of Upper Ganges Sugar & Industries Limited held on Saturday, 12th September, 2015 at 11.00 A.M. at the Registered Office of the Company at Sugar Mills Complex, P.O. Seohara, District Bijnor, Uttar Pradesh, Pin – 246 746.

P r e s e n t

Mr Ishwari Prosad Singh Roy (DIN 00217532)	:	Director & Chairman of the Audit Committee, Chairman of Nomination and Remuneration Committee and Member of Stakeholders' Relationship Committee
Mr Bal Kishore Malpani (DIN 00209006)	:	Whole-time Director
Mr Santosh Kumar Poddar (FCS 1553)	:	Company Secretary
Mr Shiv Kumar Maheshwari	:	Chief Financial Officer
Mr Ankit Nishania	:	representing Statutory Auditors M/s S R Batliboi & Co., LLP, Chartered Accountants
Mr Mohan Ram Goenka	:	Scrutiniser

Members Present:

54 shareholders personally present representing 59,99,975 Equity Shares

Inspection Documents

The Register of Director's and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested as per section 189 of the Act, Secretarial Audit Report and all other inspection documents as mentioned in the Notice of the AGM were kept open and remained accessible and open for inspection by the members during the continuance of the meeting.

Chairman

In view of the absence of Mrs Nandini Nopany, the Chairperson of the Company, Mr Neeraj Gupta, a representative shareholder of M/s Yashovardhan Investment & Trading Company Limited in terms of Section 113 of the Companies Act, 2013 proposed the name of Mr Bal Kishore Malpani for being appointed as Chairman to preside over the proceedings of the Meeting. The said proposal having been



seconded by Mr Amit Maheshwari, was carried unanimously by voice vote. Accordingly Mr Bal Kishore Malpani took the Chair.

The Chairman welcomed the members present to the 83rd Annual General Meeting of the Company and after having ascertained that Audited Accounts, Reports of the Directors' and Auditors' and also the Register of Directors and Key Managerial Personnel and their shareholding along with other inspection documents were on table and after confirmation from the Company Secretary that the requisite quorum as per Section 103 was present, called the Meeting to order and finally commenced the proceedings at 11:00 AM.

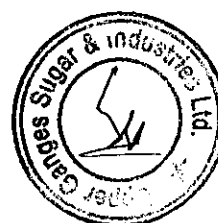
The Chairman thereafter introduced the Directors, Chief Financial Officer and the Company Secretary and also acknowledged the presence of the representative of Statutory Auditors.

The Chairman addressed the members present and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015. In his review Chairman extensively dealt with the present business plan and the road lying ahead of the Company.

Voting

The Chairman further informed the members present that in due compliance with the provisions of revised Clause 35B of the Listing Agreement, Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration Rules), 2014, the Company had engaged National Securities Depository Limited (NSDL) to provide e-voting facilities to the members to enable them to cast their votes electronically on all resolutions set forth in the notice calling the 83rd AGM from the place other than the venue of AGM i.e remote e-voting. The remote e-voting commenced from 9:00 AM on Wednesday, 9th September, 2015 and ended at 5:00 PM on Friday, 11th September, 2015. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 5th September, 2015, cast their vote electronically.

He further informed that the Board of Directors of the Company had appointed Mr Mohan Ram Goenka of M/s MR & Associates, Practicing Company Secretaries as Scrutinizer for conducting the e-voting process in a fair and transparent manner. He further informed that the Company is also providing the facility of voting through ballot process at this meeting to the shareholders of the Company, who have not opted for remote e-voting..



Notice

With the consent of the Members present at the meeting, the Notice dated 12th May, 2015 convening the meeting was taken as read.

Financial Statement & Auditors' Report

The Chairman stated that copies of the audited Standalone and Consolidated Financial Statements for the year ended 31st March 2015 together with Directors' Report and Auditors' Report have been posted and electronically delivered to all through permitted mode and these have been with the members for sometime now.

He also stated originals of these documents along with Secretarial Audit Report were also available for inspection by the members. The Chairman then requested the Company Secretary, Mr Santosh Kumar Poddar, to read the Auditors' Report for the year ended March 31, 2015 in terms of Section 145 of the Companies Act 2013 to the Members of the Company which was accordingly read aloud.

The Chairman thereafter, invited the members to offer comments, give suggestions and seek clarifications on the Annual Report and Audited Accounts of the Company or any other items stated in notice calling 83rd AGM . Upon members completing their submissions, the Chairman answered all the relevant queries to the satisfaction of the members and also briefed about the current workings and new initiatives of the company.

The Chairman informed the members that as per statutory requirements voting by show of hand is not permitted at the general meeting where voting by electronic means has been offered to the members in pursuance to section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management & Administration), Rules 2014, as amended thereof, member who have not casted their vote electronically were provided with facility of voting through ballot form at the AGM venue. The Chairman then advised the Company Secretary to distribute the Ballot Papers for physical voting which was done through Ballot Process.

The Chairman requested the members present to propose and second the resolutions as set out in the notice dated 12th May, 2015 so that voting through ballot process could be conducted at one go towards the end for those members who could not cast their vote through remote e-voting. He further informed that Mr Mohan Ram Goenka, shall also act as the Scrutiniser for the physical ballot process to be conducted at the AGM venue and to submit his consolidated scrutinizer's report within 48 hours of conclusion of this meeting either to the Chairman of the Meeting and upon submission of report by the Scrutiniser, the Chairman shall declare the results of the voting forthwith. Mr Mohan Ram Goenka after ensuring that members participating and eligible to vote have casted their votes, immediately counted the votes by physical ballot process and then unblocked the votes casted through remote e-voting. The



Chairman thereafter stated that the voting results would be submitted to the Stock Exchange and would also be uploaded on the company's website besides being put up on the notice board of the registered office

The Chairman confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the rules and standards made there under and informed that all the business of the meeting having been completed thanked the members for their active participation, continuous support and encouragement over the years.

The meeting was concluded at about 11:30 AM with vote of thanks to the Chair.

The resolutions as set out in item no.1 to item no.4 of the notice calling the AGM have been duly passed with requisite majority and the voting results (including e-voting) have been recorded hereunder as part of the proceedings of the AGM.

ORDINARY BUSINESS

Resolution No. 1

Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015. – As an Ordinary Resolution

"RESOLVED THAT the Audited Financial Statements of the Company for the year ended 31st March, 2015 together with the Directors' Report as also the Auditors' Report thereon and the Audited Consolidated Financial Statement of the Company for the year ended 31st March 2015 as circulated to all the members of the Company and now laid before this meeting, be and each one of the same are hereby received, considered, approved and adopted."

Proposed by : Mr Neeraj Gupta

Seconded by : Mr Arvind Kumar Agarwal

Resolution No. 2

Re-appointment of Director in place of Mr. Chandra Shekhar Nopany (DIN-00014587), who retires by rotation and is eligible for re-appointment.- As an Ordinary Resolution

"RESOLVED THAT Mr Chandra Shekhar Nopany (DIN : 00014587), Director who retires by rotation at this Annual General Meeting and who being eligible offers himself



for re-appointment, be and he is hereby re-appointed as a Director of the Company liable to retire by rotation."

Proposed by : Mr Vishnu Dutt Sharma

Seconded by : Mr Sanjeev Bhardwaj

Resolution No. 3

Appointment of M/s. S R Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company and fixing of their remuneration - As an Ordinary Resolution

"RESOLVED THAT Messrs S R Batliboi & Co., LLP., Chartered Accountants, 22 Camac Street, Kolkata having Firm Registration No. 30100E be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration and other terms of engagement as would be fixed by the Board of Directors of the Company."

Proposed by : Mr Arun Kumar Goyal

Seconded by : Mr Arun Kumar Makharia

SPECIAL BUSINESS

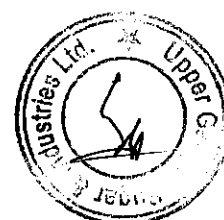
Resolution No. 4

Ratification of the Remuneration of Cost Auditors of the Company for Financial year 2015-16 – As an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of remuneration of Rs 95,000/- (apart from reimbursement of out of pocket expenses and applicable taxes) to Cost Auditor, Mr. Somnath Mukherjee, for conducting the audit of the cost records of the Company for the year ending 31st March, 2016, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby approved and ratified.

Proposed by : Mr Amit Maheshwari

Seconded by : Mr Atul Kumar Gupta



The summary of scrutinizer's Report containing the Results of the remote e-voting and voting through Ballot paper at the AGM venue are as under:

Item No. 1 - Ordinary Resolution :

Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	37	7495523	34	8084	71	7503607	99.99 (approx.)
Dissent	1	25	0	0	1	25	0.01 (approx.)
Total	38	7495548	34	8084	72	7503632	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 2 - Ordinary Resolution:

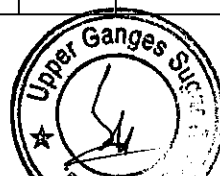
Re-appointment of Director in place of Mr. Chandra Shekhar Nopany (DIN-00014587), who retires by rotation and is eligible for re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	29	6628908	34	8084	63	6636992	99.96 (approx.)
Dissent	4	2340	0	0	4	2340	0.04 (approx.)
Total	33	6631248	34	8084	67	6639332	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 3 - Ordinary Resolution :

Appointment of Statutory Auditors and fixing of their remuneration

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	37	7495523	34	8084	71	7503607	99.99 (approx.)



Dissent	1	25	0	0	1	25	0.01 (approx.)
Total	38	7495548	34	8084	72	7503632	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 4 - Ordinary Resolution:

Ratification of the Remuneration of Cost Auditors of the Company for Financial year 2015-16

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	36	7495520	34	8084	70	7503604	99.99 (approx.)
Dissent	1	25	0	0	1	25	0.01 (approx.)
Total	37	7495545	34	8084	71	7503629	100
Abstain / Invalid	0	0	0	0	0	0	-

It was noted that on the basis of the consolidated results of remote e-voting and voting by physical ballot form at the venue of AGM, all the resolutions as set forth in the notice calling 83rd AGM have been passed with requisite majority and have been deemed to be passed at the date of the 83rd AGM i.e. 12th September 2015.

Sd/-

CHAIRMAN

Date: 30.09.2015

CERTIFIED TRUE COPY

For Upper Ganges Sugar & Industries Ltd.

Noddy
Company Secretary