



UTTAM SUGAR MILLS LIMITED

Registered Office: Village Libberheri, Tehsil Roorkee, District Haridwar, Uttarakhand-247667
Corporate Office : A-2E, IIIrd Floor, C.M.A. Tower, Sector – 24, Noida – 201 301, Uttar Pradesh
Telephone : 0120-4152766, 0120 - 4193799 Email: gramarathnam_uttam@yahoo.com

May 27, 2019

National Stock Exchange of India Ltd.
Listing Department
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051

B.S.E. Limited
Listing Department
P.J. Towers,
Dalal Street,
Fort, Mumbai – 400 001
Ref. – Scrip Code - 532729

Ref. :- Symbol – UTTAMSUGAR

Sub : Annual Secretarial Compliance Report for the year ended 31st March, 2019.

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended upto date), please find enclosed herewith the Annual Secretarial Compliance Report as issued by M/s N. K. Rastogi & Associates, Company Secretaries (FCS No. 3685), for the year ended 31st March, 2019.

You are requested to take the same on record.

Thanking you.

Yours faithfully,

For Uttam Sugar Mills Ltd.

(RAJESH GARG)

GENERAL MANAGER – CORPORATE & LEGAL



ENCL. :- AS ABOVE.

N.K.RASTOGI & ASSOCIATES

Company Secretary in Practice

03 SHANKAR VIHAR, 2ND FLOOR

VIKAS MARG Delhi-110092

Phone-011- 45201005

SECRETARIAL COMPLIANCE REPORT OF UTTAM SUGAR MILLS LIMITED FOR THE YEAR ENDED 31.03.2019

To,
UTTAM SUGAR MILLS LIMITED
Village Libberheri, Tehsil Roorkee,
District Haridwar,
Uttarakhand - 247 667

We, M/s N.K. Rastogi & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by UTTAM SUGAR MILLS LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges (BSE, NSE),
- (c) website of the listed entity, (<http://www.uttamsugar.in>)
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018/ Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ; **(Not Applicable during the year under review)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ; **(Not Applicable during the year under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ; **(Not Applicable during the year under review)**



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ; (Not Applicable during the year under review)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 ; (Not Applicable during the year under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued thereunder.

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
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- (d) Since, this 'Secretarial Compliance Report' has been issued for the first time, the requirement of reporting on actions to comply with the observation made in previous reports are not applicable.

For N.K. RASTOGI & ASSOCIATES
COMPANY SECRETARIES

Place: Delhi

Date: 27th May, 2019



(Signature)
(NAVEEN K. RASTOGI)
Proprietor
FCS No.: 3685
C P No.: 3785