

THE UGAR SUGAR WORKS LIMITED.

Works * Ugar Khurd - 591 316, Dist. Belgaum, Karnataka
E-mail * helpdesk@ugarsugar.com
Regd. Office * Mahaveernagar, Sangli - 416 416, Maharashtra.
E-mail * usw.sangli@ugarsugar.com.

Phone * -91 8339 272230 (5 Lines) Fax * -918339 272232
Website * www.ugarsugar.com
Phone * -91 233 2623717, 2623716 Fax * -91 233 2623617
TIN No * 29520007001. PAN-AAACT7580R
SERV.TAX * AAAC7580 RST 004. ECC No. AAAC7580 RXM001.
(CIN - L15421PN1939PLC006738)

Sec/

Date: 29.05.2015.

To,
Asst. General Manager - DCS,
BSE Limited
P. J. Towers, Dalal Street,
MUMBAI - 400 001.

Dear Sir/ Madam,

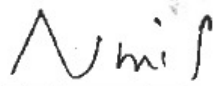
Sub: - Form A (Annual Report) for the year, 2015.

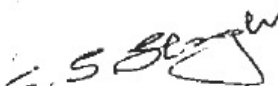
FORM A
[Clause 31(a) of the Listing Agreement]

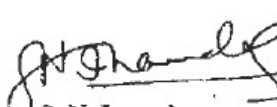
Format of covering letter of the annual audit report to be filed with the Stock Exchange.


1	Name of the Company	The Ugar Sugar Works Ltd.
2	Annual financial statements for the year ended	31 st March, 2015.
3	Type of Audit observation	Un-Quaified Audit Report
4	Frequency of Observation	Not Applicable.


5. To be signed by:-


Niraj S. Shirgaokar
Managing Director
The Ugar Sugar Works Ltd.


Chandan S. Shirgaokar
Managing Director
The Ugar Sugar Works Ltd.


S. N. Inamdar
Audit Committee Chairman
The Ugar Sugar Works Ltd.


R. V. Desurkar
General Manager Finance.
The Ugar Sugar Works Ltd.


Nikhil M. Shevade. (M. No. 217379)
Chartered Accountant.
Partner, M/s P G Bhagwat
FRN:-101118W.



The Ugar Sugar Works Limited

CIN: L15421PN1939PLC006738

75TH ANNUAL REPORT 2014-15

Name	Designation
Shri. R. V. Shirgaokar	Chairman Emeritus

BOARD OF DIRECTORS (As on 29 th May, 2015)		
Sr. No.	Name	Designation
1.	Shri. P. V. Shirgaokar	Chairman
2.	Shri. Shishir S. Shirgaokar	Executive Vice Chairman
3.	Shri. V. Balasubramanian (I.A.S. Retired)	Independent Director
4.	Dr. M. R. Desai	Independent Director
5.	Shri. S. N. Inamdar	Independent Director
6.	Shri. M. G. Joshi	Independent Director
7.	Shri. D. B. Shah	Independent Director
8.	Shri. Rakesh Kapoor	Independent Director
9.	Shri. Deepak Ghaisas	Independent Director
10.	Shri. Sachin R. Shirgaokar	Non Executive Director
11.	Shri. Sohan S. Shirgaokar	Non Executive Director
12.	Sou. Shilpa Kumar	Non Executive Woman Director
13.	Shri. Niraj S. Shirgaokar	Managing Director
14.	Shri. Chandan S. Shirgaokar	Managing Director

**GM Corporate Affairs & Company Secretary
Compliance Officer**

Shri. B. G. Kulkarni
Ugarkhurd 591 316 (Dist- Belgaum)
Phone: 08339-272230
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.

Administrative Office:

Ugarkhurd 591 316 (Dist- Belgaum).
Phone : 08339-272230
Fax : 08339-272232

Registrar & Transfer Agent:

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

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 25TH DAY OF SEPTEMBER, 2015 AT 11.00 A.M. AT
DECCAN MANUFACTURERS ASSOCIATION,
MADHAV NAGAR ROAD, SANGLI - 416 416.**

THE UGAR SUGAR WORKS LIMITED

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

NOTICE

NOTICE is hereby given that Seventy Fifth Annual General Meeting of THE UGAR SUGAR WORKS LIMITED will be held on FRIDAY, the 25th day of September, 2015 at 11.00 a.m., at Deccan Manufacturers Association, Madhavnagar Road, Sangli-416416 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2015 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 appoint a Director in place of Shri. P. V. Shirgaokar (DIN NO- 00166189) who retires by rotation and being eligible, offers himself for re-appointment.
3. 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:

4. To consider and if thought fit, to pass, with or without modification, 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, Mrs. Shilpa Kumar (DIN NO- 02404667), who was appointed by the Board of Directors of the Company as an Additional Director on 31st March, 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 Mrs. Shilpa Kumar, for the office of Director, being eligible, be and is hereby appointed as a Woman Director of the Company, liable to retire by rotation."

5. To consider and if thought fit, to pass, with or without modification, 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 mentioned from time to time, Shri. V. Baisubramanian (DIN NO- 0026561) 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 of 4 years up to 2019".

6. To consider and if thought fit, to pass, with or without modification, 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 mentioned from time to time, Dr. M.R. Desai (DIN NO- 001625500) 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 of 4 years up to 2019".

7. 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, Shri. Vikas Vinayak Deodhar, Practicing Cost Accountant, Mumbai, (M. No. 3813) who was appointed by the Board of Directors of the Company in their meeting held on 29th May, 2015, as a Cost Auditor, to audit the cost records, as may be ordered by the Central Government, on a remuneration of Rs. 1,70,000 (Rupees One Lakh Seventy Thousand) plus reimbursement of out of pocket expenses plus Service Tax as applicable, for the Financial Year 2015-16 be and is hereby ratified.

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

B. G. Kulkarni

GM Corporate Affairs & Company Secretary
(F-2805)

Place: Pune

Date: 29-05-2015

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 18th September, 2015 to 25th September, 2015 (both days inclusive).
3. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business specified under item No. 4 to 7 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 2007-08, 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 2006-07, 2009-10, 2010-11 and 2013-14.)
 - 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 2005-06 has already been transferred on 24/03/2014. No dividend was declared during the year 2006-07.
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 transfer (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. 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 has appointed M/s. Abhay R. Gulavani, Practising Company Secretary (ACS 28983) as Scrutinizer.

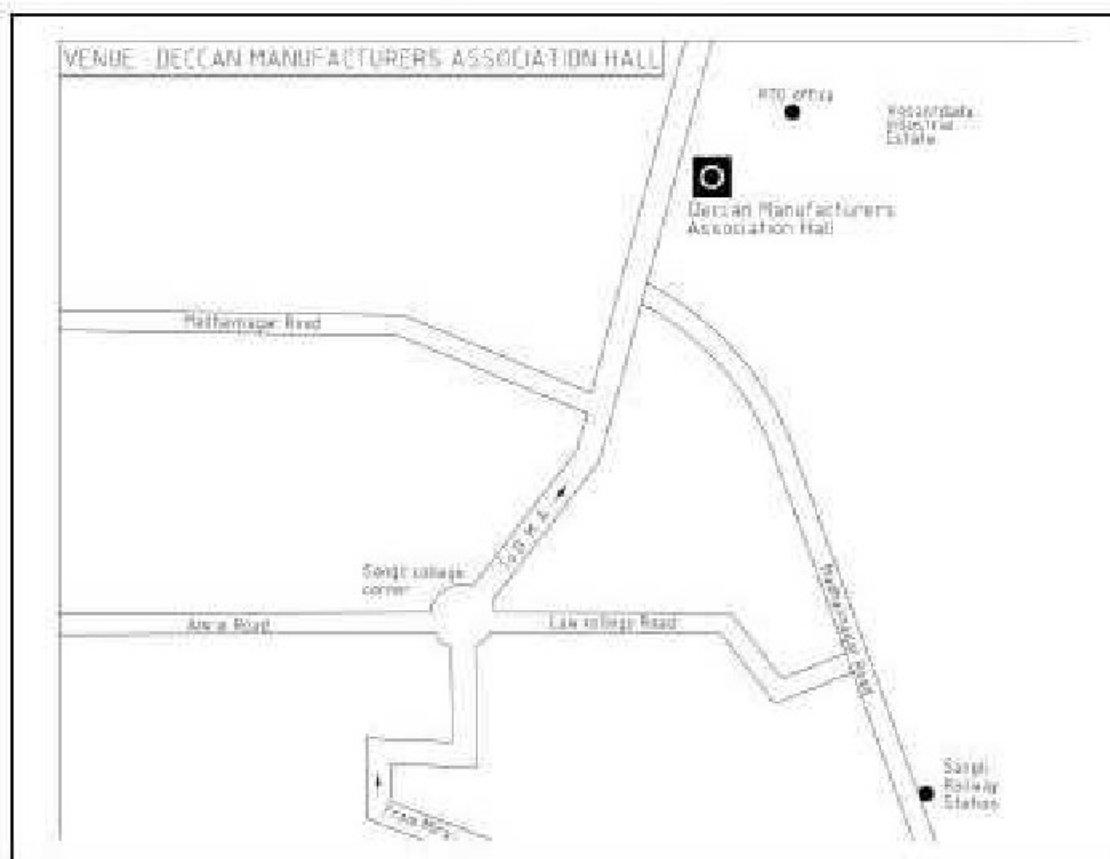
The instructions for e-voting are as under:

- (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 an 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 22nd September, 2015 (9:00 am) and ends on 24th September, 2015 (5:00 pm). 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 18th September, 2015., 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 18th September, 2015.

- 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 18th September, 2015 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 witness 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.

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 75th Annual General Meeting of the Company.

♦ Annual General Meeting Venue Road Map.



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. 4 to 7 mentioned in the accompanying Notice dated 29th May, 2015 and should be taken as forming part of it.

Item No. 4, 5 & 6:

- Mrs. Shilpa Naval Kumar age 48 years (DOB – 12.09.1966) is a MBA from IIM Kolkatta. She has been co-opted on the board on 31st March 2015. She has a rich experience over 22 years in the Finance and Treasury Management. Presently she holds the post of Senior General Manager with ICICI Bank. She holds 1,52,600 equity shares in the Company as on 31.03.2015. Her directorship & committee membership in other companies is given below.

Sr.No	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
1	The Clearing Corporation of India	-	-
2	ICICI Securities Primary Dealership Limited	-	-
3	ICICI Securities Ltd.	Member	-
4	ICICI Home Finance Co. Ltd	-	-

Nature of his expertise in specific functional areas;

- 1) Corporate Financing
- 2) Fund Raising
- 3) Project Appraisal
- 4) Finance Policies & framework.
- 5) Treasury Management

Awards:

She was recognised as Asia's most influential women in Finance and Treasury Bankers in the year 2014.

Disclosure of relationships between directors –

Except Shri. P. V. Shringaokar being father of Mrs. Shilpa Kumar, 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.4.

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

- Shri. V. Balasubramanian, (Retd. IAS), age 74 years (DOB 13-04-1941), 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 till 2019, He is a retired Principal Secretary, Government of Karnataka. He is a knowledgeable person having vast experience in Administration & many other fields. He holds 11,200 equity shares in the Company as on 31.03.2015. His directorship & committee membership in other companies is given below.

Sr.No	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
1	The Sandur Manganese & Iron Ores Ltd.	-	-
2	Gem Sugar Co. Ltd.	-	-
3	International Sericulture Alliance Ltd.	-	-
4	Shree Kadamath Sugar & Agro Products Ltd.	-	-
5	Nirani Sugars Ltd.	-	-
6	Ugar Consultancy Limited (under liquidation)	-	-

Nature of his expertise in specific functional areas;

- 1) Fund Raising
- 2) Project Technologists & Appraisal
- 3) 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 no. 5.

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

Dr. M. R. Desai age 68 years (DOB 28-07-1946), a qualified doctor, 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 till 2019. He has a rich experience in the working of sugar industry. He was a chairman of National Federation for Co-operative Sugar Industries. He holds 69,608 equity shares in the Company as on 31.03.2015. His directorship & committee membership in other companies is given below.

Sr.No	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
1	Shri. Chamundeshwari Sugars Ltd.	-	-
2	BSJ Engineering Pvt. Ltd	-	-
3	Ugar Consultancy Limited (under liquidation)	-	-

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. 6.

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

Item No. 7:

Approval / ratification of Remuneration to Cost Auditor:

The Audit Committee & the Board of Directors in their meeting held on 29th May, 2015, have approved the appointment of Cost Auditor Shri. Vikas V. Deodhar, for the Financial Year 2015-16 on a remuneration of Rs. 1,70,000 (Rupees One Lakh Seventy Thousand 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 7.

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

Place: Pune
Date: 29-05-2015
Regd. Office: Mahaveernagar, Sangli – 416416

B. G. Kulkarni
GM Corporate Affairs & Company Secretary
(F-2805)

DIRECTORS' REPORT**DEAR SHAREHOLDERS,**

Your Directors have pleasure in presenting their 75th Annual Report together with the Audited Financial Statements for the period ended 31st March, 2015.

GENERAL:

All India Production of Sugar for the Season 2014-15 is expected to reach 280 Lakh tonnes, as compared to the previous year's production of 243 Lakh tonnes. The Government of India, has continued with the decontrol mechanism.

Our total sugar cane crushing at Ugar and Jewargi during the season 2014-15 was 20.07 Lakh MT, bagging 23.13 Lakh Qtls of sugar and recovery 11.61% and 10.62 % respectively.

FINANCIAL RESULTS:

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

Particulars	31.03.2015 Rs. in Lakh	31.03.2014 Rs. in Lakh
Profit before Depreciation & Amortisation	960.03	<i>(194.85)</i>
Depreciation & Amortisation	1,546.39	<i>(2,560.60)</i>
Profit Before Tax / (Loss) & Exceptional items	(586.36)	<i>(2,755.45)</i>
Exceptional items	—	—
Provision for Tax, (including deferred tax adjustment, short provision for tax) / MAT Credit entitlement	(261.31)	<i>220.42</i>
Profit after Tax / Net Profit / (Loss)	(325.05)	<i>(2,975.87)</i>
Balance of profit brought forward from previous year	(2,712.14)	<i>263.73</i>
Profit available for appropriation	(3,037.19)	<i>(2,712.14)</i>
Balance Carried in Profit and Loss Account	(3,037.19)	<i>(2,712.14)</i>
Earnings Per Share (EPS)	(0.29)	<i>(2.65)</i>

Explanation for Loss – During the year the Company has shown an operating loss of Rs. 586.36 i.e Loss Before Tax. As compared to previous year, the loss has come down. The Loss is due to the falling sugar prices and low realisation of sugar than the cost of production.

DIVIDEND:

Your directors have not recommended any dividend for the current financial year 2014-15.

OPERATIONS:

SUGAR AT UGAR:

Particulars	Sugar Season 2014-15	Sugar Season 2013-14
Date of beginning of crushing season	30-11-2014	01-12-2013
Date of ending of crushing season	22-04-2015	06-04-2014
Number of Working Days	144	127
Sugar Cane Crushed (Lakh MT)	15.76	13.20
Recovery	11.61%	11.53%
Sugar Produced (Lakh Qtls.)	18.52	15.31

SUGAR AT JEWARGI :

Particulars	Sugar Season 2014-15	Sugar Season 2013-14
Date of beginning of crushing season	30-11-2014	27-11-2013
Date of ending of crushing season	23-04-2015	11-04-2014
Number of Working Days	145	136
Sugar Cane Crushed (Lakh MT)	4.31	4.05
Recovery	10.62%	10.45%
Sugar Produced (Lakh Qtls.)	4.61	4.25

DISTILLERY, IML PRODUCTION & ELECTRICITY GENERATION :

Particulars	Unit	Financial Year 2014-15	Financial Year 2013-14
Rectified Spirit Produced (Lakh BL)	Ugar	129.62	84.44
Denatured Spirit Produced (Lakh BL)	Ugar	37.13	15.45
Potable Alcohol Produced (Lakh BL)	Ugar	94.51	94.97
Electricity Generated (Lakh KW)	Ugar	1071.58	923.98
Electricity Exported (Lakh KW)	Ugar	598.76	461.30
Electricity Generated (Lakh KW)	Jewargi	374.55	349.90
Electricity Exported (Lakh KW)	Jewargi	248.66	210.58

Your Directors expect to procure about 22 Lakh MT sugarcane at Ugar and Jewargi Units during 2015-16 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 repaid the Fixed Deposits of Rs. 2,815.93 Lakh during the year 2014-2015 to comply with the provisions of Section 74 of the Companies Act 2013. The number of Depositors, who have not claimed their deposits after maturity as on 31st March, 2015 were 3 (Three) and the amount outstanding as on that date, was Rs.3.18 Lakh. These amounts are lying with the company as there are litigation amongst the heirs about the true ownership of the deposits. As and when court order is received, amounts will be paid.

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.

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 are given to the financial institutions (i.e. Rs. 40 Cr. to Bank of India and Rs. 25 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:

- Shri. R. V. Shirgaokar, Chairman and Mentor of the Company has resigned as Chairman and Mentor as well as member of the board w.e.f. 31st March, 2015. The board places on record appreciation of services rendered and valuable guidance given by Shri R.V. Shirgaokar during his tenure as a Chairman and Mentor of the company. He is now designated as Chairman Emeritus.
- Shri. P. V. Shirgaokar, age 76 years, was appointed on the Board on 05.08.1994. He retired as Executive Vice Chairman on 31st March, 2015 and thereafter he was appointed as Chairman of the Company w.e.f. 01st April, 2015. He is liable to retire by rotation & being eligible offers himself for reappointment.
- Mrs. Shilpa Kumar, a Women Director, has been appointed as an additional Director on the Board on 31st March, 2015. A notice is received from a member proposing her candidature for appointment as Director liable to retire by rotation.
- Shri. Deepak Ghaisas, an Independent Director was appointed by the Company on 23rd May, 2014.
- Shri. A. B. Kage resigned as a Director due to health problems on 20th May, 2015.
- Shri. Shishir S. Shirgaokar is appointed as a Executive Vice Chairman, Shri. Niraj S. Shirgaokar and Shri. Chandan S. Shirgaokar has been appointed as Managing Director w.e.f. 01st April, 2015.
- Shri. Shishir S. Shirgaokar, Managing Director, Shri. R.V.Desurkar GM Finance & CFO and Shri. B.G Kulkarni GM Corp. Affairs & CS, were designated as KMP during the year.

Directors Retire by Rotation:

- Shri. V. Balasubramanian, (Retd. IAS), age 74 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 upto 2019.
- Dr. M. R. Desai age 68 years is a qualified doctor, 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 upto 2019.

- 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 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 of the Listing Agreement. 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, Five Board Meetings and Five 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 had been followed along with proper explanation relating to material departures,
- ii] The directors had 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 had 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 had prepared the annual accounts on a going concern basis.
- v] The directors had 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 director had 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 Listing Fees for the

Financial Year 2015-16. As required by SEBI Guidelines, a Corporate Governance Report is annexed.

CO-GENERATION AT UGAR & JEWARGI:

During this year electricity generated was 1,446.13 Lakh KW of which we have exported 847.42 Lakh KW through Tata Power Trading Company by consuming 5.10 Lakh MT of Bagasse. During the Financial Year 2014-15, the electricity export rates received till March, 2015 were Rs. 4.93 per unit at Ugar and Jewargi as against Rs.5.08 per unit received during previous year.

DISTILLERY:

The production of Rectified Spirit was 129.62 Lakh BL as compared to 84.44 Lakh BL during the previous year. During the year under review, the supply of ethanol has restarted and we have supplied 37.13 Lakh BL to the Oil Companies. The production at distillery has gone up by 45.18 lakh bulk litres during the year.

INDIAN MADE LIQUOR (IML) AT UGAR:

The Company has manufactured 10.73 Lakh cases at Ugar during this year as against 10.84 Lakh cases during the previous year. The sales have slightly come down. Company has continued bottling its products at M/s. K. S. Distilleries M/s. SDF Industries and M/s. Polsons Distilleries.

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 89546232 eq. shares have been dematerialised by the shareholders, i.e. 79.60% of total shareholding as on 31st March, 2015. The annual fees of depositories for the FY 2014-15 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 has been given under **Annexure II**. Both the annexure form part of this report.

ASSOCIATE COMPANIES:

UGAR CONSULTANCY LTD.

Ugar Consultancy was incorporated on 10-11-1987, with an intention to provide consultancy services for power generation projects, including its implementation. The company was also providing services for erection of sugar manufacturing plants, electrical maintenance and ancillary services. Since the consultancy for power projects has reduced substantially, the company has stopped its activities and is under voluntary winding up process.

UGAR THEATRE PVT. LTD.

Ugar Theatre Pvt. Ltd was incorporated on 28-11-1977, with an intention to exhibit films for the Ugar people, with increased media facilities, the film exhibition has become un-remunerative, hence the activity of film exhibition was stopped w. e. f. 30th January, 2004 and the machinery was sold. The Company is presently engaged in providing warehousing facility to others.

UGAR QUALITY PACKAGING PVT. LTD.

Ugar Quality Packaging Pvt. Ltd was incorporated on 21-06-2006 as a 100% Export Oriented Unit (EOU) to cater the entire printing/packaging needs of Ugar's Sugar Ship EOU project. This plant was set up at Ratnagiri, Maharashtra and commercial production was started from October 2007. However, with the reduced orders from Sugar Ship Unit, the

Ugar Quality Packaging Pvt. Ltd. went in loss and the activities were stopped from April, 2013.

QUALIFYING REMARKS IN AUDITORS' REPORT:

There are no qualifying remarks in the Statutory Auditors Report and Secretarial Audit Report.

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 there under 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.

You are requested to appoint auditors for the ensuing year and to authorise the Board to fix their remuneration.

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 the Cost Audit of Sugar and Electrical Energy. Your Directors have appointed Shri. 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 2015-16 on a remuneration of Rs. 1.70 Lakh, subject to the ratification of General Body.

You are requested to ratify the remuneration payable to him.

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 Secretary 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 Auditor is annexed herewith as "**Annexure III**". Management response for the observations stated in the report are as below-

- 1) NSE Fine - Due care will be taken to avoid the delays in future.
- 2) Issue relating to Cane Price - Company has filed the petition in High Court, of Karnataka through its association.

CORPORATE SOCIAL RESPONSIBILITY

In view of the loss during previous years and expected loss during this year, the company has not spent any specific amount towards corporate social responsibility. The Report of the CSR is annexed herewith as "**Annexure IV**".

INTERNAL FINANCIAL CONTROL:

The Company has adequate 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.

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.

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 Personnel) 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 49 of the Listing Agreement, 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 harrassment 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 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**

Place: Pune

Date: 29-05-2015

P. V. Shirgaokar
Chairman
DIN - 00151114

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, 2015.

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 Energy Efficient IE2 - Siemens Make 3 Phase Induction Motors for sulphur juice Pumps - 2 Nos. X 160 KW AC Motors.
- 2) Installation of Schneider AC Drives for B continuous Magma and Massecuite Pumps - 2 Nos. X 15 KW AC VFD.
- 3) Installation of in new colony replaced 40 W Fluorescent tubes by 23 W CFL lamp fittings - 15 Nos. X 23 WATTS CFL Light Fittings
- 4) Installation of 5.5 kw Seven AC drives for baggase feeder application of Krup B0 the boiler.

ANNEXURE II : TECHNOLOGY ABSORPTION

Research and Development (R & D)

Research & Development Department of The Ugar Sugar Works Ltd: is recognized by Ministry of Science & Technology New Delhi since 24th July, 1978. All the government institutes, private organizations are giving trials on our R & D Farm. Research is a continuous process which helps to correct the mistakes & help in producing the new things.

On our R & D Farm new varieties are being tested for yield and quality with respect to the soil condition and environment in our area. This 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 is a high yielding and sugar rich variety and occupied a large portion in total crushing from 1995 to 2005 keeping the recovery at high plateau.

Co-86032(Co62198xCoC671) belongs to early mid group which has occupied nearly 40% in daily crushing. But at present becoming susceptible for Yellow Leaf Disease, Rust and White Woolly Aphid. To overcome this problem genetically pure foundation seed is brought from agricultural research stations and distributed to the farmers.

CoM-0265(GS87044) has become much popular amongst the cultivators because of its high yielding and salinity tolerant character.

CoVSI-3102 this variety was brought from VSI, Pune and planted on our R&D Farm. It is found suitable to Murum soils. Seeds already supplied to the farmers.

Snk 814 & 7337- These varieties were brought from A.R.S. Sankeshwar. It is a good regarding yield wise & recovery wise but heavy flowering after 12 months maturity. It requires harvesting within 12 months for better results.

Snk 7658 & Snk 7680 – Two varieties found good regarding yield wise & recovery wise. Both varieties may be found good for upcoming days.

This year we brought 2 new varieties – Co -09004 & MS -10001 from A.R.S. Sankeshwar. Also we brought 6 new varieties from S. Nijalingappa Sugar Institute, Belgaum like Co 2012-249, Co 2012-13, Co-10026, Co-10023, Co 12017, Co13003 for trial purpose on our R & D farm.

Sugarcane Breeding Institute, Coimbatore supplied clones out of 16 clones selected for continuous evaluation.

Continuous efforts are on for popularizing Wide Row Spacing plantation of Sugarcane, which will reduce the cost of cultivation and also helps in smooth working of Mechanical Cane Harvester.

Research on Short Duration Crops:

Short duration crops are absolutely necessary as a rotation crop to the sugarcane crop. We are conducting trials on Wheat and Soybean.

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) Selection of suitable variety for Mechanical Cane Harvester.
- e) To promote the area under Drip Irrigation.
- f) Utilization of Organic Distillery Powder, a product of SSP Plant of concentration, evaporation and drying system for zero pollution as rich Potash source.
- g) Distribution of genetically pure seed of popular varieties.

Details of Foreign Exchange Earnings & Outgo is as under:

Sr. No.	Particulars	Rs. In Lakh
1.	Foreign Exchange Earnings	0.00
2.	Foreign Exchange Outgo	
	a. Travelling	14.65
	b. Raw Material (IML Essence)	0.04
	c. Subscriptions	1.21

ANNEXURE III :Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2015.
[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 Company 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 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, 2015 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.

- 1) I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 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) 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; (Not applicable to the Company during the Audit Period);
 - (v) 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; to the extent applicable,
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; to the extent applicable,
 - (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;

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

Sugar & Co-generation Industry:

- i) Sugar Cess Act, 1982
- ii) Levy Sugar Price Equalisation Fund Act, 1976
- iii) Food Safety And Standards Act, 2006
- iv) Essential Commodities Act, 1955
- v) Sugar Development Fund Act, 1982
- vi) Export (Quality Control and Inspection) Act, 1963
- vii) Agricultural and Processed Food Products Export Act, 1986
- viii) Indian Boilers Act, 1923
- ix) The Electricity Act, 2003
- x) National Tariff Policy

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

Secretarial Standards are not applicable for the financial year under report, hence current para is not applicable.

- (ii) The Listing Agreements entered into by the Company with BSE & NSE, the Stock Exchange(s).

Company has adequate systems and processes in the company commensurate with its size & operation to monitor and ensure compliance with applicable laws including general laws, labour laws, competition law, environmental laws.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1) Listing Agreement with the Stock Exchanges:

- a) Pursuant to Clause 31, NSE has levied a Fine of Rs. 2,000 for late submission of Form-A, which the Company has paid.

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.

Based on inspection of the minutes of the Board of Directors and it's Committees, all the decisions were taken unanimously and there were no dissenting views mentioned by the member of the Board of Directors and it's Committees.

I further report that during the audit period the company has a major bearing on the company's affairs in pursuance of the below referred matter:

Issue Relating to Sugar Cane Price:

I further draw attention to the rejection of the writ petition filed by Company through SISMA in the Hon'ble High Court of Karnataka (Single Bench), challenging the notification of sugar cane price for the season 2013-14 @ Rs. 2,500 per MT ex field for Ugar Unit & Malli Unit. Company through SISMA has filed the appeal before Division Bench of High Court, Karnataka and the matter is sub-judice. In case the verdict of the High Court, Karnataka is upheld then, it will result in a loss of Rs. 4,657.94 lakh towards the liability against the differential cane price as well as default in payment of FRP and which may have significant impact on the financials of the Company.

I further report that, during the audit period, there are no specific event / action having a major bearing on the Company's affairs.

Place : Pune
Date : 29-05-2015

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

Annexure – A to Secretarial Audit Report dated 29th May, 2015

To,
The Members,
The Ugar Sugar Works Limited,
[CIN: L15421PN1939PLC006738]

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the secretarial records based on our 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. We believe that the processes and practices we followed provide a reasonable basis for our 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, etc., wherever required.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The 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.

Place: Pune
Date : 29th May, 2015

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

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_Committee.asp?child=8&parent=9

Scope

The CSR Policy will cover the following focus area 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:

- o Shri. R.V.Shirgaokar - Chairman.
- o Dr. M.R.Desai
- o Shri. D.B.Shah

3.	Average net profit of the company for last three financial years (Rs. in Lakhs)	644.47
4.	Prescribed CSR Expenditure (In Lakhs) (two percent of the amount as in item 3 above)	12.89
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; (Rs. in Lakhs)	12.89

In view of the loss during previous years and expected loss during this year, the company has not spent any specific amount towards corporate social responsibility.

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

<p>Shri. R.V.Shirgaokar Chairman CSR Committee (DIN - 00542644) The Ugar Sugar Works Ltd</p>	<p>Shri. Niraj S Shirgaokar Managing Director (DIN - 00254525) The Ugar Sugar Works Ltd.</p>
<p>Shri. Chandan S Shirgaokar Managing Director (DIN - 00208200) The Ugar Sugar Works Ltd The Ugar Sugar Works Ltd</p>	

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. TARATILES PVT. LTD., 4. UGAR THEATRES PVT LTD										
	Nature of relationship	Group Companies & Associate Company										
(b)	Nature of contracts /arrangements / transactions	Purchase of Machinery, Spare Parts, Repairs & Maintenance, sale of Scrap / Machinery Parts etc And Warehousing facility.										
(c)	Duration of the contracts / arrangements / transactions	01-04-2014 to 31-03-2015										
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	<p>Related party transactions are finalized based on following procedure :</p> <p>a) Comparison of Quotations received form similar parties in market</p> <p>b) Earlier performance of the party, quality of supply & services.</p> <p>c) Recommendations by Technical Team</p> <p>All the transaction are done at fair market value and at arm's length basis.</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Party name & Values of Transaction:</th> <th style="text-align: right;">Rs. in Lakh</th> </tr> </thead> <tbody> <tr> <td>S. B. RESHELLERS PVT LTD:</td> <td style="text-align: right;">171.39</td> </tr> <tr> <td>SHANTARAM MACH PVT.LTD</td> <td style="text-align: right;">591.54</td> </tr> <tr> <td>TARATILES PVT. LTD.,</td> <td style="text-align: right;">0.75</td> </tr> <tr> <td>UGAR THEATRES PVT LTD.</td> <td style="text-align: right;">3.69</td> </tr> </tbody> </table>	Party name & Values of Transaction:	Rs. in Lakh	S. B. RESHELLERS PVT LTD:	171.39	SHANTARAM MACH PVT.LTD	591.54	TARATILES PVT. LTD.,	0.75	UGAR THEATRES PVT LTD.	3.69
Party name & Values of Transaction:	Rs. in Lakh											
S. B. RESHELLERS PVT LTD:	171.39											
SHANTARAM MACH PVT.LTD	591.54											
TARATILES PVT. LTD.,	0.75											
UGAR THEATRES PVT LTD.	3.69											
(e)	Date(s) of approval by the Board	8/8/2014, 26/09/2014, 7/11/2014, 10/2/2015.										
(f)	Amount paid as advances, if any:	Nil										

Annexure VI EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2015

[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 THEATRES PVT. LTD UGAR KHARD, BELGAUM, KARNATAKA-591316	U33205KA1977PTC003250	Associate	48.20%	2(6)
2	UGAR QUALITY PACKAGING PVT. LTD. G-1/1, MIDC, MIRJOLE, RATNAGIRI, 415639	U74950PN2006PTC128632	Associate	26.27%	2(6)
3	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, 2015.

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	15015175	1449981	16465156	14.64	14901926	546625	15448551	13.73	-0.91
b) Central Govt	0	0	0	0	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0	0	0	0	0.00	0.00
d) Bodies Corp.	36029385	15008	36044393	32.04	36831785	12608	36844393	32.75	0.71
e) Banks / FI	0	0	0	0	0	0	0	0.00	0.00
f) Any Other...	0	0	0	0	0	0	0	0.00	0.00
Sub-total (A) (1):-	51044560	1464989	52509549	46.88	51733711	559233	52292944	46.48	-0.2
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0	0	0	0	0.00	0.00
e) Any Other...	0	0	0	0	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)1+(A)2	51044560	1464989	52509549	46.88	51733711	559233	52292944	46.48	-0.2
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0.00	0.00
b) Banks / FI	0	2880	2880	0	0	2880	2880	0.00	0.00
c) Central Govt	0	0	0	0	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0	0	0	0	0.00	0.00
e) Venture Capital Funds		0	0	0	0	0	0	0.00	0.00
f) Insurance Companies	13000	0	13000	0.01	0	0	0	0.00	0.00
g) FIs	0	0	0	0	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0	0	0	0	0.00	0.00
Sub-total (B)1):-	13000	2880	15880	0.01	0	2880	2880	0.00	-0.01
2. Non-Institutions									
a) Bodies Corp									
ii Indian	9009032	40368	9049400	8.94	9127615	40368	9167983	8.15	0.11
iii Overseas	0	0	0	0	0	0	0	0.00	0.00
b) Individuals									
ii Individual shareholders holding nominal share capital upto Rs. 1lakh	25494040	22400574	47894614	42.57	24764550	22351287	47135837	41.9	-0.67

(i) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2278679	0	2278679	2.03	3284524	0	3284524	2.92	0.89
c) Others (specify)									
c1) Clearing Member	47050	0	47050	0.04	53339	0	53339	0.05	0.01
c2) NRI	699109	0	699109	0.62	546774	0	546774	0.49	-0.13
c3) Trust	5719	0	5719	0.01	15719	0	15719	0.01	0
Sub-total (B)(2):-	37533629	22440942	59974571	53.31	37812521	22391655	60204175	53.52	0.21
Total Public Shareholding (B)=(B)(1)+(B)(2)	37546629	22443822	5999451	53.32	37812521	22394535	60207066	53.52	0.2
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0.00	0.00
Grand Total (A+B+C)	88591189	23908811	112500000	100	89546232	22653768	112500000	100	0.00

(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	121000	0.11	00	132882	0.12	0.00	0.01
2.	Prafulla V. Shirgaokar	779849	0.69	00	768016	0.68	0.00	-0.01
3.	Shahir S. Shirgaokar	349255	0.31	00	349255	0.31	0.00	0.00
4.	Vinita M. Semant	44080	0.04	00	00	00	0.00	-0.04
5.	Shilpa N. Kumar	152600	0.14	00	152600	0.14	0.00	0.00
6.	Savita S. Shirgaokar	118972	0.11	00	118972	0.11	0.00	0.00
7.	Niraj S. Shirgaokar	219214	0.19	00	219214	0.19	0.00	0.00
8.	Arjun Niraj Shirgaokar	172052	0.15	00	172052	0.15	0.00	0.00
9.	Asawari Niraj Shirgaokar	473140	0.42	00	473140	0.42	0.00	0.00
10.	Chitra A. Dalvi	140448	0.12	00	140448	0.12	0.00	0.00
11.	Sinchu V. Dalvi	103020	0.09	00	103020	0.09	0.00	0.00
12.	Sachin R. Shirgaokar	1470133	1.31	00	1480133	1.32	0.00	0.01
13.	Laxmi S. Shirgaokar	640365	0.57	00	640365	0.57	0.00	0.00
14.	Radhika S. Shirgaokar	2019341	1.79	00	2037978	1.81	0.00	0.02
15.	Sanjeev Suresh Shirgaokar (huf)	55913	0.05	00	00	00	0.00	0.00
16.	Smita P. Shirgaokar	270000	0.24	00	270000	0.24	0.00	0.00
17.	Dinkar Machusuden Shirgaokar	111827	0.10	00	111827	0.10	0.00	0.00
18.	Shraddha D. Shirgaokar	159480	0.14	00	159480	0.14	00	0.00
19.	Rishabh Sanat Shirgaokar	34203	0.03	00	34203	0.03	00	0.00
20.	Mugdha Sudanshu Purohit	48,880	0.04	00	00	00	00	-0.04
21.	S. B. Wagle	39400	0.03	00	00	00	00	-0.03
22.	Kunda K. Shirgaokar	616544	0.55	00	616544	0.55	00	0.00
23.	Sanat Shirgaokar	73608	0.07	00	73608	0.07	00	0.00
24.	Tarini S. Shirgaokar	1792266	1.59	00	1793299	1.59	00	0.00
25.	Puja H. Pusalkar	18000	0.02	00	18000	0.02	00	0.00
26.	Jeevan V. Shirgaokar	134311	0.12	00	134311	0.12	00	0.00

27.	Anuja J Shirgaokar	68200	0.06	00	68200	0.06	0.00	0.00
28.	Avinash V Shirgaokar	181840	0.16	00	181840	0.16	0.00	0.00
29.	Aniket J Shirgaokar	15700	0.01	00	15700	0.01	0.00	0.00
30.	Chandan S Shirgaokar	476466	0.42	00	495104	0.44	0.00	0.02
31.	Bohan S Shirgaokar	179052	0.16	00	197690	0.18	0.00	0.02
32.	Prakash R Shirgaokar	10000	0.01	00	00	00	0.00	-0.01
33.	Rakha R Khedekar	17264	0.02	00	17264	0.02	0.00	0.00
34.	Alagouda B Kage	107440	0.10	00	00	00	0.00	-0.1
35.	Deepchand B Shah	35000	0.03	00	35000	0.03	0.00	0.00
36.	Malloca R Desai	69608	0.06	00	69608	0.06	0.00	0.00
37.	Shykrishna N Inamdar	18750	0.02	00	18750	0.02	0.00	0.00
38.	Manohar G Joshi	21000	0.02	00	21000	0.02	0.00	0.00
39.	V Balsubramaniam	11200	0.01	00	11200	0.01	0.00	0.00
40.	Baba N Kalyani	1583880	1.41	00	1583880	1.41	0.00	0.00
41.	Sidagouda A Kage	4800	0.00	00	00	00	0.00	0.00
42.	Nivedita Sarnaik	21600	0.02	00	21600	0.02	0.00	0.00
43.	Mohan P Shirgaokar (HUF)	55913	0.05	00	55913	0.05	0.00	0.00
44.	Rekhadevi Desai	21600	0.02	00	21600	0.02	0.00	0.00
45.	Chinnadevi Sarnaik	21600	0.02	00	45600	0.04	0.00	0.02
46.	Shanladevi Desai	99000	0.09	00	99000	0.09	0.00	0.00
47.	Rajatkumar Sarnaik	24000	0.02	00	00	00	0.00	-0.02
48.	Sunta B Kalyani	1500000	1.33	00	1500000	1.33	0.00	0.00
49.	Madhavi Dalvi	281000	0.25	00	281000	0.25	0.00	0.00
50.	Rajeev V Dalvi	1233000	1.10	00	433000	0.38	0.00	-0.72
51.	Sumit R Khedekar	12000	0.01	00	12000	0.01	0.00	0.00
52.	Harshada A Shirgaokar	500	0.00	00	500	0.00	0.00	0.00
53.	Sukhada A Shirgaokar	9449	0.01	00	9449	0.01	0.00	0.00
54.	B. A. Kage	40000	0.04	00	00	00	0.00	-0.04
55.	Kumar Prabhakar Shirgaokar (HUF)	55913	0.05	00	55913	0.05	0.00	0.00
56.	Sandhya Ashok Kumar Gupta	132480	0.12	00	132480	0.12	0.00	0.00
57.	Shantansu Machineres Pvt Ltd	888760	0.79	00	888760	0.79	0.00	0.00
58.	Tara Tiles Pvt Ltd	1011200	0.90	00	1011200	0.90	0.00	0.00
59.	B.b. Theatres Pvt Ltd	2400	0.00	00	00	00	0.00	0.00
60.	Sangli Fabricators Pvt Ltd	12608	0.01	00	12608	0.01	0.00	0.00
61.	Ugar Pipe Ind Pvt Ltd	12608	0.01	00	12608	0.01	0.00	0.00
62.	Vinayak Shirgaokar Inv Pvt Ltd	3192594	2.84	00	3192594	2.84	0.00	0.00
63.	Suresh Shirgaokar Inv Pvt Ltd	1466920	1.30	00	1466920	1.30	0.00	0.00
64.	D.m. Shirgaokar Inv Pvt Ltd	2150880	1.91	00	2153280	1.91	0.00	0.00
65.	Mohan Shirgaokar Inv Pvt Ltd	3446095	3.06	00	3446095	3.06	0.00	0.00
66.	Prafulla Shirgaokar Inv Pvt Ltd	1833836	1.63	00	1833836	1.63	0.00	0.00
67.	Shashir Shirgaokar Inv Pvt Ltd	2025662	1.80	00	2025662	1.80	0.00	0.00
68.	Sanjiv Shirgaokar Inv Pvt Ltd	1752950	1.56	00	1752950	1.56	0.00	0.00
69.	Prabhakar Shirgaokar Inv Pvt Ltd	3351121	2.98	00	3351121	2.98	0.00	0.00
70.	S. B. Resellers Pvt Ltd	14896659	13.24	00	15696659	13.95	0.00	0.71
71.	Prafulla Shirgaokar (huf)	00	00	00	55913	0.05	0.00	0.05
72.	Rakesh Kapoor	00	00	00	5000	0	0.00	0.00
73.	Deepak Ghaissas	00	00	00	5000	0	0.00	0.00
	Total	52509549	46.61	00	52445544	46.67	0.00	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	Vinita M Samant	44080	0.04	-44080	-0.04	Inter Transfer Between Promoters	0.00	0.00
2	Radhika S Shirgaokar	2019341	1.79	18637	0.02	..	2037978	1.81
3	Sanjeev Suresh Shirgaokar (huf)	55913	0.05	-55913	-0.05	..	0	0.00
4	Tanni S Shirgaokar	1792266	1.59	1033	0	..	1793299	1.59
5	Chinnadevi Samaik	21600	0.02	24000	0.02	..	45600	0.04
6	Rajeev V Dalvi	1233000	1.1	800000	-0.72	..	433000	0.38
7	S. B. Reshellers Pvt Ltd	14896659	13.24	800000	0.71	..	15696659	13.95
8	Rajat Kumar Samaik	24000	0.02	-24000	-0.02	..	0	0.00
9	B.b. Theatres Pvt Ltd	2400	0.001	-2400	-0.001	..	0	0.00
10	D.m. Shirgaokar Inv Pvt Ltd	2150880	1.91	2400	0.001	..	2153280	1.91
11	Mugdha Sudanshu Purohit	48,880	0.04	-48,880	-0.04	Sale of Shares	0	0.00
12	S B Wagle	38400	0.03	-38400	-0.03	..	0	0.00
13	Prakash R Shirgaokar	10000	0.01	-10000	-0.01	..	0	0.00
14	Sidagouda A Kage	4800	0.001	-4800	-0.001	Relatives of Director Who Has Resigned	0	0.00
15	B.A.Kage	40000	0.04	-40000	-0.04	..	0	0.00
16	Prafulla Shirgaokar (HUF)	0	0	55913	0.05	Purchase of Share.	55913	0.05

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

No.	Name	Folio No.	Shareholding at the beginning		Cumulative shares during year & end	
			Shares	% of Total Shares of company	Shares	% of Total Shares of company
1	RAJESH KUMAR SOMANI					
	At the beginning of the year	12034600347140	250000	0.22		
	13/06/2014				(145700)	(0.13)
	At the end of the year				104300	0.09
2	FAMOUS DEVELOPERS PRIVATE LIMITED					
	At the beginning of the year	130259001373922	672300	0.60		
	25/04/2014				9000	0.01
	02/05/2014				5390	0.00
	09/05/2014				5310	0.00
	16/05/2014				13000	0.01
	23/05/2014				72961	0.06
	At the end of the year				777901	0.69
3	PINETREE PROPERTIES PVT LTD					
	At the beginning of the year	13025900297734	405000	0.36		
	At the end of the year				405000	0.36
4	UNIVERSAL CINE TRADES PVT LTD					
	At the beginning of the year	IN30036020088851	1631000	1.45		
	09/05/2014				2000	0.00
	At the end of the year				1633000	1.45
5	MADHURI RAJKUMAR SEKSARIA					
	At the beginning of the year	IN30036020124481	214500	0.19		
	At the end of the year				214500	0.19
6	SHREE RENLIKA SUGARS LIMITED					
	At the beginning of the year	IN30039417920486	5001000	4.45		
	At the end of the year				5001000	4.45
7	VIRAJ SANJEEV PAREKH					
	At the beginning of the year	IN30040910035489	613267	0.55		
	At the end of the year				613267	0.55
8	KUMARPAL MANSUKHLAL PAREKH					
	At the beginning of the year	IN30040910163523	262919	0.23		
	At the end of the year				262919	0.23
9	RAJKUMAR KUDILAL SEKSARIA					
	At the beginning of the year	IN30115129244906	310500	0.28		
	At the end of the year				310500	0.28
10	SHARDA MAHESHWARI					
	At the beginning of the year	IN30169612422599	180000	0.16		
	06/06/2014				(24767)	(0.02)
	At the end of the year				155233	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 holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	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		No. of shares	% of total shares of the company
1	Rajendra V. Shirgaokar*	121000	0.11	11882	0.01	Purchase of Shares	132882	0.12
2	Sachin R Shirgaokar	1470133	1.31	10000	0.01		1480133	1.32
3	Chandan S Shirgaokar	476466	0.42	18638	0.02	Inter Transfer between Promoters	495104	0.44
4	Sohan S Shirgaokar	179052	0.16	18638	0.02		197690	0.18
5	Prafulla V Shirgaokar	779849	0.69	-11833	-0.01		768016	0.68
6	Rakesh Kapoor	0	0	5000	0.01	Purchase of Qualification Shares by newly Appointed Directors	5000	0.01
7	Deepak Ghaisas	0	0	5000	0.01		5000	0.01
8	A B Kage	107440	0.01	0	0	Resigned from Board as Director	0	0.00
9	Shishir S. Shirgaokar	349255	0.31	0	0	No Change in Holdings	349255	0.31
10	Niraj S. Shirgaokar	219214	0.19	0	0		219214	0.19
11	M.R.Desai	69608	0.06	0	0		69608	0.06
12	V.Balsubramanian	11200	0.01	0	0		11200	0.01
13	S.N.Inamdar	18750	0.02	0	0		18750	0.02
14	M.G.Joshi	21000	0.02	0	0		21000	0.02
15	D. B. Shah	35000	0.03	0	0		35000	0.03
16	Shilpa Naval Kumar**	0	0	0	0		152600	0.14
17	B.G.Kulkarni	500	0	0	0		500	0.00
18	R. V. Desurkar	8000	0.007	0	0		8000	0.007

* Resigned from Board w.e.f 31/03/2015.

** Appointed on Board w.e.f 31/03/2015.

VI. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,168,718,493	0	281,911,000	2,45,06,29,493
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	13,989,243	0	7,295,114	2,12,84,357
Total (i+ii+iii)	2,182,707,736	0	289,206,114	2,47,19,13,850
Change in Indebtedness during the financial year				
• Addition	23,820,460,906	0	00	23,820,460,906
• Reduction	24,113,206,924	0	28,88,88,114	24,40,20,85,038
Net Change	-292,746,019	0	-28,88,88,114	-58,16,34,132
Indebtedness at the end of the financial year				
i) Principal Amount	1,889,234,376	0	3,18,000*	1,88,05,52,376
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	9,727,341	0	0	9,727,341
Total (i+ii+iii)	1,899,961,717	0	3,18,000*	1,89,02,79,717

* 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 EVC/MD/Manager				Total Amount
		P V Shirgaokar (Exc. VC)	Shishir S Shirgaokar (MD)	Niraj S Shirgaokar (Jr MD)	Chandan S Shirgaokar (Jr MD)	
1.	Gross salary	46.20	46.20	37.50	40.50	170.40
	(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	4.11	3.72	8.27	1.10	17.20
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	00	00	00	00	00
2.	Stock Option	00	00	00	00	00
3.	Sweat Equity	00	00	00	00	00
4.	Commission	00	00	00	00	00
	- as % of profit					
	- others, specify...	00	00	00	00	00
5.	Others, please specify (Retirement Benefits)	9.24	9.24	6.60	6.60	31.68
	Total (A)	59.55	59.16	52.37	48.20	219.28
	Ceiling as per the Act	In terms of the provisions of the company's Act 2013, the remuneration payable to the Directors (including MD) shall not exceed 10% of the net profit. As there are no profits, minimum remuneration provided in schedule 'V' of the Company's Act 2013 and as approved by the members has been paid.				

B. Remuneration to other directors:

Rs. In Lakh

Sl No.	Particulars of Remuneration	Name of Directors											Total Amount
		S N Inamdar	V Bal subramanian	M G Joshi	M R Desai	D B Shah	Rakesh Kapoor	Deepak Ghaisas	R V Shingao kar	Sachin R Shingao kar	Sohan S Shingao kar	Shilpa Kumar	
3. Independent Directors													
	Fee for attending board / committee meetings	1.10	0.50	0.60	1.00	0.70	0.90	0.90	0	0	0	0	5.70
	Commission	0	0	0	0	0	0	0	0	0	0	0	0
	Others, please specify												
	Total (1)	1.10	0.50	0.60	1.00	0.70	0.90	0.90	0	0	0	0	5.70
4. Non Executive Directors													
	Fee for attending board / committee meetings	0	0	0	0	0	0	1.00	1.10	1.20	0	0	3.30
	Commission	0	0	0	0	0	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0	0	0	0	0	0
	Total (2)	0	0	0	0	0	0	1.00	1.10	1.20	0	0	3.30
	Total (B)=(1+2)	1.10	0.50	0.60	1.00	0.70	0.90	0.90	1.00	1.10	1.20	0	9.00
	Total Managerial Remuneration	1.10	0.50	0.60	1.00	0.70	0.90	0.90	1.00	1.10	1.20	0	9.00
	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 (including other benefits)	27.04	22.84	49.88
2.	Stock Option	00	00	00
3.	Sweat Equity	00	00	00
4.	Commission - as % of profit	00	00	00
	- Others, specify...	00	00	00
5.	Others, please specify	00	00	00
	Total	27.04	22.84	49.88

VIII. 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	621A	Failure to give Management Response in Board Report against qualifying remarks in the Auditors Report u/s 217(3).	Rs. 10,000	CLB, Mumbai.	

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 Personnel) Rules, 2014.

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, 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:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2014-15 (Rs. in Lakh)	% increase in Remuneration in the Financial Year 2014-15	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)	P V Shirgaokar Exec. Vice Chairman	59.55	6.75%	24.82	Decrease in Losses of the Company from Rs. 2976 Lakh in 2013-14 to Rs. 325 Lakh in 2014-15.
2)	Shishir Shirgaokar Managing Director	59.16	2.28%	24.66	
3)	Niraj Shirgaokar Jt. Managing Director	52.37	3.19%	21.83	
4)	Chandan Shirgaokar Jt. Managing Director.	48.20	2.34%	20.09	
5)	R V Desurkar GM Finance & Chief Financial Officer	27.04	4.13%	NA	
6)	B G Kulkarni GM Corporate Affairs & Company Secretary	22.84	4.83%	NA	

- ii) The median remuneration of employees of the Company during the financial year was Rs. 2.40 lakh.
- iii) In the financial year, there was an increase of 8.42% in the median remuneration of employees;
- iv) There were 1206 permanent employees on the rolls of Company as on March 31st, 2015;
- v) Relationship between average increase in remuneration and company performance:- Decrease in Losses of the Company from Rs. 2976 Lakh in 2013-14 to Rs. 325 Lakh in 2014-15.

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 6.20% from Rs. 253.43 Lakh in 2013-14 to Rs. 269.16 Lakh in 2014-15 whereas the losses decreased by 89.08% to Rs. 325 Lakh in 2014-15 (Rs. 2976 Lakh in 2013-14).

- vii) a) Variations in the market capitalization of the Company: The market capitalisation as on March 31st, 2015 was Rs. 89.55 crore (Rs. 119.25 crore as on March 31st, 2014)
- b) Price Earnings ratio of the Company was -27.45 as at March 31, 2015 and was -4.00 as at March 31, 2014
- 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. 27,509 as on March 31, 2015 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. 2014-15 was 8.42 % whereas the increase in the managerial remuneration for the same financial year was 6.20%.
- 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;
- 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 542 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 280 Lakh tonne compared to 245 Lakh tonne in the previous year. The sugar production is likely to remain stable during the year 2015-16.

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.
- Restriction on exports of sugar is withdrawn by the Government and incentive on export of Raw Sugar has been announced to support the industry. Further the Government has increased the import duty on Sugar to 40% to boost the sugar industry.

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.
- Sugar prices are not moving up as expected on the contrary they are coming down.
- 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:

Our total sugar cane crushing at Ugar and Jewargi during the season 2014-15 was 20.07 Lakh MT. Sugar bagging 23.13 Lakh Qtls., and recovery 11.61% and 10.62% respectively at Ugar and Jewargi unit.

Industrial and Potable Alcohol:

The Company has produced 166.75 Lakh BLS of Industrial Alcohol during the year (against the last year production of 99.89 Lakh BLS)

The company has produced 94.51 Lakh BLS of Potable Alcohol during the year. (against the last year production of 94.97 Lakh BLS).

Co-generation (Ugar & Jewargi):

We have generated 1446.13 Lakh KW power during the year at Ugar and Jewargi Unit (against 1273.89 lakh during previous year) and have exported 847.42 Lakh KW of power during the year. (against 671.88 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 1604 people (including Jewargi unit) comprising of 1242 permanent and 362 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, Managing Director, two Joint Managing Directors and three Non-executive Directors including a Woman Director) and Seven Non-Executive Independent directors as on 31st March, 2015.

During the year, 5 (Five) Board Meetings were held on 23rd May, 8th August, 26th September, 7th November, 2014 and 10th February, 2015.

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 Director-ship	No. of Board Meetings Attended	Attendance at last AGM	No. of other Director-ship	Other Committee Membership/ Chairmanship	
					Member	Chairman
1. Shri. R. V. Shirgaokar *	C&M	5	Yes	8	—	—
2. Shri. P. V. Shirgaokar	Exc.VC	4	Yes	13	—	—
3. Shri. Shishir S. Shirgaokar	MD	5	Yes	18	—	—
4. Shri. Niraj S. Shirgaokar	Jt. MD	5	Yes	5	—	—
5. Shri. Chandan S. Shirgaokar	Jt. MD	5	Yes	9	—	—
6. Shri. Sachin R. Shirgaokar	NED	5	Yes	13	—	—
7. Shri. Sohan S. Shirgaokar	NED	5	Yes	8	—	—
8. Sou. Shilpa Kumar ** (Woman Director)	NWD	—	—	4	1	—
9. Shri. V. Balasubramanian	NEID	2	—	6	—	—
10. Shri. S. N. Inamdar	NEID	5	Yes	8	3	3
11. Shri. M. G. Joshi	NEID	2	NO	1	—	—
12. Dr. M. R. Desai	NEID	5	Yes	3	—	—
13. Shri. A. B. Kage ***	NEID	—	NO	—	—	—
14. Shri. D. B. Shah	NEID	5	Yes	—	—	—
15. Shri. Rakesh V. Kapoor	NEID	5	Yes	2	—	1
16. Shri. Deepak Ghaisas ****	NEID	4	NO	12	—	—

- * Shri. R. V. Shirgaokar, has resigned as Chairman and Mentor as well as member of the board w.e.f. 31st March, 2015.
- ** Smt. Shilpa Kumar, a Women Director has been appointed on the Board of Directors of the Company w.e.f. 31st March, 2015.
- *** Shri. A. B. Kage has resigned from the Company as an Independent Director w.e.f. 20th May, 2014.
- **** Shri. Deepak Ghaisas was co-opted on the Board as an Independent Director w.e.f. 23rd May, 2014 and his appointment was approved by General Body in its 74th AGM for a period of 5 yrs.

C&M – Chairman & Mentor, **Exc.VC** – Executive Vice Chairman, **MD** – Managing Director, **Jt. MD** – Joint 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.

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. P. V. Shirgaokar, age 76 years, 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 31/03/2015 and thereafter he was appointed as Chairman of the Company. He is liable to retire by rotation & 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 768,016 shares of the Company as on 31.03.2015. His directorship & committee membership in other companies is given below.

Sr. No.	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
1	Shantaram Machineries Pvt. Ltd	-	-
2	DM Shirgaokar Investments Pvt Ltd.	-	-
3	Prafulla Shirgaokar Investments Pvt Ltd.	-	-
4	S B Resellers Pvt. Ltd	-	-
5	Mohan Shirgaokar Investments Pvt Ltd.	-	-
6	Prabhakar Shirgaokar Investments Pvt Ltd.	-	-
7	Tara Tiles Pvt. Ltd	-	-
8	Ugar Theatre Pvt. Ltd	-	-
9	Ugar Pipe Industries Pvt. Ltd	-	-
10	Vinayak Shirgaokar Investments Pvt Ltd.	-	-
11	BSJ Engineering Pvt. Ltd	-	-
12	Synergy Green Industries Pvt. Ltd	-	-
13	Ugar Consultancy Limited (under liquidation)	-	-

- Shri. V. Balasubramanian, (Retd. IAS), age 74 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 till 2019. He is a retired Principal Secretary, Government of Karnataka. He is a knowledgeable person having vast experience in Administration & many other fields. He holds 11,200 equity shares in the Company as on 31.03.2015. His directorship & committee membership in other companies is given below.

Sr. No.	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
1	The Sandur Manganese & Iron Ores Ltd	--	--
2	Gem Sugar Co. Ltd.,	--	--
3	International Sericulture Alliance Ltd.,	--	--
4	Shree Kadamath Sugar & Agro Products Ltd.	--	--
5	Nirani Sugars Ltd.	--	--
6	Ugar Consultancy Limited (under liquidation)	--	--

- Dr. M. R. Desai age 68 years, a qualified doctor, 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 till 2019. He has a rich experience in the working of sugar industry. He was a chairman of National Federation for Co-operative Sugar Industries. He holds 69,608 equity shares in the Company as on 31.03.2015. His directorship & committee membership in other companies is given below.

Sr. No.	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
1	Shri. Chamundeshwari Sugars Ltd.	--	--
2	BSJ Engineering Pvt. Ltd	--	--
3	Ugar Consultancy Limited (under liquidation)	--	--

- Mrs. Shilpa Naval Kumar age 48 years is a MBA from IIM Kolkata. She has been co-opted on the board on 31st March 2015. She has a rich experience over 22 years in the Finance and Treasury Management. Presently she holds a post of Senior General Manager with ICICI Bank. She was recognised as Asia's most influential women in Finance and Treasury Bankers in the year 2014. She holds 1,52,600 equity shares in the Company as on 31.03.2015. Her directorship & committee membership in other companies is given below.

Sr. No.	Directorship in other Companies	Audit Committee	Shareholder's / Investor Grievances Committee
1	The Clearing Corporation of India	--	--
2	ICICI Securities Primary Dealership Limited	--	--
3	ICICI Securities Ltd.	Member	--
4	ICICI Home Finance Co. Ltd	--	--

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 Eight (8) Non-Executive Directors out of which Six (6) are Independent Directors. All the members of the Audit Committee possess financial management expertise and knowledge.
- During the year, Five (5) Audit Committee Meetings were held on 23rd May, 7th July, 7th August, 7th November, 2014 and 10th February, 2015.
- Composition and attendance record of Audit Committee members is given below:

Name of the Directors	Status	No. of Meetings	
		Held	Attended
1. Shri. S. N. Inamdar	Chairman	5	5
2. Shri. V. Balasubramanian	Member	5	2
3. Shri. M.G. Joshi	Member	5	1
4. Shri. R. V. Shirgaokar #	Member	5	1
5. Dr. M. R. Desai	Member	5	2
6. Shri. Deepak Ghaisas	Member	5	4
7. Shri. Rakesh Kapoor	Member	5	3

The Audit Committee was reconstituted on 23rd May, 2014, wherein Shri. Rakesh Kapoor, Shri. Deepak Ghaisas, Shri. Sachin R. Shirgaokar and Shri. Sohan S. Shirgaokar were appointed in place of Shri. R. V. Shirgaokar, Shri. V. Balasubramanian, Dr. M. R. Desai and Shri. M. G. Joshi.

Shri. V. Balasubramanian, Dr. M. R. Desai and Shri. M. G. Joshi were again co-opted as a member of Audit Committee on 7th November, 2014.

- 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 auditors, 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.

IV. Nomination and Remuneration Committee:

- In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Remuneration Committee" as the "Nomination and Remuneration Committee".

- The Nomination & Remuneration Committee comprises of Three (3) directors out of which Two (2) are independent.
- During the year, One (1) meeting of Nomination & Remuneration Committee was held on 9th February, 2015.
- Composition and attendance record of Nomination & Remuneration Committee is given below:

Name of the Directors	Status	No. of Meetings	
		Held	Attended
1. Shri. S. N. Inamdar	Chairman	1	1
2. Shri. Deepak Ghaisas	Member	1	1
3. Shri. Sohan Shirgaokar	Member	1	1

The Nomination & Remuneration Committee was reconstituted on 23rd May, 2014 wherein Shri. Deepak Ghaisas and Shri. Sohan S. Shirgaokar were appointed in place of Shri. V. Balasubramanian, Shri. M. G. Joshi and Dr. M. R. Desai.

- **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

- **Remuneration paid / payable to Executive Vice Chairman (Exc.VC)/ Managing Director (MD) / Joint Managing Directors (Jt.MD) for the year ended 31st March, 2015.**

(Rs. In Lakh)

Particulars	Salary	Commission	Perquisites	Retirement Benefits	Total
Shri. P.V. Shirgaokar (Exc.VC)	46.20	–	4.11	9.24	59.55
Shri. Shishir S. Shirgaokar (MD)	46.20	–	3.72	9.24	59.16
Shri. Niraj S. Shirgaokar (Jt.MD)	37.50	–	8.26	6.60	52.37
Shri. Chandan S. Shirgaokar (Jt.MD)	40.50	–	1.10	6.60	48.20

V. Stakeholders' Relationship and Grievance Committee:

- The Stakeholders' Relationship and Grievance Committee comprises of three independent directors, Shri. 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 9th February, 2015.
 - 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. Shri. M. G. Joshi	Chairman	1	1
2. Shri. D. B. Shah	Member	1	1
3. Shri. Sachin R. Shirgaokar	Member	1	1
4. Shri. Sohan S. Shirgaokar	Member	1	1

The Stakeholders' Relationship and Grievance Committee was reconstituted on 23rd May, 2014 wherein Shri. Sachin R. Shirgaokar was co-opted in place of Shri. A. B. Kage who resigned from this Committee on 20th May, 2014.

Shri. Sohan S. Shirgaokar was co-opted on this committee on 7th November, 2014.

- **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.
 - ◆ The Company Secretary has been designated as a Compliance Officer.
- During the year 3 complaints were received from investors which were replied/ resolved to the satisfaction of the investors and as on 31st March, 2015, 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.
- During the year, Three (3) meetings of the Operations Committee were held on 8th April, 27th September and 26th December, 2014.
- The Composition & attendance record of the Operation Committee is given below:

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

The Operation Committee was reconstituted on 23rd May, 2014, wherein Shri. Rakesh Kapoor and Shri. Sachin R. Shirgaokar were co-opted on this committee. Further Shri. Sohan S. Shirgaokar was co-opted on this committee on 7th November, 2014.

● **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 Three (3) directors out of which two (2) are independent.
- During the year, One (1) meeting of the CSR Committee was held on 17th February, 2015.
- The CSR Committee was formed on 23rd May, 2014, the Composition & attendance record of the CSR Committee is given below:

Name of the Directors	Status	No. of Meetings	
		Held	Attended
1. Shri. R.V. Shirgaokar	Chairman	1	1
2. Dr. M.R. Desai	Member	1	1
3. Shri. D. B. Shah	Member	1	1

● **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 9th February, 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 10th February, 2015.

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.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors.

IX. General Body Meetings:

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

Financial Year	AGM	Location	Date	Time
2011-12	AGM	Rajmati Bhavan, Neminath Nagar, Sangli 416415	04-08-2012	11.00 a.m.
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	6-09-2014	11.00 a.m.

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

74th Annual General Meeting:

- ◆ To approve the continuation of Services of Executive Vice Chairman pursuant to section 196(3)(a) Companies Act, 2013, beyond the age of 70 years.
- ◆ To approve the continuation of Services of Managing Director pursuant to section 196(3)(a) Companies Act, 2013, beyond the age of 70 years.
- ◆ To consider and approve acceptance of fixed deposits as per the provisions of Companies Act 2013.
- ◆ 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.

- ◆ 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.

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

Sr. No	Type of Resolution	Summary of Business transacted at an Annual General Meeting	No of Shares & %age in Favour		No of Shares & %age Against	
			No of shares	% age	No of shares	% age
1	Ordinary	To receive, consider and adopt Financial Statements of the Company for the year ended March 31, 2014, and the reports of the Board of Directors and Auditors thereon	4,31,57,167	100	0	0
2	Ordinary	To appoint a Director in place of Shri. R V Shirgaokar who retires by rotation and being eligible, offers himself for re-appointment.	4,08,94,264	99.97	12,700	0.03
3	Ordinary	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	4,31,57,391	100	0	0.00
4	Ordinary	To appoint Shri. Rakesh Kapoor as an Independent Director of the Company not liable to retire by rotation	4,31,51,867	99.99	5,424	0.01
5	Ordinary	To appoint Shri. Deepak Ghaisas as an Independent Director of the Company not liable to retire by rotation	4,31,57,167	100	224	0.00
6	Ordinary	To appoint Shri. Sachin Shirgaokar as a Director liable to retire by rotation	4,09,24,093	100	1,600	0.00
7	Ordinary	To appoint Shri. Sohan Shirgaokar as a Director liable to retire by rotation	4,15,03,837	100	600	0.00
8	Special	To approve the continuation of services of Shri. Prafulla Shirgaokar beyond the age of 70 years.	1,03,45,909	99.83	17,700	0.17
9	Special	To approve the continuation of services of Shri. Shishir Shirgaokar beyond the age of 70 years.	1,25,07,709	99.85	18,700	0.15
10	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
11	Ordinary	To consider and ratify the remuneration payable to Cost Auditor	4,31,56,891	100	500	0.00
12	Special	To approve borrowing including the amount already borrowed upto 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
13	Special	To approve creation of charge on the assets of the Company upto 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.

No Postal Ballot was held during the year.

Ordinary / Special Resolutions proposed to be passed through postal ballot are as under:

- a. Alteration of Articles of Association
- b. Place of keeping registers outside the local limit under section 94 of Companies Act, 2013.
- c. Giving of loan and extending guarantee.
- d. Commission to NED under Section 196 of Companies Act, 2013.
- e. Continuation of services beyond the age of 70.
- f. Appointment of EVC and fixing their remuneration.
- g. Appointment of MD's and fixing their remuneration.

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 31/03/2015
1. Shri. R. V. Shirgaokar	-	1.00	-	-	-	10.39	132882
2. Shri. V. Balasubramanian	-	0.50	-	-	-	-	11200
3. Shri. S. N. Inamdar	-	1.10	-	-	-	-	18750
4. Shri. M. G. Joshi	-	0.60	-	-	-	0.26	21000
5. Dr. M. R. Desai	-	1.00	-	-	-	-	69608
6. Shri. A. B. Kage	-	-	-	-	-	-	107440
7. Shri. D.B.Shah	-	0.70	-	0.90	-	-	35000
8. Shri. Rakesh Kapoor	-	0.90	-	-	-	-	5000
9. Shri. Sachin R. Shirgaokar	-	1.10	-	0.02	-	0.23	1480133
10. Shri. Sohan S. Shirgaokar	-	1.20	-	-	-	-	197690
11. Sou. Shilpa Kumar	-	-	-	-	-	-	152600
12. Shri Deepak Ghaisas	-	0.90	-	-	-	-	5000

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 has levied fine of Rs.2000 towards late filing of Form-A under Clause 31 of the Listing Agreement..
- Company has established Whistle Blower policy and no personnel have been denied access to the audit committee.
- All the mandatory requirements of this clause 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 2014-15 & 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 Akkivate	-	Member
B.G.Kulkarni	-	Co-ordinator

F. Subsidiary Companies:

There are no subsidiary Companies.

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 is 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.

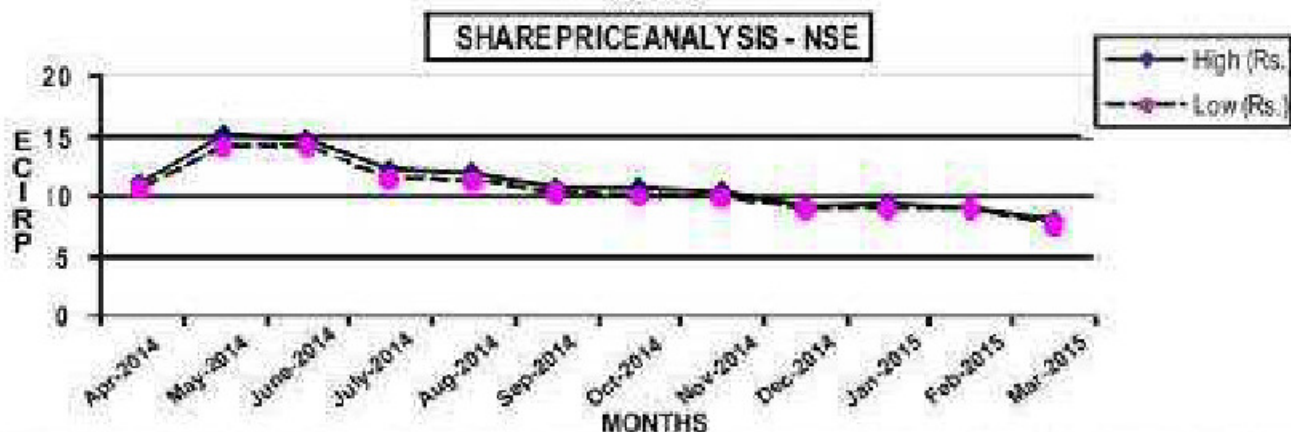
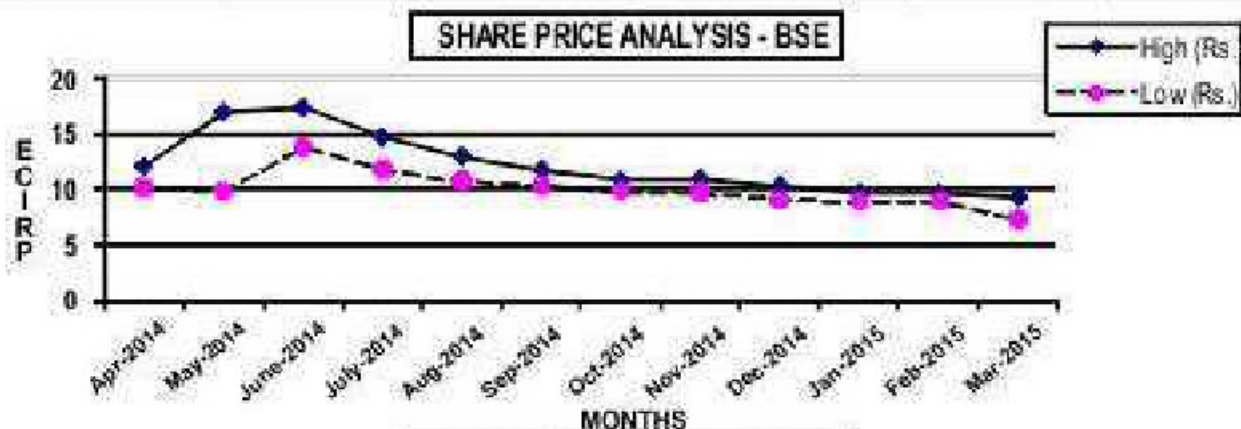
XII. General Shareholders Information:

i. AGM Date, Time and Venue	Friday, the 27th September 2015 at 11.00 a.m. at Deccan Manufacturers Association, Madhavnagar Road, Near RTO Office, Sangli-416 416.
ii. Financial Calendar 2015-16	Probable Dates :
First quarterly un-audited results	Before 15 th of August, 2015
Second quarterly un-audited results	Before 15 th of November, 2015
Third quarterly un-audited results	Before 15 th February, 2016
Fourth & Final quarterly audited results	Before end of May, 2016
iii. Book Closure Date	Friday day 18 th September 2015 to Friday day the 25 th September 2015 (both days inclusive)
iv. Dividend payment date	No dividend is recommended for the FY 2014-15.
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 2014-15 & 2015-16 has been paid by the Company to BSE and NSE.
viii. Payment of Depository Fees	Annual Custody / Issuer fee for the year 2014-15 has been paid by the Company to NSDL and CDSL.

ix. Market Price Data High/ Low during each month of Financial Year 2014-15 at BSE & NSE

NSE			BSE		
Months	High (Rs.)	Low (Rs.)	Months	High (Rs.)	Low (Rs.)
April,2014	11.10	10.70	April,2014	12.14	10.17
May, 2014	15.20	14.30	May, 2014	17.00	9.85
June, 2014	14.85	14.25	June, 2014	17.35	13.80

July, 2014	12.30	11.50	July, 2014	14.70	11.80
August, 2014	12.00	11.35	August, 2014	13.00	10.71
September, 2014	10.80	10.40	September, 2014	11.81	10.34
October, 2014	10.80	10.10	October, 2014	10.90	9.83
November, 2014	10.45	9.95	November, 2014	11.00	9.80
December, 2014	9.25	9.00	December, 2014	10.38	9.05
January, 2015	9.35	9.00	January, 2015	9.68	8.87
February, 2015	9.10	9.05	February, 2015	9.71	8.92
March, 2015	8.10	7.60	March, 2015	9.36	7.30



Although the company is listed, our scrip is not included in the index hence no comparison of Performance on broad-based indices such as BSE Sensex, CRISIL index etc can be given.

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 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, 2015

xi. Distribution of Shareholding as on 31st March, 2015

No. of equity shares held	No. of Folios / Shareholders	No. of Shares held	% of Share holding
Upto 5,000	21,132	2,35,45,699	20.93
5,001 to 10,000	1,528	1,12,54,158	10.00
10,001 to 20,000	585	80,05,157	7.12
20,001 to 30,000	135	33,53,453	2.98
30,001 to 40,000	42	14,51,672	1.29
40,001 to 50,000	23	10,42,420	0.93
50,001 to 1,00,000	40	27,14,597	2.41
More than 1,00,000	61	8,11,32,844	64.34
Total	23,546	11,25,00,000	100.00

xii. Shareholding Pattern as on 31st March, 2015.

Category	No. of Share held	% of Total Share holding
Promoter Group	5,22,92,944	46.48
Banks, Financial Institutions, Insurance Companies,	2,880	0.00
Foreign Financial Institutions	0	0.00
Private Corporate Bodies	91,67,983	8.15
Indian Public	5,04,20,361	44.82
N. R. I.	5,46,774	0.49
Trust, Clearing Member	69,058	0.06
G. D. R. / A. D. R.	0	0.00
Total	11,25,00,000	100.00

xiii. Other Information:

Dematerialization of shares	Nearly 79.60% of total equity share capital (8,95,46,232 eq. shares) is held in dematerialized form with NSDL and CDSL as on 31 st March, 2015.
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
Plant Locations : Sugar, Distillery, IML, Co-Generation & 100% EOU (Sugar Ship): Jewargi Unit – Sugar & Co-generation:	Ugarkhurd – 591 316. Tal. Athani Dist. Belgaum, Karnataka. Malli, Taluka – Jewargi, Dist-Kalburgi, Karnataka.

<p>Address for correspondence Registered Office :</p> <p>Factory (Administrative Office)</p>	<p>The Ugar Sugar Works Limited. Mahaveernagar (Wakharbhag), Sangli - 416416, Maharashtra State. Ph. No. 0233-2623717 Fax: 2623617 Email: usw.sangli@ugarsugar.com</p> <p>The Ugar Sugar Works Limited. UgarKhurd – 591 316. Tal. Athani, Dist. Belgaum, Karnataka State. Ph. No. 08339-272230 Fax: 08339-272232 Email: helpdesk@ugarsugar.com</p>
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As per report attached
For M/s. P. G. Bhagwat
Chartered Accountants
Firm Registration
No.101118W

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

Shishir S. Shirgaokar
Exe. Vice Chairman
(DIN: 00166189)

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

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

Chandan S. Shirgaokar
Managing Director
(DIN: 00208200)

R. V. Desurkar
GM- Finance
(23771)

Place: Pune

Date: 29.05.2015

XII. CEO/ CFO Certificate:

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

We, Shri.Niraj S. Shirgaokar and Shri. Chandan S. Shirgaokar, 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 their 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 their 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) They 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) They 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
Managing Director
(DIN: 00254525)

Chandan S. Shirgaokar
Managing Director
(DIN: 00208200)

R. V. Desurkar
General Manager Finance
(23771)

Place : Pune
Date: 29.05.2015

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, 2015.

Place : Pune
Date: 29.05.2015

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, 2015, 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.

Place : Pune
Date: 29.05.2015

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

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, 2015, 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 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 of 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 there under.

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. 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 31st March, 2015, and its loss and its cash flows for the year ended on that date.

Disputed Liability in respect of Cane Price for the Season 2013-14

We draw the attention of the members to Note No. D-2 of Notes to Financial Statements regarding disputed differential liability in respect of Cane Price amounting to Rs. 4,657.94 lakh for Ugar Unit and Jewargi Unit. The Government of Karnataka had notified cane price for the season 2013-14 @ Rs. 2,500 per MT, ex field, for sugar factories in Northern Karnataka, which is more than that actually paid / provided for by the Company; and @ Rs. 2,500 per MT, ex-gate, for sugar factories in Southern Karnataka.

As explained to us, having regard to prevalent declining sugar prices, the sugar factories have filed appeal with the Division Bench of the Hon'ble High Court of Karnataka, through their Association, against the declaration of the State Government and decision of the Single Judge of the Hon'ble High Court ruling in favour of the State Government.

Further in case of Jewargi Unit, currently considered as Northern Karnataka and cane price being declared on ex-field basis, petition has been filed with Hon'ble High Court to consider it as a factory in Southern Karnataka for paying cane price on ex-gate basis.

The ultimate outcome of the above matters cannot presently be determined and the matters being sub judice, provision for any liability that may arise in this respect, will be made on final resolution of the issue.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2015, ("the Order") 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 statement on the matters specified in paragraph 3 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 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, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) 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-1&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.

Place : Pune
Date: 29.05.2015

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

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

Annexure to the Auditors' Report

(Referred to in paragraph 1 of our report on Other Legal and Regulatory Requirements, 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 Fixed assets have been physically verified during the year and reconciled with the book records. According to information and explanations given to us and records produced to us for our verification, discrepancies were not, in our opinion, material and the same have been properly dealt with in the books of account.
- (ii) (a) The inventory was physically verified during the year by the Management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) According to information and explanations given to us, the Company has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the reporting under Clause 3(iii)(a) and (b) of the Companies (Auditor's Report) Order, 2015, is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and nature of its business, for purchase of inventory and fixed assets and for sale of goods and services. There is no continuing failure to correct major weaknesses in internal control system.
- (v) According to information and explanations 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, 2015, is not applicable.
- (vi) We have broadly reviewed the books of account 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 material statutory dues applicable to it.
- (b) According to information and explanations given to us, there are no dues of income tax, sales tax, wealth tax, service tax, customs 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	2003 to 2005	80.91	Commissioner of Central Excise, Belgaum
Central Excise	Central Excise Act	2005 to 2009	19.57	CESTAT, Bangalore
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	2009-10	5.57	CESTAT, Bangalore
Central Excise	Central Excise Act	2010-11	3.03	CESTAT, Bangalore
Central Excise	Central Excise Act	2010-11	3.39	CESTAT, Bangalore
Central Excise	Central Excise Act	2008-2013	151.34	CESTAT, Bangalore
Central Excise	Central Excise Act	2008-2011	7.89	Commissioner of Central Excise, Belgaum
Central Excise	Central Excise Act	2012	7.56	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

- (c) The amount required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under has been transferred to such fund within time.
- (vii) The accumulated losses of the Company as at the end of the Financial Year 2014-15 are not more than 50% of its Net Worth. The Company has not incurred cash losses during the financial year but has incurred cash loss in the immediately preceding financial year.
- (ix) In our opinion and according to information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has no debenture-holders.
- (x) In our opinion, the terms and conditions on which the Company has given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
- (xi) In our opinion, term loans were applied for the purpose for which the loans were obtained.
- (xii) According to information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

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

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

Place : Pune
Date: 29.05.2015

Balance Sheet as at 31-03-2015

Particulars	Ref. to Notes	As at 31 st March 2015		As at 31 st March 2014
		Rs. Lakh	Rs. Lakh	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	<u>7,170.38</u>		<u>7,532.86</u>
			8,295.38	<u>8,657.86</u>
2. Non-current Liabilities				
a. Long Term Borrowings	A-3	8,064.77		3,867.04
b. Deferred Tax Liabilities (Net)	A-4	1,058.62		1,339.21
c. Long Term Provisions	A-5	<u>983.68</u>		<u>1,090.18</u>
			10,107.07	<u>6,296.43</u>
3. Current Liabilities				
a. Short Term Borrowings	A-6	10,254.33		18,827.78
b. Trade Payables	A-7	23,289.68		13,887.28
c. Other Current Liabilities	A-8	12,284.45		12,713.69
d. Short Term Provisions	A-9	<u>668.71</u>		<u>615.82</u>
			46,495.17	<u>46,044.57</u>
			<u>64,897.62</u>	<u>60,998.86</u>
Total Equity & Liabilities				
II. ASSETS				
1. Non-current Assets				
a. Fixed Assets				
i. Tangible Assets	A-10	16,977.84		15,919.53
ii. Intangible Assets	A-10	—		—
iii. Capital Work-in-progress	—	<u>168.32</u>		<u>70.95</u>
		17,146.16		<u>15,990.48</u>
b. Non-current Investments	A-11	649.58		649.58
c. Long Term Loans & Advances	A-12	605.94		621.73
d. Other Non-current Assets	A-13	<u>425.58</u>		<u>86.54</u>
			18,827.26	<u>17,348.33</u>
2. Current Assets				
b. Inventories	A-14	42,208.77		36,008.84
c. Trade Receivables	A-15	2,101.59		3,668.11
d. Cash & Bank Balances	A-16	820.21		2,140.82
e. Short Term Loans & Advances	A-17	868.03		1,700.92
f. Other Current Assets	A-18	<u>71.76</u>		<u>131.84</u>
			46,070.36	<u>43,650.53</u>
			<u>64,897.62</u>	<u>60,998.86</u>
Total Assets				
III. Corporate Information, General Information and Significant Accounting Policies	C			
IV. Other Information and Disclosures	D			

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

Shishir S. Shirgaokar
Exe. VC (DIN-00166189)

Niraj S. Shirgaokar
MD (DIN-00254525)

R. V. Desurkar
GM Finance

Chandan S. Shirgaokar
MD (DIN-00206200)

B. G. Kulkarni
GM-Corp. Aff. & Co. Sec.

Place: Pune
Date: 29-05-2015

Statement of Profit & Loss for the year ended 31-03-2015

Particulars	Ref. to Notes	Financial Year 2014-15		Financial Year 2013-14
		Rs. Lakh	Rs. Lakh	Rs. Lakh
I. Revenue from Operations				
Sales	B-19	84,108.75		83,190.80
Other Operating Income	B-19	562.50		—
		84,671.25		83,190.80
Less: Excise Duty		19,461.27		18,964.77
			65,209.98	64,226.03
II. Other Income	B-20		343.48	995.11
III. Total Revenue (I+II)			<u>65,553.46</u>	<u>65,221.14</u>
IV. Expenses				
a. Cost of Material Consumed				
i. Raw Material	B-21	51,567.38		40,816.98
ii. Stores, Spares, Chemicals, Packing Material, etc.	—	3,667.42		3,143.83
			55,234.80	43,960.81
b. Other Manufacturing Expenses	B-22		2,570.68	2,288.87
c. Purchase of Stock-in-Trade & Others	—		2,742.13	2,535.42
d. Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	B-23		(5,804.86)	5,881.61
e. Employee Benefit Expense	B-24		6,011.04	5,562.81
f. Finance Costs	B-25		1,481.16	3,332.90
g. Depreciation & Amortisation Expense	A-10			
i. Depreciation		1,546.39		2,554.22
ii. Amortisation		—		6.38
			1,546.39	2,560.60
h. Other Expenses	B-26		2,358.48	1,853.57
Total Expenses (IV)			<u>66,139.82</u>	<u>67,976.59</u>
V. Profit before exceptional items and Tax (III - IV)			(586.36)	(2,755.45)
VI. Exceptional Items			—	—
VII. Profit before Tax (V - VI)			(586.36)	(2,755.45)
VIII. Tax Expense				
a. Current Tax			—	—
b. Deferred Tax		(261.31)		297.40
c. Short/(Excess) Provision for earlier year/s		—		(76.98)
			(261.31)	220.42
IX. Profit for the period after Tax (VII - VIII)			(325.05)	(2,975.87)
X. Basic & Diluted Earnings per Equity Share of Re. 1	D-8		(0.29)	(2.65)
XI. Corporate Information, General Information and Significant Accounting Policies	C			
XII. Other Information and Disclosures	D			

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

Nikhil M. Shevade
Partner
Membership No. 217379

Shishir S. Shirgaokar
Exe. VC (DIN-00166189)

Niraj S. Shirgaokar
MD (DIN-00254525)

R. V. Desurkar
GM Finance

Chandan S. Shirgaokar
MD (DIN-00208200)

B. G. Kulkarni
GM-Corp. Aff. & Co. Sec.

Place: Pune
Date: 29-05-2015

Cash Flow Statement for the year ended 31-03-2015

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	Rs. Lakh
Cash Flow from Operating Activities			
Net Profit before tax and extra-ordinary items		(586.36)	(2,755.45)
Adjustments for:			
Depreciation & Amortisation	1,546.39		2,560.60
Assets Written Off	—		0.29
Profit on sale of assets	—		(5.29)
Finance Charges	1,481.16		3,332.90
Investment Income	(39.72)		(34.60)
		<u>2,987.83</u>	<u>5,853.90</u>
Operating Profit before working capital changes		2,401.47	3,098.45
Decrease / (Increase) in Trade & Other Receivables	2,358.92		(2,780.83)
Decrease / (Increase) in Inventories	(6,199.92)		6,333.87
Increase / (Decrease) in Trade & Others Payables	9,055.83		9,775.28
		<u>5,214.83</u>	<u>13,328.32</u>
Cash generated from operations		7,616.30	16,426.77
Direct Taxes		(92.90)	(44.78)
Cash Flow before extra-ordinary items		7,523.40	16,381.99
Extra-ordinary items		—	—
NET CASH FROM OPERATING ACTIVITIES		7,523.40	16,381.99
Cash Flow from Investing Activities			
Purchase of Fixed Assets		(2,682.99)	(1,109.24)
Proceeds from Sale of Fixed Assets		—	6.61
(Purchase) / Sale of Investments		—	(400.00)
Interest & Dividend Received		84.34	9.50
NET CASH FROM INVESTING ACTIVITIES		(2,598.65)	(1,493.13)
Cash Flow from Financing Activities			
Interest Paid		(1,576.22)	(3,341.31)
(Repayment of) / Proceeds from Borrowings		(4,375.73)	(11,001.92)
Dividend paid		—	(290.33)
NET CASH FROM FINANCING ACTIVITY		(5,951.95)	(14,633.56)
Net Increase / (Decrease) in Cash & Cash Equivalents		(1,027.20)	255.30
Opening Cash & Cash Equivalents		1,773.03	1,517.73
Closing Cash & Cash Equivalents		745.83	1,773.03

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

Nikhil M. Shevade
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B. G. Kulkarni
GM-Corp. Aff. & Co. Sec.

Place: Pune
Date: 29-05-2015

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	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		11,25,00,000	11,25,00,000
ii. Add: Increase in No. of Shares due to Rights issue		—	—
iii. Add: Increase in No. of Shares due to Bonus issue		—	—
		11,25,00,000	11,25,00,000
iv. Less: Decrease in No. of shares		—	—
v. No. of Shares at the end of the Accounting Year		11,25,00,000	11,25,00,000
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 not recommended any dividend for FY 2014-15. [Dividend Recommended for FY 2013-14 - Nil]			
5 Particulars of Shareholders having shareholding of 5% or more			
Name		No. of Shares	No. of Shares
1 SB Reshellers Pvt. Ltd. Kolhapur		1,56,96,659	1,48,96,659
Note A - 2: RESERVES & SURPLUS			
1 General Reserve			
As per last Balance Sheet		8,670.00	8,670.00
Additions during the year		—	—
		8,670.00	8,670.00
Less: Transitional adjustment as per Schedule II to the Companies Act, 2013 on account of depreciation (Net of tax)		37.43	—
		8,632.57	8,670.00
Share Premium			
As per last Balance Sheet		1,575.00	1,575.00

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	Rs. Lakh
Note A - 2: RESERVES & SURPLUS			
3 Profit & Loss Account			
a. As per last Balance Sheet	(2,712.14)		263.73
b. Profit / (Loss) carried from Profit & Loss Account	(325.05)		(2,975.87)
c. Profit available for Appropriation	(3,037.19)		(2,712.14)
d. Less: Appropriations:			
i. General Reserve	—		—
ii. Proposed Dividend	—		—
iii. Corporate Dividend Tax	—		—
		(3,037.19)	(2,712.14)
		7,170.38	7,532.86

Note A - 3: LONG TERM BORROWINGS

1 Term Loans from Banks			
Secured			
i. Bank of Baroda - Jewargi Project	—		464.06
Obtained for setting up sugar factory with cogeneration of power at Jewargi. The rate of interest is presently Base Rate (BR) + 2.5%. The loan is secured by hypothecation of Plant & Machinery and Stores & Spares at the Jewargi Plant. The loan is fully repaid on 31-05-2014.			
ii. Central Bank of India - Jewargi Project	—		396.00
Obtained for setting up sugar factory with cogeneration of power at Jewargi. The rate of interest is presently Base Rate (BR) + 2.25%. The loan is secured by hypothecation of Plant & Machinery and Stores & Spares at the Jewargi Plant. The loan is fully repaid on 03-06-2014.			
iii. Central Bank of India - Expansion	2,500.00		3,042.00
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 on 30-09-2020.			
vi. Bank of India - Capital Expenditure	—		756.10
Obtained to support capital expenditure. The rate of interest presently is BR + 0.75%. The loan is secured by hypothecation of expansion machinery. The loan is fully repaid on 02-03-2015.			

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	Rs. Lakh
Note A - 3: LONG TERM BORROWINGS			
1 Term Loans from Banks			
Secured			
v. Central Bank of India - Under SEFASU 2014	3,200.00		—
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 31-03-2019			
vi. Bank of Baroda - Under SEFASU 2014	1,383.00		—
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 28-02-2019			
vii. Union Bank of India - Under SEFASU 2014	856.00		—
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 30-04-2019			
	<u>7,939.00</u>		<u>4,658.16</u>
Less: Current Maturities in respect of above loans disclosed separately under Current Liabilities	<u>482.16</u>		<u>1,642.22</u>
		7,456.84	3,015.94

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	Rs. Lakh
Note A - 3: LONG TERM BORROWINGS			
2 Term Loans from Others (Secured)			
viii. Sugar Development Fund	851.10		1,094.27
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 on 30-06-2018			
Less: Current Maturities in respect of above loan disclosed separately under Current Liabilities	243.17	807.93	243.17
Long Term Borrowings		<u>8,064.77</u>	<u>3,867.04</u>
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		1,695.43	1,959.99
2 Less: Deferred Tax Assets			
On account of timing differences in -			
a. Provision for doubtful debts & advances	76.81		73.45
b. Provisions as per AS-15	560.00		547.33
Total		636.81	620.78
		<u>1,058.62</u>	<u>1,339.21</u>
Note A - 5: LONG TERM PROVISIONS			
1 Provisions for Employee Benefits			
a. Provision for Gratuity		752.76	879.88
b. Provision for Leave Salary		230.92	210.30
		<u>983.68</u>	<u>1,090.18</u>
Note A - 6: SHORT TERM BORROWINGS			
1 Secured			
a. Working Capital Loans - from Banks			
i. Cash Credit Hypothecation	1,012.53		1,420.57
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% p.a.			

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	Rs. Lakh
Note A - 6: SHORT TERM BORROWINGS (contd...)			
1 Secured (contd...)			
a. Working Capital Loans - from Banks (contd...)			
ii. Cash Credit Pledge	9,062.92		12,600.93
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%.p.a			
		10,075.45	14,021.50
b. Loan from Bank of India for Off-Season Expenses		—	2,000.00
Obtained to meet off-season expenditure. The rate of interest presently is BR + 0.75% p.a. The loan is secured by hypothecation of a portion of machinery. The loan is fully repaid on 04-02-2015.			
		10,075.45	16,021.50
2 Unsecured			
Fixed Deposits (Other than Unclaimed)		178.88	2,806.28
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 31-03-2015 represent deposits from Directors			
		10,254.33	18,827.78
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		22,843.87	13,525.70
2 Others		445.81	361.58
		23,289.68	13,887.28
Note A - 8: OTHER CURRENT LIABILITIES			
1 Current Maturities of Long Term Debts			
Secured			
a. From Banks	482.16		1,642.22
b. Others	243.17		243.17
		725.33	1,885.39
2 Interest Accrued but not due on Borrowings		11.23	83.89
3 Interest Accrued and due on Borrowings		25.56	47.95
4 Investor Education & Protection Fund			
(Amounts to be credited to the said Fund, when due)			
Unpaid Dividend	24.01		24.56
Unpaid Matured Deposits & Interest Accrued	3.18		12.83
		27.19	37.39

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	Rs. Lakh
Note A - 8: OTHER CURRENT LIABILITIES			
5 Trade Deposits and Advances		66.15	64.40
6 Creditors for Machinery Supplies		111.36	61.11
7 Payable to Banks for loans granted to Cane Growers and H&T Contractors		6,738.91	5,349.02
8 Provision for Excise Duty on Finished Goods		1,909.82	1,521.85
9 Outstanding Expenses		769.20	647.92
10 Salaries, Wages, Bonus & Commission, payable		521.91	491.71
11 Advances from Customers		1,029.19	2,291.79
12 Amounts refundable to Cultivators & Contractors		19.66	35.15
13 Land Rent, Contractors' Retention, etc.		32.32	40.41
14 Contribution to employees' funds		75.57	71.13
15 Freight		1.11	0.29
16 Profession tax, etc. deducted from salary		17.33	16.72
17 Excise, Service Tax, Sales Tax, etc.		73.06	18.04
18 Tax deducted at source		50.26	34.79
19 Amounts payable to banks & other institutions		79.29	14.74
		12,284.45	12,713.69
Note A - 9: SHORT TERM PROVISIONS			
1 Provisions for Employee Benefits			
Provision for Gratuity	359.49		205.80
Provision for Leave Salary	304.39		314.28
		663.88	520.08
2 Others			
a. Provision for Taxation	1,364.33		1,364.34
Less: Deducted from Advance Payment of Taxes, as per contra	(1,361.50)		(1,268.60)
		2.83	95.74
b. Provision for Proposed Dividend	—		—
c. Provision for Corporate Dividend Tax	—		—
		666.71	615.82

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

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

PARTICULARS	TANGIBLE ASSETS							INTANGIBLE ASSETS
	Land Rs. Lakh	Buildings Rs. Lakh	Plant & Machinery Rs. Lakh	Furniture & Fixtures Rs. Lakh	Office Equipments Rs. Lakh	Vehicles Rs. Lakh	Total Rs. Lakh	Computer Software Rs. Lakh
GROSS BLOCK								
Balance as on 01-04-2013	280.37	3,135.04	39,334.60	152.75	191.70	614.14	43,708.60	178.47
Additions during year 2013-14	—	4.53	1,271.55	10.28	11.36	29.92	1,327.64	—
Deletions during year 2013-14	—	—	—	(3.35)	—	(30.78)	(34.13)	—
Balance as on 31-03-2014	280.37	3,139.57	40,606.15	159.68	203.06	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	43,039.60	178.42	213.79	665.70	47,663.53	178.47
ACCUMULATED DEPRECIATION / AMORTISATION								
Balance as on 01-04-2013	—	1,391.68	23,892.60	123.99	154.00	402.71	25,964.98	172.09
Adjustment on Deletion - 2013-14	—	—	—	(3.06)	—	(29.45)	(32.51)	—
For the year 2013-14	—	124.67	2,349.01	5.93	11.65	62.96	2,554.22	6.38
Balance as on 31-03-2014	—	1,516.35	26,241.61	126.86	165.65	436.22	28,466.69	178.47
Adjustment on Deletion - 2014-15	—	—	—	—	—	—	—	—
Adjustment to General 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	—	1,731.78	27,524.74	158.65	171.34	503.29	30,089.80	178.47
IMPAIRMENT LOSS								
Balance as on 01-04-2013	—	—	595.89	—	—	—	595.89	—
Change for the year 2013-14	—	—	—	—	—	—	—	—
Balance as on 31-03-2014	—	—	595.89	—	—	—	595.89	—
Change for the year 2014-15	—	—	—	—	—	—	—	—
Balance as on 31-03-2015	—	—	595.89	—	—	—	595.89	—
NET BLOCK								
As on 31-03-2014	280.37	1,623.22	13,768.65	32.82	37.41	177.06	15,919.53	—
As on 31-03-2015	280.37	1,553.87	14,918.97	19.77	42.45	162.41	16,977.84	—

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

Particulars	As at 31 st March 2015		As at 31 st March 2014	
	Rs. Lakh	Rs. Lakh	Rs. Lakh	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)			
		2.43		2.43
	ii. 1,096 (1096) Equity Shares of Rs. 100 each of Ugar Theatres Pvt. Ltd. (Associate)			
		3.64		3.64
	iii. 3,12,500 (3,12,500) Equity Shares of Rs. 10 each of Ugar Quality Packaging Pvt. Ltd. (Associate)			
		31.25		31.25
		<u>37.32</u>		<u>37.32</u>
	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. (Associate)			
		100.00		100.00
			137.32	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
			784.50	784.50
3	Provision for diminution in value of investments			
	Total			
			(134.92)	(134.92)
			<u>649.58</u>	<u>649.58</u>
4	a. Aggregate amount of quoted investments			
	Market Value thereof			
		Not Applicable		Not Applicable
	b. Aggregate amount of Unquoted Investments			
		784.50		784.50
	c. Aggregate Provision for diminution in value of investments			
		134.92		134.92

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	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		-	100.00
ii. Others		-	-
b. Capital Advances Paid to others		410.18	335.75
c. Security Deposits		195.76	185.98
Total		<u>605.94</u>	<u>621.73</u>
Note A - 13: OTHER NON-CURRENT ASSETS			
1 Long Term Receivables (Unsecured, Considered Good)			
Interest Accrued on NSCs & Bank Deposits	29.56		5.57
VAT / Cane Purchase Tax, etc. receivable	<u>63.35</u>		<u>67.00</u>
	92.91		72.57
Less: Provision for Doubtful Receivables	<u>(32.05)</u>		<u>(32.05)</u>
		60.86	40.52
2 Non-Current Trade Receivables (Unsecured, Considered Doubtful)	28.32		25.83
Less: Provision for Doubtful Trade Receivables	<u>(28.32)</u>		<u>(25.83)</u>
		-	-
3 Non-Current Loans & Advances (Unsecured, Considered Doubtful)			
Advances to Cultivators, Contractors & Suppliers	165.60		158.21
Less: Provision for Doubtful Advances	<u>(165.60)</u>		<u>(158.21)</u>
		-	-
4 Non-current portion in Term Deposit with Banks with original maturity for more than 12 months		364.72	46.02
Total		<u>425.58</u>	<u>86.54</u>
Note A - 14: INVENTORIES			
1 Stock of Raw Material			
a. Crops in Progress	20.52		17.44
b. Other Raw Material	<u>132.45</u>		<u>111.29</u>
		152.97	128.73
2 Work in Progress			
a. Sugar in Process	483.11		286.55
b. Molasses in process	<u>65.85</u>		<u>41.93</u>
		548.96	328.48

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	Rs. Lakh
Note A - 14: INVENTORIES (Contd..)			
3 Finished Goods			
a. Sugar, Molasses, Spirit, etc.	<u>39,988.26</u>		<u>34,206.13</u>
b. Bagasse - Own	489.71		351.01
		40,477.97	34,557.14
4 Stock in Trade (Petroleum Products)		30.40	45.41
5 Stores, Spares, Fuel, etc.			
a. Stores, Spare Parts and Others	<u>995.61</u>		<u>931.39</u>
b. Bagasse (Purchased), Firewood & Coal	2.86		17.69
		998.47	949.08
Total		<u>42,208.77</u>	<u>36,008.84</u>
Note A - 15: TRADE RECEIVABLES			
[Unsecured, Considered Good]			
1 Outstanding for a period exceeding six months from the date they are due for payment		92.20	16.08
2 Others		<u>2,009.39</u>	<u>3,652.03</u>
Total		<u>2,101.59</u>	<u>3,668.11</u>
Note A - 16: CASH & BANK BALANCES			
1 Cash and Cash Equivalents			
a. Balances with Banks			
i. In Current Accounts	<u>738.06</u>		<u>1,766.21</u>
ii. In Cash Credit Hypothecation/Pledge Accounts	2.39		0.84
		738.45	1,767.05
b. Cash on Hand		<u>7.38</u>	<u>5.98</u>
		745.83	1,773.03
2 Balances with Banks, in Current Accounts, Earmarked for Unpaid Dividends		24.01	24.56
3 In Term Deposit Accounts			
(With original maturity for more than 12 months)			
i. For issue of bank guarantees	155.69		15.21
ii. As liquid asset for fixed deposits	<u>259.40</u>		<u>367.75</u>
iii. Others	-		6.29
		415.09	389.25
Less: Non-current portion in above, disclosed under Non-current Assets		<u>(364.72)</u>	<u>(46.02)</u>
Total		<u>50.37</u>	<u>343.23</u>
		<u>820.21</u>	<u>2,140.82</u>

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	Rs. Lakh
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		-	367.76
ii. Others		-	0.05
		-	367.81
b. Advances to Cultivators and Contractors	211.19		514.31
c. Advances to Suppliers of Machinery Spares, etc.	175.54		61.97
		386.73	944.09
2 Advance Payment of Taxes			
Advance Payment of Taxes	1,101.50		1,008.60
MAT Credit Receivable	260.00		260.00
	1,361.50		1,268.60
Less: Tax Provision, deducted as per contra	(1,361.50)		(1,268.60)
		-	-
3 Cenvat Credits, Service Tax Receivable, etc.		481.30	756.83
		868.03	1,700.92
Note A - 18: OTHER CURRENT ASSETS			
1 Prepaid Expenses		67.17	58.64
2 Accrued Interest On Bank Deposits		4.59	73.20
		71.76	131.84

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	Rs. Lakh
Note B - 19: REVENUE FROM OPERATIONS			
1 Sales			
a. Finished Goods			
Sugar	49,571.62		51,803.58
Rectified Spirit	1,959.02		1,093.93
Denatured Spirit	1,578.13		611.42
Potable Alcohol	22,196.53		22,163.29
Electricity	<u>4,130.75</u>		<u>3,585.01</u>
		79,436.05	79,257.23
b. Traded Goods - Petroleum Products		2,798.36	2,583.66
c. By-products & Others		<u>1,874.34</u>	<u>1,349.91</u>
		84,108.75	83,190.80
2 Other Operating Income			
Export Incentive on Raw Sugar		562.50	-
Total		<u>84,671.25</u>	<u>83,190.80</u>

Note B - 20: OTHER INCOME

1 Dividend on Non Trade Investments		0.25	0.49
2 Interest on Loans, Bank Deposits and Others		87.01	75.89
3 Sale of Scrap		141.59	367.98
4 Non-operating Revenues			
a. Sale of Services			
Machinery / Bullock Cart Hire Charges	3.64		2.88
b. Bad Debts / Advances written off, Recovered	1.00		1.00
c. Insurance Claims Received	31.37		1.37
d. Profit on sale of fixed assets	-		5.29
e. Excess Provisions & Unclaimed Credit			
Balances Written back	38.77		162.31
f. Miscellaneous Receipts	<u>39.85</u>		<u>377.90</u>
		114.63	550.75
Total		<u>343.48</u>	<u>995.11</u>

Note B - 21: RAW MATERIAL CONSUMED

1 Sugarcane			
Purchased	42,190.62		32,338.87
Harvesting and Transport	8,791.89		8,024.55
Cane Purchase and Development	140.34		67.18
Research and Development	<u>206.84</u>		<u>166.09</u>
		51,329.69	40,596.69

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	Rs. Lakh
Note B - 21: RAW MATERIAL CONSUMED			
2 Other Raw Material			
Molasses	2,617.92		2,040.12
Malt	14.08		14.98
Rectified Spirit	1,476.79		1,413.77
Others	18.22		12.32
	<u>4,127.02</u>		<u>3,481.19</u>
Less: Intersegment transfers	<u>(3,889.33)</u>		<u>(3,260.90)</u>
		237.69	220.29
		<u>51,567.38</u>	<u>40,816.98</u>
Note B - 22: OTHER MANUFACTURING EXPENSES			
1 Power, Fuel and Water		791.52	745.88
2 Repairs and Maintenance of Plant & Machinery		<u>1,779.16</u>	<u>1,542.99</u>
		<u>2,570.68</u>	<u>2,288.87</u>
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	30,398.34		37,652.71
Rectified Spirit	541.51		670.51
Potable Alcohol	919.61		873.64
Molasses	2,284.35		1,362.27
Others	62.32		49.19
	<u>34,206.13</u>		<u>40,608.32</u>
ii. Bagasse - Own	<u>351.01</u>		<u>183.84</u>
		34,557.14	40,792.16
b. Work-in-progress			
i. Sugar in Process	286.55		46.40
ii. Molasses in Process	<u>41.93</u>		<u>-</u>
		328.48	46.40
c. Stock in Trade - Petroleum Products		<u>45.41</u>	<u>45.37</u>
		<u>34,931.03</u>	<u>40,883.93</u>
Less: Excise Duty on Opening Stock		<u>2,080.00</u>	<u>2,151.29</u>
Value of Opening Stock net of Excise Duty		<u>32,851.03</u>	<u>38,732.64</u>

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	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	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
	<u>39,988.26</u>		<u>34,206.13</u>
ii. Bagasse - Own	<u>489.71</u>		<u>351.01</u>
		40,477.97	34,557.14
b. Work-in-progress			
i. Sugar in Process	483.11		286.55
ii. Molasses in Process	<u>65.85</u>		<u>41.93</u>
		548.96	328.48
c. Stock in Trade - Petroleum Products		30.40	45.41
		<u>41,057.33</u>	<u>34,931.03</u>
Less: Excise Duty on Closing Stock		<u>2,401.44</u>	<u>2,080.00</u>
Value of Closing Stock net of Excise Duty		<u>38,655.89</u>	<u>32,851.03</u>
Total		<u>(5,804.86)</u>	<u>5,881.61</u>
Note B - 24: EMPLOYEE BENEFIT EXPENSE			
1 Salaries, Bonus and Commission		4,288.02	4,091.22
2 Remuneration to employees employed by contractors		909.42	808.27
3 Contribution to Provident, Gratuity and other funds		683.12	589.51
4 Workmen and Staff Welfare		130.48	73.81
Total		<u>6,011.04</u>	<u>5,562.81</u>
Note B - 25: FINANCE COSTS			
1 Interest		1,426.29	3,283.23
2 Finance Charges		<u>54.87</u>	<u>49.67</u>
		<u>1,481.16</u>	<u>3,332.90</u>
Note B - 26: OTHER EXPENSES			
1 Administrative Expenses			
a. Repairs to & Maintenance of Buildings		182.33	190.21
b. General Repairs & Maintenance		390.85	247.60
c. Insurance		34.05	37.62
d. Rent		42.27	35.11

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

Particulars	As at 31 st March 2015		As at 31 st March 2014
	Rs. Lakh	Rs. Lakh	Rs. Lakh
Note B - 26: OTHER EXPENSES (contd...)			
1 Administrative Expenses (contd...)			
e. Rates and Taxes		272.24	127.97
f. Bank Charges		3.59	5.08
g. Printing and Stationery		19.89	18.27
h. Travelling		119.95	86.33
i. Motor Car / Other Vehicle Expenses		94.31	76.00
j. Donations		1.60	8.52
k. Bad Debts & Sundry Advance Written Off		3.38	1.05
l. Assets Written Off		—	0.29
m. Provision for Doubtful Debts and Advances		9.87	71.62
n. Directors' Fees		9.00	6.40
o. Payment to Auditors			—
a. Statutory Auditors			
i. As Auditors	5.12		5.12
ii. For Taxation Matters	0.19		0.12
iii. For Company Law Matters	0.10		0.10
iv. Certification & Other Services	2.16		2.62
v. For Reimbursement of Expenses	1.01		0.63
	<u>8.58</u>		<u>8.59</u>
b. Cost Auditors			
i. As Auditors	1.50		1.50
ii. Certification & Other Services	0.10		—
iii. For Reimbursement of Expenses	0.09		0.02
	<u>1.69</u>		<u>1.52</u>
c. Secretarial Auditors			
i. As Auditors	1.50		—
	<u>1.50</u>		<u>—</u>
		11.77	10.11
p. Miscellaneous		<u>277.33</u>	<u>254.07</u>
		1,472.43	1,176.25
2 Selling & Distribution Expenses			
1 Freight, Insurance, etc. on outward consignments		471.11	380.58
2 Commission to selling agents & representatives		285.51	128.02
3 Advertisements		<u>129.43</u>	<u>188.72</u>
		<u>886.05</u>	<u>677.32</u>
Total		<u>2,358.48</u>	<u>1,853.57</u>

Notes to Financial Statements for the year ended 31-03-2015**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-L15421PN193/PLC006738) 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 Kalburgi 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 XIV to the Companies Act, 1956, till 31-03-2014 and
 - As per the provisions of Schedule II to the Companies Act, 2013, from 01-04-2014.

Consequently, with effect from 01-04-2014:

- i. the carrying value of assets is now depreciated over their remaining useful lives,
- ii. where the remaining useful life of an asset is Nil as on 01-04-2014, carrying value has been adjusted against opening reserves amounting to Rs. 37.43 lakh (net of tax), in accordance with transitional provision of Schedule II.
- iii. on account of above change, depreciation expense for the year ended 31-03-2015 is lower by Rs. 588.74 lakh.

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.

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 Project 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.

ii. Defined Benefit Plans

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.

iii. 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 II(b) above.

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

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 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 31-03-2015

Particulars	Financial Year 2014-15 Rs. Lakh	Financial Year 2013-14 Rs. Lakh
Note D: Other Information		
1	Contingent Liabilities not provided for	
a.	Claims against the Company not acknowledged as debts	
b.	355.07	372.20
c.	222.72	15.74
d.	6,500.00	5,349.02
2	4,657.94	9,036.41
<p>Disputed Liability in respect of Cane Price for the Season 2013-14 Reference is invited to Note No. C-2 to the 74th Annual Report for the financial year ended 31-03-2014. Sugarcane price fixed under the Karnataka Sugarcane (Regulation of Purchase & Supply) Act, 2013 at Rs. 2,500 per MT, is under challenge before the Hon'ble High Court of Karnataka. Necessary provision, if required, for payment of balance amount aggregating to Rs. 2,634.51 lakh over and above the payment of Rs. 2,300 per MT already made in case of Ugar Unit; and Rs. 2,023.43 lakh over and above the payment of Rs. 2,000 per MT already made in case of Jewargi Unit, will be made on final resolution of the issue, as the Government has agreed to take action, only by conducting a meeting after April 2015, which is not yet held.</p>		
3	Commitments	
a.	Estimated amounts of contracts remaining to be executed on capital account	
b.	Excise Duty Liability in respect of 100% EOU for non-fulfilment of export obligation	
	137.68	153.04
	63.69	78.72
4	Value of imports calculated on CIF basis	
	Machinery Spares	
	0.22	7.90
5	Expenditure in foreign currency	
a.	Travelling	
b.	IML Essences	
c.	Subscription	
d.	Service Charges	
	14.65	6.39
	0.04	0.08
	1.21	-
	-	4.32
6	Earnings in foreign currency	
	FOB Value of Exports	
	-	-
7	Amount of borrowing costs capitalised during the period	
	-	-
8	Earning per share	
a.	Profit after tax as per the Profit & Loss Account	
b.	Weighted average of No. of Shares	
c.	Earnings per share of Re.1	
	(325.05)	(2,975.87)
	11,25,00,000	11,25,00,000
	(0.29)	(2.65)

Particulars	Financial Year 2014-15 Rs. Lakh	Financial Year 2013-14 Rs. Lakh
Note D: Other Information (contd...)		
9 Future Minimum Lease Rentals in respect of Buildings		
a. Given on operating lease		
i. Receivable within one year	4.97	7.80
ii. Receivable between one year and five years	3.74	13.40
iii. Receivable after five years	18.59	13.79
b. Taken on operating lease		
i. Payable within one year	21.94	21.09
ii. Payable between one year and five years	6.70	27.66
iii. Payable after five years	-	-
10 Value of Imported and Indigenous Raw Material Consumed and percentage thereof to total consumption		
a. Value		
Imported	0.04	0.08
Indigenous	51,567.34	40,816.90
b. Percentage of Imported and Indigenous Raw Material consumed to total consumption		
Imported	Negligible	Negligible
Indigenous	Nearly 100%	Nearly 100%
11 Value of Raw Material Consumed in Note B-21 includes additional cane price relating to earlier season/s	3,045.01	-
12 Segment Reporting		
I. Primary Segment Information (Business Segments)		
Revenue		
External Sales		
Sugar	52,136.38	53,923.47
Electricity	4,130.75	3,585.35
Industrial Alcohol	3,387.45	1,656.72
Potable Alcohol	4,992.90	5,060.49
Total	<u>64,647.48</u>	<u>64,226.03</u>
Other Operating Income		
Sugar	<u>562.50</u>	<u>-</u>
	65,209.98	64,226.03
Inter-segment Sales		
Sugar	8,954.08	8,061.74
Electricity	7,111.19	7,168.59
Industrial Alcohol	2,016.07	1,951.20
Total	<u>18,081.34</u>	<u>17,181.53</u>
Total Revenue		
Sugar	61,652.96	61,985.21
Electricity	11,241.94	10,753.94
Industrial Alcohol	5,403.52	3,607.92
Potable Alcohol	<u>4,992.90</u>	<u>5,060.49</u>
Total	<u>83,291.32</u>	<u>81,407.56</u>

Particulars	Financial Year 2014-15 Rs. Lakh	Financial Year 2013-14 Rs. Lakh
Note D: Other Information (contd.)		
12 Segment Reporting (contd...)		
I. Primary Segment Information (Business Segments) (contd...)		
Segment Results (Gross)		
Sugar	187.95	99.08
Electricity	2,517.38	1,789.64
Industrial Alcohol	812.74	(384.29)
Potable Alcohol	423.52	1,029.73
Total	3,941.59	2,534.16
Unallocated Corporate Expenses	3,390.27	2,951.82
Operating Profit	551.32	(417.66)
Finance Charges	1,481.16	3,332.90
Other Income	343.48	995.11
Profit from Ordinary Activities	(586.36)	(2,755.45)
Exceptional Items	-	-
Profit before tax	(586.36)	(2,755.45)
Segment Assets		
Sugar	49,993.91	46,522.93
Electricity	7,047.39	6,191.65
Industrial Alcohol	2,118.43	2,058.74
Potable Alcohol	2,223.44	2,668.70
Total	61,383.17	57,442.02
Add: Unallocated Corporate Assets	3,514.45	5,042.56
	64,897.62	62,484.58
Segment Liabilities		
Sugar	26,640.70	18,135.75
Electricity	233.71	169.65
Industrial Alcohol	68.55	40.29
Potable Alcohol	400.07	394.44
Total	27,343.03	18,740.13
Add: Unallocated Corporate Liabilities	29,259.21	35,086.59
	56,602.24	53,826.72
Capital Expenditure		
Sugar	2,330.45	428.66
Electricity	217.76	22.04
Industrial Alcohol	18.54	210.74
Potable Alcohol	7.76	-
Total	2,574.51	661.44

Particulars	Financial Year 2014-15 Rs. Lakh	Financial Year 2013-14 Rs. Lakh
-------------	---------------------------------------	---------------------------------------

Note D: Other Information (contd...)

12 Segment Reporting (contd...)

I. Primary Segment Information (Business Segments) (contd...)

Depreciation and Amortisation

Sugar	884.21	1,267.73
Electricity	346.45	969.24
Industrial Alcohol	133.25	156.92
Potable Alcohol	18.23	13.37
Total	1,382.14	2,407.26

Non-cash expenses other than depreciation

Sugar	9.87	0.24
Electricity	-	-
Industrial Alcohol	-	-
Potable Alcohol	-	-
Total	9.87	0.24

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 31-03-2015

Particulars	Financial Year 2014-15 Rs. Lakh	Financial Year 2013-14 Rs. Lakh
-------------	---------------------------------------	---------------------------------------

Note D: Other information (contd...)

13 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	34.65	34.20
Employer's contribution to Pension Scheme	130.14	117.32

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	7.77%	8.50%
Rate of increase in compensation	6.00%	6.00%
Rate of return (expected) on plan assets	9.00%	9.30%
Expected average remaining service	12.67	12.92

II. Changes in present value of obligations (PVO):

PVO at the beginning of the period	2,411.46	2,237.97
Interest Cost	196.24	175.84
Current Service Cost	263.62	255.79

Particulars	Financial Year 2014-15 Rs. Lakh	Financial Year 2013-14 Rs. Lakh
Note D: Other Information (contd...)		
13 Disclosure with respect to AS-15 (contd...)		
Past Service Cost (non vested cost)	-	-
Past Service Cost (vested cost)	-	-
Benefits Paid	(187.13)	(84.46)
Benefit Directly Paid By Company	(18.44)	(28.22)
Actuarial (gain) / loss on obligation	(93.08)	(145.46)
PVC at the end of the period	2,572.67	2,411.46
III. Change in fair value of plan assets		
Fair Value of Plan Assets at the beginning of the period	1,325.77	1,201.02
Adjustment to Opening Balance	(5.34)	(0.70)
Expected Return on Plan Assets	123.81	112.35
Contributions	40.11	99.93
Benefit Paid	(18.44)	(84.46)
Actuarial gain / (loss) on plan assets	(5.51)	(2.37)
Fair Value of Plan Assets at the end of the period	1,460.40	1,325.77
IV. Fair Value of Plan Assets		
Fair Value of Plan Assets at the beginning of the period	1,325.77	1,201.02
Adjustment to Opening Balance	(5.34)	(0.70)
Actual Return on Plan Assets	118.30	109.98
Contributions	40.11	99.93
Benefit Paid	(18.44)	(84.46)
Fair Value of Plan Assets at the end of the period	1,460.40	1,325.77
Funded Status	(1,112.25)	(1,085.68)
Excess of actual over estimated return on Plan Assets	(5.51)	(2.37)
V. Experience History		
(Gain) /Loss on obligation due to change in Assumption	125.67	(72.95)
Experience (Gain) / Loss on obligation	(218.75)	(72.52)
Actuarial Gain (Loss) on plan of assets	(5.51)	(2.37)
VI. Actuarial Gain / (Loss) Recognized		
Actuarial Gain / (Loss) for the period (Obligation)	93.08	145.46
Actuarial Gain / (Loss) for the period (Plan Assets)	(5.51)	(2.37)
Total Gain / (Loss) recognized for the period	87.57	143.09
Actuarial Gain / (Loss) recognized for the period	87.57	143.09
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)	-	-

Particulars	Financial Year 2014-15 Rs. Lakh	Financial Year 2013-14 Rs. Lakh
Note D: Other Information (contd..)		
13 Disclosure with respect to AS-15 (contd...)		
VIII. Amounts to be recognized in the balance sheet and statement of profit & loss		
PVO at the end of the period	2,572.67	2,411.46
Fair Value of Plan Assets at the end of the period	1,460.40	1,325.77
Funded Status	(1,112.25)	(1,085.68)
Unrecognized Actuarial Gain / (Loss)	-	-
Unrecognized Past Service Cost (non vested benefits)	-	-
Net Asset / (Liability) recognized in the balance sheet	(1,112.25)	(1,085.68)
IX. Expense recognized in the statement of profit & loss		
Current Service Cost	263.62	255.79
Interest Cost	196.23	175.84
Past Service Cost (non vested benefits)	-	-
Past Service Cost (vested benefits)	-	-
Unrecognized Past Service Cost (non vested benefits)	-	-
Expected Return on Plan Assets	(123.81)	(112.35)
Net Actuarial (Gain) / Loss recognized for the period	(87.57)	(143.09)
Expense recognized in the statement of profit and loss	248.47	176.19
X. Movements in the Liability recognized in Balance Sheet		
Opening Net Liability	1,085.68	1,036.95
Adjustment to Opening Balance	5.34	0.70
Expenses as above	248.47	176.19
Benefit Directly Paid By Company	(187.13)	(28.23)
Contribution Paid	(40.11)	(99.93)
Closing Net Liability	1,112.25	1,085.68

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 31-03-2015

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 Theatres Pvt.Ltd.,	Associate Company
ii. Ugar Quality Packaging Pvt. Ltd.,	Associate Company
iii. 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 Prafulla Vinayak Shirgaokar	Executive Vice Chairman (Exc. VC)
ii. Shri Shishir Suresh Shirgaokar	Managing Director (MD)
iii. Shri Niraj Shishir Shirgaokar	Joint Managing Director (Jt. MD)
iv. Shri Chandan Sanjeev Shirgaokar	Joint Managing Director (Jt. MD)

2. Relatives of Key Management Personnel	
Names of the transacting parties	Nature of Relationship
i. Shri. Rajendra Vinayak Shirgaokar	Chairman & Mentor (C&M) & Brother of Exc. VC and father of Director Shri Sachin Shirgaokar
ii. Sou. Smita Prafulla Shirgaokar	Wife of Exc. VC
iii. Sou. Vinita Mahesh Samant	Daughter of Exc.VC
iv. Sou. Shilpa Naval Kumar	Daughter of Exc.VC
v. Sou. Sindhu Vijay Dalvi	Sister of C&M & Exc.VC
vi. Sou. Savita Shishir Shirgaokar	Wife of MD
vii. Sou. Asawari Niraj Shirgaokar	Wife of Jt. MD -Shri. Niraj Shishir Shirgaokar
viii. Shri. Arjun Niraj Shirgaokar	Son of Jt. MD -Shri. Niraj Shishir Shirgaokar
ix. Kum. Anjini Niraj Shirgaokar	Daughter of Jt. MD -Shri. Niraj Shishir Shirgaokar
x. Sou. Puja Hrishikesh Pusalkar	Daughter of MD
xi. Sou. Rekha Rajnikant Khedekar	Sister of MD
xii. Sou. Chitra Arun Dalvi	Sister of MD
xiii. Smt. Radhika Sanjeev Shirgaokar	Mother of Jt.MD-Shri. Chandan Shirgaokar and Director Shri Sohan Shirgaokar
xiv. Sou. Geetali Chandan Shirgaokar	Wife of Jt.MD-Shri. Chandan Sanjeev Shirgaokar
xv. Shri. Sachin Rajendra Shirgaokar	Director and son of C&M
xvi. Shri. Sohan Sanjeev Shirgaokar	Director and Brother of Jt.MD-Shri. Chandan Sanjeev Shirgaokar

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

NOTE D: Other Information (contd...)

14 Disclosure of Related Parties and Related Party Transactions (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.	C&M, Exc.VC,MD, JLMDs & Directors Shri. Sachin & Sohan Shirgaokar are Directors
ii. Shantaram Machineries Pvt. Ltd.	Exc.VC, MD & Directors Shri. Sachin & Sohan Shirgaokar are Directors
iii. Sangli Fabricators Pvt Ltd	MD, JLMD- Shri Chandan Shirgaokar & Director Sachin Shirgaokar are Directors
iv. Tara Tiles Pvt Ltd.	Exc.VC, MD & Director Shri Sachin Shirgaokar are Directors
v. Ugar Pipe Industries Pvt. Ltd.	Exc.VC,MD & JLMD- Shri Chandan Shirgaokar are Directors
vi. Vinayak Shirgaokar Investments Pvt. Ltd.	Exc.VC, JLMD- Shri Chandan Shirgaokar & Director Shri Sachin Shirgaokar are Directors
vii. D.M. Shirgaokar Investments Pvt. Ltd.	Exc.VC, MD & Directors Shri. Sachin & Shri Sohan Shirgaokar are Directors
viii. Prafulla Shirgaokar Investments Pvt. Ltd.	Exc.VC, Wife of Exc.VC & Director Shri Sohan Shirgaokar are Directors
ix. Mohan Shirgaokar Investments Pvt. Ltd.	C&M, Exc.VC, MD, Wife of MD & Wife of JLMD- Shri Niraj Shirgaokar are Directors.
x. Shishir Shirgaokar Investments Pvt. Ltd.	MD, Wife of MD, MD's son's wife and Director Shri Sachin Shirgaokar are Directors
xi. Prabhakar Shirgaokar Investments Pvt. Ltd.	Exc.VC & MD are Directors
xii. Suresh Shirgaokar Investments Pvt. Ltd.	C&M, MD & JLMD Shri Chandan Shirgaokar and Director Shri Sachin Shirgaokar are Directors
xiii. Sanjeev Shirgaokar Investments Pvt. Ltd.	JLMD Shri Chandan Shirgaokar, his Mother and Directors Shri. Sachin Shirgaokar and Shri Sohan Shirgaokar are Directors
xiv. Synergy Green Industries Pvt. Ltd.	C&M, Exc.VC, JLMDs and Directors Shri. Sachin Shirgaokar and Shri Sohan Shirgaokar are Directors

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

NOTE D: Other Information (contd...)

14. 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	
		2014-15 Rs. Lakh	2013-14 Rs. Lakh	2014-15 Rs. Lakh	2013-14 Rs. Lakh	2014-15 Rs. Lakh	2013-14 Rs. Lakh	2014-15 Rs. Lakh	2013-14 Rs. Lakh	2014-15 Rs. Lakh	2013-14 Rs. Lakh
1	Remuneration Paid / Commission	—	—	219.29	211.56	—	—	—	—	219.29	211.56
2	Sitting Fees	—	—	—	—	3.30	1.40	—	—	3.30	1.40
3	Purchase of Sugarcane	—	—	5.68	10.96	0.81	8.23	—	—	6.49	19.19
4	Purchase of Plant and Machinery	—	—	—	—	—	—	529.20	161.47	529.20	161.47
5	Purchase of Other Items	—	15.63	—	—	—	—	—	—	—	15.63
6	Sales - Others / Consultancy	—	0.45	—	—	—	—	40.11	47.94	40.11	48.39
7	Deposits Received	—	—	—	53.02	—	158.49	—	1.30	—	212.81
8	Exempted Deposits from Directors	—	—	58.02	—	101.19	—	—	—	159.21	—
9	Deposits Refunded	—	—	53.02	49.82	157.36	151.63	1.30	1.30	211.68	202.75
10	Interest Paid	—	—	4.38	5.22	15.03	15.28	0.07	0.13	19.49	20.63
11	Dividend Received	0.22	0.46	—	—	—	—	—	—	0.22	0.46
12	Dividend Paid	—	—	—	3.65	—	11.99	—	72.08	—	87.72
13	Consultancy / Repairs / Others	—	—	—	—	—	—	234.48	26.09	234.48	26.09
14	Rent Received	—	—	—	—	—	—	—	—	—	—
15	Warehousing Charges/ Rent Paid	3.76	3.67	—	—	44.16	36.42	—	—	47.92	40.09
16	Advance against Capital Orders	—	—	—	—	—	—	—	100.00	—	100.00
17	Outstanding Balances as on 31-03-2015										
	Payables	2.00	13.94	73.92	23.40	102.95	159.89	19.50	2.39	198.37	199.42
	Receivables	—	339.75	—	—	0.04	0.04	33.08	128.02	33.12	467.81

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

NOTE D: Other Information (contd...)

15. 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 31-03-2015:

Description	31/03/2015 Rs. Lakh	31/03/2014 Rs. Lakh
i. Principal amount remaining unpaid to such suppliers as at the year end	3.38	12.50
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	—	—

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

Name of the Company	Loans & Advances		Investments	
	Amount Outstanding as at 31/03/2015 Rs. Lakh	Maximum Balance Outstanding during the year Rs. Lakh	(in Equity Shares) Amount Outstanding as at 31/03/2015 Rs. Lakh	(in Preference Shares) Amount Outstanding as at 31/03/2015 Rs. Lakh

Associates

i. Ugar Theatres Private Limited	2.00	3.16	3.64	—
ii. Ugar Consultancy Ltd.	—	10.78	2.43	—
iii. Ugar Quality Packaging Pvt. Ltd.	—	—	31.25	100.00

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

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

18. 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

Shishir S. Shirgaokar
Exe. VC (DIN-00166189)

Niraj S. Shirgaokar
MD (DIN-00254525)

R. V. Desurkar
GM-Finance

Chandan S. Shirgaokar
MD (DIN-00208200)

B. G. Kulkarni
GM-Corp. Aff. & Co. Sec.

Place: Pune
Date: 29-05-2015

CIN: L15421PN1939PLC006738

Name of the company: The Ugar Sugar Works Limited

Registered office: Mahaveer Nagar (Wakhar Bhag), Sangli – 416 416.

ATTENDANCE SLIP FOR 75th ANNUAL GENERAL MEETING

To be Held on Friday, the 25th September, 2015 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 75th Annual General Meeting of the Company to be held on Friday, the 25th September, 2015 at 11.00 a.m. at Deccan Manufacturers Association, Madhav Nagar Road, Sangli 416 416 and at any adjournment thereof.

Shareholder/ Proxy's Signature: _____



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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 75th Annual general meeting of the company, to be held on Friday, the 25th day of September, 2015 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	To receive, consider and adopt Financial Statements of the Company for the year ended March 31, 2015, and the reports of the Board of Directors and Auditors thereon
2	To appoint a Director in place of Shri. P. V. Shirgaokar who retires by rotation and being eligible, offers himself for re-appointment.
3	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	
4.	To appoint Mrs. Shilpa Kumar as a Woman Director liable to retire by rotation
5.	To appoint Shri. V. Balsubramanian as an Independent Director of the Company not liable to retire by rotation
6	To appoint Dr. M.R. Desai as an Independent Director of the Company not liable to retire by rotation
7	To consider and ratify the remuneration payable to Cost Auditor

Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)



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 1991	7,816.78	313.62	737.07	20%	8,98,218	10,38,510
2 1992	10,085.33	348.17	816.27	20%	10,17,008	12,31,045
3 1993	10,232.46	402.13	835.98	20%	8,76,537	10,87,222
4 1994	11,978.27	427.93	797.40	20%	7,61,186	9,56,730
30th September						
5 1995	19,870.41	631.03	1,578.93	30%	11,78,846	14,46,350
6 1996	18,768.07	1,079.24	1,579.08	22.5%	13,93,790	15,37,975
7 1997	16,651.47	1,308.91	2,477.41	22.5%	9,47,340	11,05,039
8 1998	20,254.77	1,476.68	5,351.66	22.5%	11,30,355	13,10,645
9 1999	22,895.62	1,931.81	6,064.17	25%	13,99,603	15,51,260
10 2000	26,681.52	2,714.81	6,519.12	30%	14,25,023	17,16,100
11 2001	25,464.73	4,113.77	5,818.56	35%	11,89,443	14,82,057
12 2002	23,511.06	3,609.39	8,666.63	10%	12,22,416	14,32,455
13 2003	24,575.99	3,489.30	7,968.82	Nil	14,67,798	17,24,490
14 2004	20,287.75	4,201.60	8,043.91	30%	8,37,383	8,76,430
15 2005	29,822.75	4,815.51	7,402.30	20%	10,46,480	11,63,180
16 2006	48,197.14	5,402.95	10,664.00	20%	18,76,166	21,87,595
31st March						
17 2007	30,569.86	5,579.49	16,762.13	Nil	16,68,394	19,40,351
18 2008	38,257.74	6,513.81	21,241.75	20%	19,49,390	22,11,445
19 2009	41,556.72	9,246.67	21,581.40	25%	13,19,427	14,68,445
20 2010	56,651.44	7,243.02	19,615.01	Nil	15,75,618	17,86,430
21 2011	63,331.97	7,644.60	17,524.51	Nil	17,16,325	19,40,680
22 2012	66,306.29	9,026.96	15,721.77	25%	19,43,592	22,51,160
23 2013	72,331.18	10,508.73	17,603.82	20%	15,03,593	15,83,700
24 2014	65,221.14	7,532.86	15,990.48	Nil	17,24,930	19,56,070
25 2015	65,553.46	7,170.38	17,146.16	Nil	20,07,570	23,09,560

Notes:

- 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.
- 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.
- Dividend for the year ended 30-09-1995 includes interim dividend.
- 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.
- 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, 2013-14 and 2014-15 includes figures of Jewargi unit.

