

The Ugar Sugar Works Limited

CIN: L15421PN1939PLC006738

74TH ANNUAL REPORT 2013-14

BOARD OF DIRECTORS

(As on 23rd May, 2014)

Sr. No.	Name	Designation
1.	Shri. R. V. Shirgaokar	Chairman & Mentor
2.	Shri. P. V. Shirgaokar	Executive Vice Chairman
3.	Shri. V. Balasubramanian I.A.S. (Retired)	Non Executive Director
4.	Dr. M. R. Desai	Non Executive Director
5.	Shri. S. N. Inamdar	Non Executive Director
6.	Shri. M. G. Joshi	Non Executive Director
7.	Shri. D. B. Shah	Non Executive Director
8.	Shri. Rakesh Kapoor	Non Executive Director
9.	Shri. Deepak Ghaisas	Non Executive Director
10.	Shri. Sachin R. Shirgaokar	Non Executive Director
11.	Shri. Sohan S. Shirgaokar	Non Executive Director
12.	Shri. Shishir S. Shirgaokar	Managing Director
13.	Shri. Niraj S. Shirgaokar	Joint Managing Director
14.	Shri. Chandan S. Shirgaokar	Joint 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 Landmark, Roy Road, Tilakwadi,
Belgaum: 590 006
Phone: 0831-2429306

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Registered Office:

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

Registrar & Transfer Agent:

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

Administrative Office:

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

CIN: L15421PN1939PLC006738

e-mail: helpdesk@ugarsugar.com

website: www.ugarsugar.com

Plants: Ugar Khurd and Malli (Jewargi).

Bankers

Central Bank of India
Bank of Baroda

Bank of India
Union Bank of India

ANNUAL GENERAL MEETING

**FRIDAY, THE 26TH DAY OF SEPTEMBER, 2014 AT 11.00 A.M. AT
RAJMATI BHAVAN, NEMINATH NAGAR, SANGLI - 416 415.**

THE UGAR SUGAR WORKS LIMITED

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

NOTICE

NOTICE is hereby given that Seventy Fourth Annual General Meeting of THE UGAR SUGAR WORKS LIMITED will be held on Friday, the 26th day of September, 2014 at 11.00 a.m., at Rajmati Bhavan, Neminath Nagar, Sangli – 416 415 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2014 and the Statement of Profit and Loss Account 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. R V Shirgaokar (DIN No. 00542644) 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 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri. Rakesh Kapoor (DIN No. 00015358), who was appointed by the Board of Directors of the Company as an Additional Director on 29th January, 2014, 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 Shri. Rakesh Kapoor, for the office of Independent Director, being eligible, be and is hereby appointed as an Independent Director of the Company for a period of 5 years, not 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri. Deepak Ghaisas (DIN No. 00001811), who was appointed by the Board of Directors of the Company to fill the causal vacancy caused by the resignation of Shri A. B. Kage (DIN No. 00323526) as an Additional Director on 23rd May, 2014 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 Shri. Deepak Ghaisas, for the office of Independent Director, being eligible, be and is hereby appointed as an Independent Director of the Company for a period of 5 years, not liable to retire by rotation.”

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 152 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules, Shri. Sachin Rajendra Shirgaokar (DIN No- 01512497), who was appointed by the Board of Directors of the Company as an Additional Director on 29th January, 2014, to fill the casual vacancy caused by the death of Shri Sanat Shirgaokar (DIN No. 00208235) 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 Shri. Sachin Rajendra Shirgaokar, for the office of Director, being eligible, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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 152 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules, Shri. Sohan Sanjeev Shirgaokar (DIN No. 00217631), who was appointed by the Board of Directors of the Company as an Additional Director on 29th January, 2014, 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 Shri. Sohan Sanjeev Shirgaokar, for the office of Director, being eligible, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“Resolved that, pursuant to the provisions of section 196 (3) (a) of the Companies Act, 2013 read with relevant Rules, and other applicable provisions, if any, the Company hereby accords its approval to the continuation of services of Shri. Prafulla Vinayak Shirgaokar (DIN No. 00151114), as Executive Vice Chairman of the Company beyond the age of 70 years for the remaining period of his appointment i.e. up to 31st March, 2015. All other terms and conditions of the original appointment remain unchanged.”

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

“Resolved that, pursuant to the provisions of section 196 (3) (a) of the Companies Act, 2013 read with relevant Rules, and other applicable provisions, if any, the Company hereby accords its approval to the continuation of services of Shri. Shishir Suresh Shirgaokar (DIN No. 00166189) as Managing Director of the Company beyond the age of 70 years for the remaining period of his appointment from 16th January, 2015 to 31st March, 2015. All other terms and conditions of the original appointment remain unchanged.”

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

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

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

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

"Resolved that, pursuant to the provisions of section 148 of the Companies Act, 2013 and the relevant rules, Shri. Vikas Vinayak Deodhar, Practicing Cost Accountant, Mumbai, Membership No. 3813 who was appointed by the Board of Directors of the Company in their meeting held on 23rd May, 2014, as a Cost Auditor, to audit the cost records, as may be ordered by the Central Government, on a remuneration of Rs. 1,50,000 (Rupees One Lakh Fifty Thousand only) plus reimbursement of out of pocket expenses plus Service Tax as applicable, for the Financial Year 2014-15, subject to the ratification of general body, is hereby ratified."

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

RESOLVED THAT in supersession of the resolution passed under section 293(1)(d) of the Companies Act, 1956, at 66th Annual General Meeting held on 24th March, 2007, and pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended or re-enacted from time to time, consent of Members be and is hereby accorded to and authority be conferred upon the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted to exercise its powers including the powers conferred by this resolution) for borrowing any sum / sums of monies, for and on behalf of the Company, from time to time, which together with the monies, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not been set apart for any specific purpose, provided that the total amount upto which the monies may be so borrowed by the Board and outstanding at any one time, shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, writings, documents, agreements, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

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

RESOLVED THAT in supersession of the resolution passed under section 293(1)(a) of the Companies Act, 1956 at 66th Annual General Meeting held on 24th March, 2007 and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended or re-enacted from time to time, consent of the Members be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted to exercise its power including the powers conferred by this resolution) of such mortgages, charges and hypothecation as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, to and in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as "Lending Agencies"), to secure rupee term loans, foreign currency loans and other instruments (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) of an outstanding aggregate value not exceeding Rs. 500 crores (Rupees Five Hundred Crores) together with interest thereon in excess of the

aggregate of the paid up share capital of the Company and its free reserves at the agreed rates, further interest, liquidated damages, costs, charges, expenses, premium payable on pre-payment, and all other money payable by the Company to the Lending Agencies under their respective Agreements / Loan Agreements entered or to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution."

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

Place : Pune
Date : 23-05-2014

B. G. Kulkarni
GM Corporate Affairs & Company Secretary

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 15th September, 2014 to 26th September, 2014 (both days inclusive).
3. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 (previously 173(2) of the Companies Act 1956), in respect of Special Business specified under item No. 4 to 13 of the Notice is annexed hereto.
4. Members are requested to notify promptly any change in their addresses to the RTA/Company.
5. The members are requested to bring their copies of Annual Report along with them to the Annual General Meeting.
6.
 - i) The members who have not yet encashed their dividend warrants for the years 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 and 2010-11.)
 - 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 dividends for the financial year ended 2005-06 amounting to Rs. 550,386 have been transferred to the Investor Education and Protection Fund on 24-03-2014 vide SRN – C00104406.
7. Members are requested to quote their folio number/s or Client ID in all correspondence with the Company.
8. SEBI, vide its Circular dated 20th May, 2009, has clarified that, it shall be mandatory for the transferee (s) of shares of the Listed Companies, in physical form, to furnish copy of PAN Card to the Company/ RTA for registration of transfer of shares, for securities market transactions and off market / private transactions involving shares.

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

10. 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 Secretaries (ACS 28983) as Scrutinizers.

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 20th September, 2014 (10:00 am) and ends on 22nd September, 2014 (6:00 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 (record date) of 15th August, 2014, 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, 15th August, 2014.
- 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 15th August, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- VIII. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the 74th Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ugarsugar.com and on the website of NSDL within two(2) days of passing of the resolutions at the 74th Annual General Meeting of the Company on 26th September, 2014 and communicated to the both NSE and BSE Limited.
1. 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 between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the 74th Annual General Meeting of the Company.

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 13 mentioned in the accompanying Notice dated 23rd May, 2014 and should be taken as forming part of it.

Item 4:

Shri. Rakesh Kapoor (DIN NO- 00015358) was appointed as an Additional Director on the Board, in its meeting held on 29th January, 2014. He will be appointed as an Independent Director, not liable to retire by rotation.

Brief Resume:

A dynamic Techno-Finance Professional with strong experience of 26 years in financial service sector and 10 years in corporate sector. He is a B.Sc. (Hons. Chemistry) from Hinduja College, University of Delhi, Post Graduate Diploma in Sugar Technology from National Sugar Institute, Kanpur. He has worked with various Government Finance Authorities, Committees including IFCI LTD, IFCI Factors Ltd. He was holding the post of Managing Director of IFCI Factors Ltd., at the time of his retirement. He holds NIL Shares in the Company as on 31st March, 2014.

Nature of his expertise in specific functional areas;

- 1) Fund Raising
- 2) Factoring services
- 3) Project Technologists & Appraisal
- 4) Finance Policies & framework.

Names of companies in which the person also holds the directorship and the membership of Committees of the Board :

- 1) Director of Raunaq Automotive Components Ltd.

There is no Committee Membership held by the appointee.

Shareholding in The Ugar Sugar Works Ltd. – NIL

Disclosure of relationships between directors – Not Applicable.

Keeping in view his vast experience and knowledge it will be in the interest of the company that Shri. Rakesh Kapoor (DIN No. 00015358) is appointed as an Independent Director.

The Directors, Key Managerial Personnel or their relatives are no 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.

Item 5:

Shri. Deepak Ghaisas, (DIN No. 00001811) was appointed as an Additional Director on the Board, in its meeting held on 23rd May, 2014 to fill the casual vacancy caused by the resignation of Shri. A. B. Kage. He will be appointed as an Independent Director, not liable to retire by rotation.

Brief Resume:

Mr. Deepak Ghaisas, age 55 years, is a qualified Chartered Accountant, Cost Accountant and Company Secretary. He leads strategy development, visioning and conceptualisation of breakthrough business models for Gencoval Group, his new venture in Healthcare and Bio Tech. Prior to Gencoval, he has served as the Vice Chairman of Oracle Financial Services Software Limited (formerly known as i-Flex Solutions Limited, India). It was his strategic, financial and operational acumen that drove the company into a true Indian multinational. Mr. Ghaisas is the first Indian CFO to be felicitated with the prestigious CFO Asia award.

Nature of his expertise in specific functional areas;

- 1) Strategic Developments
- 2) Financial Management
- 3) Cost Analyst
- 4) Compliance Management

Names of companies in which the person also holds the directorship and the membership of Committees of the Board :

- 1) Sarvatra Technologies Pvt. Ltd.
- 2) USV Ltd.
- 3) Shoppers Stop Ltd.
- 4) Gencoval Strategic Services Pvt. Ltd.
- 5) GCV Life Pvt. Ltd.
- 6) Stemade Biotech Pvt. Ltd.
- 7) Chitpavan Foundation
- 8) Hariom Infrafacilities Services Pvt. Ltd.
- 9) HealthBridge Advisors Pvt. Ltd.
- 10) Hypercity Retail (India) Ltd.
- 11) Healthy Sleep Solutions India Pvt. Ltd.
- 12) Cogencis Information Services Ltd.

Shareholding in The Ugar Sugar Works Ltd. – NIL

Keeping in view his vast experience and knowledge it will be in the interest of the company that Shri. Deepak Ghaisas (DIN No. 00001811) is appointed as an Independent Director.

Disclosure of relationships between directors – Not Applicable.

The Directors, Key Managerial Personnel or their relatives are no 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.