

**BANNARI AMMAN SUGARS LIMITED**  
**QUARTERLY COMPLIANCES REPORT ON CORPORATE GOVERNANCE**  
**ANNEXURE-I**

Format to be Submitted by listed entity on Quarterly Basis

1 Name of Listed Entity : Bannari Amman Sugars Limited  
2 Quarter ending : 31-Mar-2018  
3 BSE Code : 500041  
3 NSE Code : BANARISUG  
4 ISIN No. : INE459A01010

**I Composition of Board of Directors**

Title (Mr/Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent /Nominee)	Date of Appointment in the Current Term	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	S V BALASUBRAMANIAM	2405	ABEPB2072Q	C & ED	02-Jun-15			1	1	0
Mr.	B SARAVANAN	2927	ADQPS5940J	ED	02-Jun-15			1	0	0
Mr.	E P MUTHUKUMAR	3740	AGTPM5288K	NED,ID	15-Sep-14		5	1	1	0
Mr.	A K PERUMALSAMY	313769	AJIPP6203F	NED,ID	15-Sep-14		5	1	1	0
Mr.	T GUNDAN	624804	AFUPG3998J	NED,ID	15-Sep-14		5	1	2	1
Mr.	M P VIJAYAKUMAR	5103089	ACBPV9502B	NED,ID	15-Sep-14		5	1	2	1
Ms.	RADHA RAMANI	7083381	ACIPR7380J	NED,ID	23-Sep-15		5	1	0	0

**II Composition of Committees**

**Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	M P VIJAYAKUMAR	NED,ID	Chairperson
3	E P MUTHUKUMAR	NED,ID	Member
	T GUNDAN	NED,ID	Member





<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	S V BALASUBRAMANIAM	C & ED	Member
2	M P VIJAYAKUMAR	NED,ID	Member
3	A K PERUMALSAMY	NED,ID	Member
4	T GUNDAN	NED,ID	Chairperson

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	M P VIJAYAKUMAR	NED,ID	Chairperson
2	E P MUTHUKUMAR	NED,ID	Member
3	T GUNDAN	NED,ID	Member

### III Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the</i>	<i>Date(s) of Meeting (if</i>	<i>Maximum gap between any</i>
13.11.2017	14.02.2018	92

### IV Meeting of Committees

<i>Name of the committee</i>	<i>Date(s) of meeting of</i>	<i>Whether requirement of</i>	<i>Date(s) of meeting</i>	<i>Maximum gap between</i>
Audit Committee	14.02.2018	Yes	13.11.2017	92
Stakeholders Committee	14.02.2018	Yes	13.11.2017	92
Nomination and Remuneration Committee	14.02.2018	Yes		

### V Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



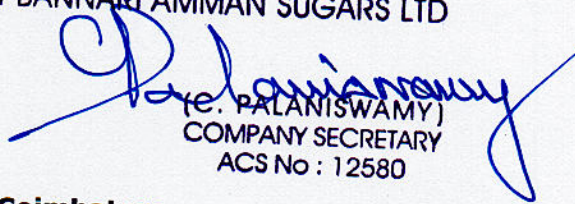


**VI. Affirmations**

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- 2 The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- 4 The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
- 5
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

**The report was placed before the Board of Directors. No comments/observations/advice from the Board of Directors.**

**Name**  
**Designation**

For BANNARI AMMAN SUGARS LTD  
  
(C. PALANISWAMY)  
COMPANY SECRETARY  
ACS No : 12580

**Place**  
**Date**

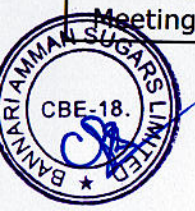
**Coimbatore**  
**05.04.2018**



## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes





Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

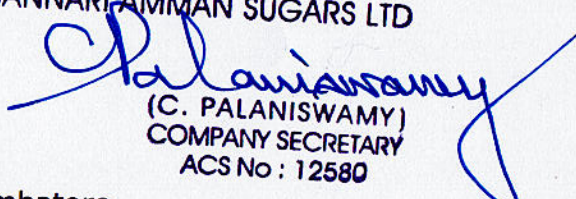
### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance

**Name**  
**Designation**

:  
:

For BANNARI AMMAN SUGARS LTD

  
(C. PALANISWAMY)  
COMPANY SECRETARY  
ACS No : 12580

**Place**  
**Date**

: Coimbatore  
: 05.04.2018