

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

1 Name of Listed Entity : Bannari Amman Sugars Limited
2 Quarter ending : 31-Mar-2020
3 BSE Code : 500041
4 NSE Code : BANARISUG
5 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 Birth | Whether Special Resolution passed ? (SEBI Regulation 17(1A)) - Date of Resolution | Date of Initial Appointment | Date of Appointment in the Current Term | Date of cessation | Tenure in Months | 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 | 00002405 | ABEPB2072Q | C & ED | 04-Feb-40 | NA | 01-Dec-83 | 02-Jun-15 | | | 1 | 1 | 0 |
| Mr. | B SARAVANAN | 00002927 | ADQPS5940J | ED | 22-Nov-72 | NA | 27-Jan-99 | 02-Jun-15 | | | 1 | 0 | 0 |
| Mr. | E P MUTHUKUMAR | 00003740 | AGTPM5288K | NED,ID | 22-May-48 | 12-Sep-19 | 06-Feb-84 | 12-Sep-19 | | 60 | 1 | 1 | 0 |
| Mr. | A K PERUMALSAMY | 00313769 | AJIPP6203F | NED,ID | 27-Mar-40 | 12-Sep-19 | 18-May-84 | 12-Sep-19 | | 60 | 1 | 1 | 0 |
| Mr. | T GUNDAN | 00624804 | AFUPG3998J | NED,ID | 12-Oct-41 | 12-Sep-19 | 23-Jun-08 | 12-Sep-19 | | 60 | 1 | 2 | 1 |
| Mr. | M P VIJAYAKUMAR | 05103089 | ACBPV9502B | NED,ID | 11-Jul-48 | 12-Sep-19 | 14-Nov-11 | 12-Sep-19 | | 60 | 1 | 2 | 1 |
| Ms. | RADHA RAMANI | 07083381 | ACIPR7380J | NED,ID | 23-Feb-49 | NA | 11-Feb-15 | 23-Sep-15 | | 60 | 1 | 0 | 0 |

Whether Permanent chairperson appointed : Yes

II Composition of Committees

Audit Committee

| S.No. | Name of the Director | Category | Chairperson/Membership | Date of |
|-------|----------------------|----------|------------------------|-----------|
| 1 | M P VIJAYAKUMAR | NED,ID | Chairperson | 12-Sep-19 |
| 2 | E P MUTHUKUMAR | NED,ID | Member | 12-Sep-19 |
| 3 | T GUNDAN | NED,ID | Member | 12-Sep-19 |

Whether Permanent chairperson appointed : Yes



| Stakeholders Relationship Committee | | | | |
|--|-----------------------------|-----------------|-------------------------------|----------------------------|
| <i>S.No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> | <i>Date of Appointment</i> |
| 1 | S V BALASUBRAMANIAM | C & ED | Member | 02-Jun-15 |
| 2 | M P VIJAYAKUMAR | NED,ID | Member | 12-Sep-19 |
| 3 | A K PERUMALSAMY | NED,ID | Member | 12-Sep-19 |
| 4 | T GUNDAN | NED,ID | Chairperson | 12-Sep-19 |

Whether Permanent chairperson appointed : Yes

| Risk Management Committee | | | | |
|----------------------------------|-----------------------------|-----------------|-------------------------------|----------------------------|
| <i>S.No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> | <i>Date of Appointment</i> |
| | | | | |

| Nomination and Remuneration Committee | | | | |
|--|-----------------------------|-----------------|-------------------------------|----------------------------|
| <i>S.No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> | <i>Date of Appointment</i> |
| 1 | M P VIJAYAKUMAR | NED,ID | Chairperson | 12-Sep-19 |
| 2 | E P MUTHUKUMAR | NED,ID | Member | 12-Sep-19 |
| 3 | T GUNDAN | NED,ID | Member | 12-Sep-19 |

Whether Permanent chairperson appointed : Yes

| Corporate Social Responsibility Committee | | | | |
|--|-----------------------------|-----------------|-------------------------------|----------------------------|
| <i>S.No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> | <i>Date of Appointment</i> |
| 1 | M P VIJAYAKUMAR | NED,ID | Chairperson | 12-Sep-19 |
| 2 | S V BALASUBRAMANIAM | C & ED | Member | 02-Jun-15 |
| 3 | T GUNDAN | NED,ID | Member | 12-Sep-19 |
| 4 | Dr RADHA RAMANI | NED,ID | Member | 23-Sep-15 |

Whether Permanent chairperson appointed : Yes



III Meeting of Board of Directors

| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> | <i>Whether requirement of Quorum met</i> | <i>Number of Directors present</i> | <i>Number of Independent Directors present</i> |
|--|--|--|--|------------------------------------|--|
| 06.11.2019 | 12.02.2020 | 97 | Yes | 7 | 5 |

IV Meeting of Committees

| <i>Name of the committee</i> | <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> | <i>Whether requirement of Quorum met</i> | <i>Number of Directors present</i> | <i>Number of Independent Directors present</i> |
|------------------------------|--|--|--|--|------------------------------------|--|
| Audit Committee | 06.11.2019 | 12.02.2020 | 97 | Yes | 3 | 3 |
| Stakeholders Committee | 06.11.2019 | 12.02.2020 | 97 | Yes | 4 | 3 |

V Related Party Transactions

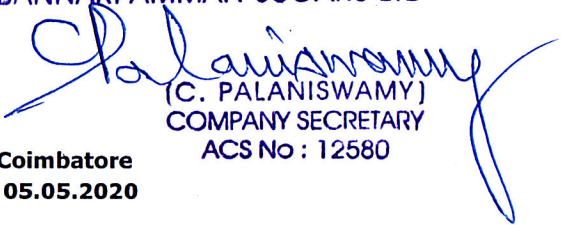
| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> |
|--|--------------------------------------|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Not Applicable |
| Whether details of RPT entered into pursuant to omnibus approval 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 500 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:

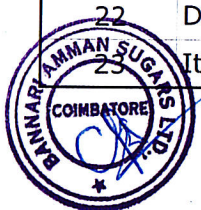
No comments

Name : For BANNARI AMMAN SUGARS LTD
Designation : 
Place : Coimbatore
Date : 05.05.2020
(C. PALANISWAMY)
COMPANY SECRETARY
ACS No : 12580

ANNEXURE-II

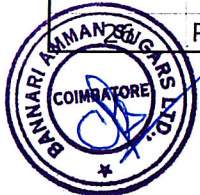
I Disclosure on website in terms of Listing Regulations

| S.No. | Item | Compliance status (Yes/No/NA) |
|-------|--|----------------------------------|
| 1 | Details of business | Yes |
| 2 | Terms and conditions of appointment of independent directors | Yes |
| 3 | Composition of various committees of board of directors | Yes |
| 4 | Code of conduct of board of directors and senior management personnel | Yes |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes |
| 6 | Criteria of making payments to non-executive directors | NA |
| 7 | Policy on dealing with related party transactions | Yes |
| 8 | Policy for determining 'material' subsidiaries | NA |
| 9 | Details of familiarization programmes imparted to independent directors | Yes |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes |
| 11 | email address for grievance redressal and other relevant details | Yes |
| 12 | Financial results | Yes |
| 13 | Shareholding pattern | Yes |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA |
| 16 | New name and the old name of the listed entity | NA |
| 17 | Advertisements as per regulation 47 (1) | Yes |
| 18 | Credit rating or revision in credit rating obtained | Yes |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes |
| 21 | Materiality Policy as per Regulation 30 | Yes |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | Yes |
| | It is certified that these contents on the website of the listed entity are correct | Yes |



II Annual Affirmations

| S.No. | Particulars | Regulation Number | Compliance Status (Yes/No/NA) |
|-------|---|------------------------------|-------------------------------|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| 2 | Board composition | 17(1), 17(1A) & 17(1B) | Yes |
| 3 | Meeting of Board of directors | 17(2) | Yes |
| 4 | Quorum of Board meeting | 17(2A) | Yes |
| 5 | Review of Compliance Reports | 17(3) | Yes |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes |
| 7 | Code of Conduct | 17(5) | Yes |
| 8 | Fees/compensation | 17(6) | Yes |
| 9 | Minimum Information | 17(7) | Yes |
| 10 | Compliance Certificate | 17(8) | Yes |
| 11 | Risk Assessment & Management | 17(9) | Yes |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes |
| 13 | Recommendation of Board | 17(11) | Yes |
| 14 | Maximum number of Directorships | 17A | Yes |
| 15 | Composition of Audit Committee | 18(1) | Yes |
| 16 | Meeting of Audit Committee | 18(2) | Yes |
| 17 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes |
| 19 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes |
| 20 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes |
| 21 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes |
| 22 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA |
| 23 | Meeting of Risk Management Committee | 21(3A) | NA |
| 24 | Vigil Mechanism | 22 | Yes |
| 25 | Policy for related party Transaction | 23(1),(1A),(5),(6),(7) & (8) | Yes |
| | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |



| S.No. | Particulars | Regulation Number | Compliance Status (Yes/No/NA) |
|-------|---|-------------------------|-------------------------------|
| 27 | Approval for material related party transactions | 23(4) | NA |
| 28 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes |
| 29 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | NA |
| 31 | Annual Secretarial Compliance Report | 24(A) | Yes |
| 32 | Alternate Director to Independent Director | 25(1) | NA |
| 33 | Maximum Tenure | 25(2) | Yes |
| 34 | Meeting of independent directors | 25(3) & (4) | Yes |
| 35 | Familiarization of independent directors | 25(7) | Yes |
| 36 | Declaration from Independent Director | 25(8) & (9) | Yes |
| 37 | D & O Insurance for Independent Directors | 25(10) | NA |
| 38 | Memberships in Committees | 26(1) | Yes |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| 40 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| 41 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

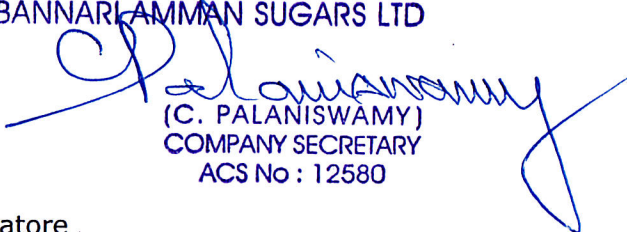
III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied - **Yes**

For BANNARIAMMAN SUGARS LTD

Name :

Designation :


(C. PALANISWAMY)
COMPANY SECRETARY
ACS No : 12580

Place : Coimbatore

Date : 05.05.2020