

THE UGAR SUGAR WORKS LIMITED

CIN: L15421PN1939PLC006738

77TH ANNUAL REPORT 2016-17

Name	Designation
Shri. R. V. Shirgaokar	Chairman Emeritus

BOARD OF DIRECTORS (As on 29 th May, 2017)		
Sr. No.	Name	Designation
1	Mr. P. V. Shirgaokar	Chairman
2	Mr. Shishir S. Shirgaokar	Non Executive Director
3	Mr. V. Balasubramanian (I.A.S. Retired)	Independent Director
4	Dr. M. R. Desai	Independent Director
5	Mr. M. G. Joshi	Independent Director
6	Mr. D. B. Shah	Independent Director
7	Mr. Rakesh Kapoor	Independent Director
8	Mr. Deepak Ghaisas	Independent Director
9	Mr. Hari Y. Athawale	Independent Director
10	Mr. Sachin R. Shirgaokar	Non Executive Director
11	Mr. Sohan S. Shirgaokar	Non Executive Director
12	Mrs. Shilpa Kumar	Non Executive Woman Director
13	Mr. Niraj S. Shirgaokar	Managing Director
14	Mr. Chandan S. Shirgaokar	Managing Director

GM Corporate Affairs & Company Secretary Auditors
Compliance Officer

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

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.
 Email: usw.sangli@ugarsugar.com

Registrar & Transfer Agent:

Bigshare Services Pvt. Ltd.
 1st Floor, Bharat Tin Works Building,
 Opp. Vasant Oasis, Makwana Road,
 Marol, Andheri East, MUMBAI – 400 059. (MAH)
 Ph. No. 022-62638200, Fax No. 022-62638299

Administrative Office:

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

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

Plants: Ugar Khurd and Malli (Jewargi)

Bankers

Central Bank of India
 Bank of Baroda

Bank of India
 Union Bank of India

ANNUAL GENERAL MEETING

**MONDAY, THE 25TH DAY OF SEPTEMBER, 2017 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 Seventh Annual General Meeting of THE UGAR SUGAR WORKS LIMITED will be held on MONDAY, the 25th day of September, 2017 at 11.00 a.m, at Deccan Manufacturers Association, Madhav Nagar Road, Sangli-416416 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2017 and the Statement of Profit and Loss Account, Cash Flow Statement for the year ended as on that date and the Reports of the Directors, Report on Corporate Governance and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Sohan. S. Shirgaokar (DIN NO- 00217631) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mrs. Shilpa. N. Kumar (DIN NO- 02404667) who retires by rotation and being eligible, offers herself for re-appointment.
5. **To appoint Auditors M/s. Kirtane & Pandit, Chartered Accountants in the place of retiring Auditors M/s. P.G. Bhagwat, Chartered Accountants:**

“RESOLVED THAT, pursuant to provisions of Section 139,141 and 142, and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s. Kirtane & Pandit, Chartered Accountant**, (Firm Registration No. 105215W) be and is hereby appointed as the Statutory Auditors of the Company in the place of retiring auditors M/s. P. G. Bhagwat, Chartered Accountants, (Firm Registration No. 101118W) and to hold the office from the conclusion of this Annual General Meeting till the conclusion of 82nd Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be determined by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

Special Business:

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

“Resolved that, pursuant to the provisions of section 148 of the Companies Act, 2013 and the relevant rules, Mr. Vikas Vinayak Deodhar, Practising Cost Accountant, Mumbai, (M. No. 3813) who was appointed by the Board of Directors of the Company in their meeting held on 29th May, 2017, as a Cost Auditor, to audit the cost records, as may be ordered by the Central Government, on a remuneration of Rs. 2,30,000 (Rupees Two Lakh Thirty thousand only) plus reimbursement of out of pocket expenses plus Service Tax as applicable, for the Financial Year 2017-18 be and is hereby ratified.”

7. **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 197 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, a sum not exceeding one percent per annum of the net profits of the

Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Non Executive Directors of the Company (other than the Managing Directors) in such amount or proportion and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company, for the year 2016-17.”

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

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

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

B. G. Kulkarni

GM Corporate Affairs & Company Secretary
(F-2805)

Regd. Office: Mahaveer Nagar, Sangli – 416416.

Place : Ugar Khurd

Date : 29-05-2017

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, 2017 to 25th September, 2017 (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. 6, 7 & 8 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, 2011-12, 2012-13 and 2015-16 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, 2010-11, 2013-14, and 2014-15.)
 - ii) Pursuant to the provisions of section 205-A and 205C, of the Companies Act 1956 any dividend remaining unclaimed for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund created by government of India for the benefit of investors. The unclaimed dividend for the financial year ended 2008-09 has already been transferred on 18/10/2016. No dividend was declared during the year 2010-11.
 - iii) The Ministry of corporate Affairs (MCA) has notified the investor Education and protection fund authority (Accounting Audit, Transfer and Refund) Rules, 2016 effective from 07th September 2016 (IEPF Rules 2016). Amongst other things, the rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholder on such shares during the last seven years to the designated suspense Account as prescribed by the IEPF Authority.
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

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and

Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote at the 77th Annual General Meeting (AGM) by electronic means also and the business may be transacted through e-Voting ('remote e-voting') Services provided by National Securities Depository Limited (NSDL). For conducting this e-voting activity in a fair and transparent manner, the Board of Directors have appointed Mr. Abhay R. Gulavani, Practising Company Secretary (ACS 28983) as Scrutinizer.

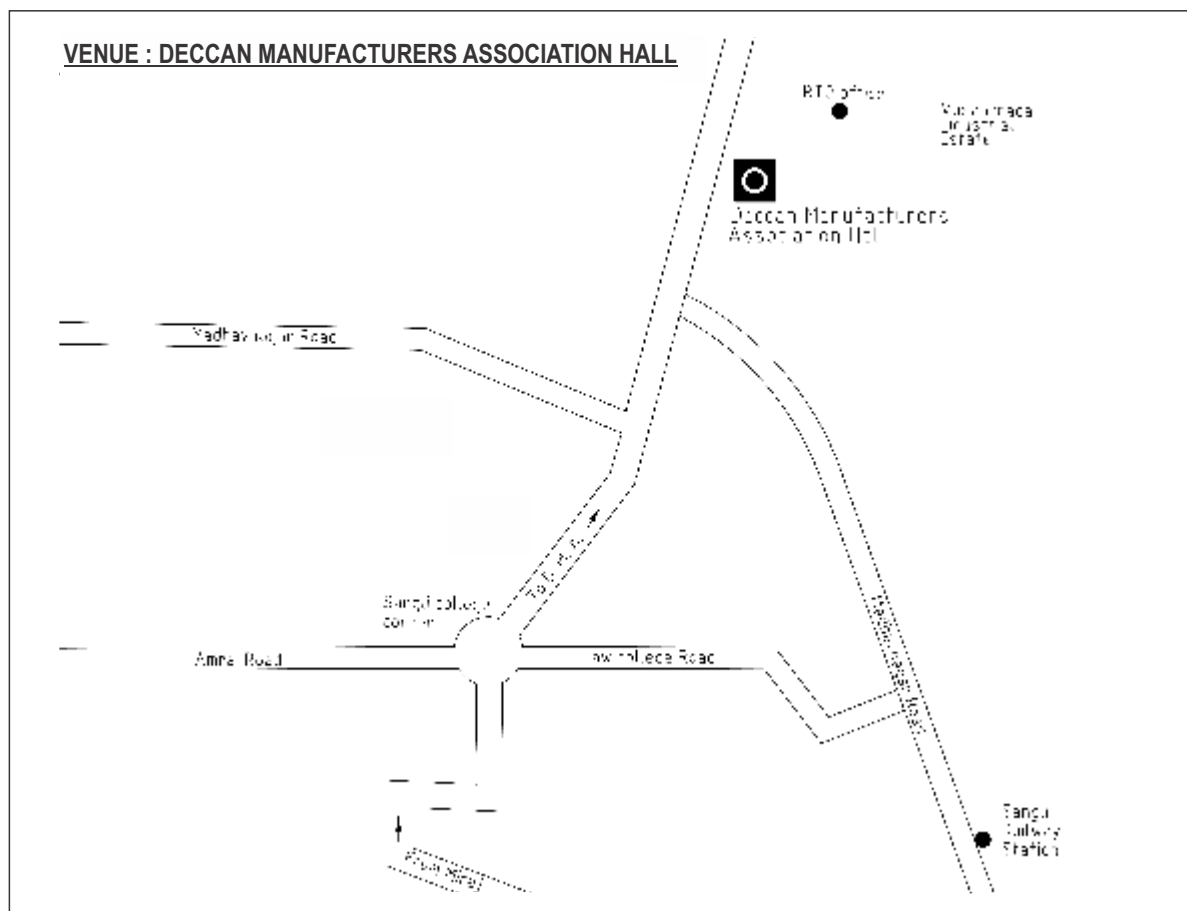
The instructions for e-voting are as under:

- (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. Or contact NSDL at the following toll free no: 1800-222-990.
- 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, 2017 (10:00 am) and ends on 24th September, 2017 (5:00 pm). During this period registered shareholder' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2017, 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, 2017.
- 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, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidate Scrutinizer's Report of the total vote cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- IX. The result shall be declared after the AGM of the Company. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.ugarsugar.com and on the website of NSDL immediately after the result is declared. The company shall simultaneously forward the result to BSE & NSE, where the shares of the Company are listed.

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 77th Annual General Meeting of the Company.

ROAD MAP TO AGM VENUE



ANNEXURE TO NOTICE

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

As required under section 102 of the Companies Act, 2013 the following statement sets out all material facts relating to the Special Business under item Nos. 6 to 8 mentioned in the accompanying Notice dated 29th May, 2017 and should be taken as forming part of it.

Item No. 06:

- Approval / ratification of Remuneration to Cost Auditor :**

The Audit Committee & the Board of Directors in their meeting held on 29th May, 2017, have approved the appointment of Cost Auditor Mr. Vikas V. Deodhar, for the Financial Year 2017-18 on a remuneration of Rs. 2,30,000/- (Rupees Two Lakh Thirty 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.

None of the directors are deemed to be or interested in the resolution.

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

Item No. 07:

- Approval of 1% commission payable to the Non Executive Directors :**

The Board of Directors in their meeting held on 29th May, 2017, have approved the commission payable to the Non Executive Directors in terms of Section 197 of the Companies Act, 2013. As a measure of good governance specific approval of the Members is being sought by means of a special resolution for payment of commission to non-executive Directors up to 1% of the net profit of the company for the year 2016-17.

All the non-executive Directors and their relatives are deemed to be interested in the resolution. Mr. Niraj Shirgaokar MD is interested in commission payable to Shri Shishir Shirgaokar being son. Mr. Chandan Shirgaokar MD is interested in commission payable to Sohan Shirgaokar being brother. Other KMP's are not concerned or intrusted in the resolution.

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

Item No. 08 :

- Acceptance of Deposits :**

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

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

The Directors, Key Managerial Personnel or their relatives are deemed to be concerned or interested, to the extent of deposits to be offered by them in the Item No 08.

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

By order of the Board of Directors,
For **The Ugar Sugar Works Limited**,
B. G. Kulkarni

GM Corporate Affairs & Company Secretary
(F-2805)

Regd. Office: Mahaveer Nagar, Sangli – 416416.

Place : Ugar Khurd
Date : 29-05-2017

DIRECTORS' REPORT

DEAR SHAREHOLDERS,

Your Directors have pleasure in presenting their 77th Annual Report together with the Audited Financial Statements for the period ended 31st March, 2017.

GENERAL :

All India Production of Sugar for the Season 2016-17 is expected to reach 203 Lakh tonnes, as compared to the previous year's production of 251 Lakh tonnes. The Government of India has continued with the decontrol mechanism.

Our total crushing of sugar cane at Ugar and Jewargi, during the season 2016-17 was 9.93 Lakh MT, bagging of Sugar 10.52 Lakh Qtls., and recovery of 10.53% and 8.91% respectively.

FINANCIAL RESULTS :

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

Particulars	31.03.2017 Rs. in Lakh	31.03.2016 Rs. in Lakh
Profit before Depreciation & Amortisation	3,895.88	3,052.65
Depreciation & Amortisation	1,468.39	1,567.98
Profit Before Tax / (Loss) & Exceptional items	2,427.49	1,484.67
Provision for Tax, (including deferred tax adjustment, short provision for tax) / MAT Credit entitlement	84.81	356.39
Profit after Tax / Net Profit / (Loss)	2,342.68	1,128.28
Less:- Provision for Corporate Dividend Tax	---	57.26
Balance of profit brought forward from previous year	(1,966.17)	(3,037.19)
Balance Carried in Profit and Loss Account	376.51	(1,966.17)
Earnings Per Share (EPS)	2.08	1.00

Transfer to Reserve: - No amount has been transferred to Reserve for the financial year 2016-17.

DIVIDEND:

Your directors have recommended payment of dividend @ 20% (i.e. 0.20 per share of Rs.1/-) for the financial year 2016-17.

OPERATIONS:**SUGAR AT UGAR:**

Particulars	Sugar Season 2016-17	<i>Sugar Season 2015-16</i>
Date of beginning of crushing season	10-11-2016	12-11-2015
Date of ending of crushing season	30-01-2017	19-03-2016
Number of Working Days	82	129
Sugar Cane Crushed (Lakh MT)	8.51	15.81
Recovery	10.53%	11.14%
Sugar Produced (Lakh Qtls.)	9.25	17.68

SUGAR AT JEWARGI :

Particulars	Sugar Season 2016-17	<i>Sugar Season 2015-16</i>
Date of beginning of crushing season	10-11-2016	27-11-2015
Date of ending of crushing season	18-01-2017	24-02-2016
Number of Working Days	70	90
Sugar Cane Crushed (Lakh MT)	1.42	2.35
Recovery	8.91%	9.90%
Sugar Produced (Lakh Qtls.)	1.27	2.33

DISTILLERY, IML PRODUCTION & ELECTRICITY GENERATION :

Particulars	Unit	Financial Year 2016-17	<i>Financial Year 2015-16</i>
Rectified Spirit Produced (Lakh BL)	Ugar	87.43	132.06
Denatured Spirit Produced (Lakh BL)	Ugar	37.03	38.05
Potable Alcohol Produced (Lakh BL)	Ugar	70.45	89.14
Electricity Generated (Lakh KW)	Ugar	646.94	1347.06
Electricity Exported (Lakh KW)	Ugar	320.86	730.85
Electricity Generated (Lakh KW)	Jewargi	140.98	334.73
Electricity Exported (Lakh KW)	Jewargi	72.58	228.79

Your Directors expect to procure about 16 to 18 Lakh MT sugarcane at Ugar and Jewargi Units during 2017-18 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.