



Bajaj Hindusthan Sugar Ltd.

Registered Office: Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262802
Tel.:+91-5876-233754/5/7/8, 233403, Fax:+91-5876-233401, Website: www.bajajhindusthan.com
[Corporate Identity No.L15420UP1931PLC065243](#)

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **BAJAJ HINDUSTHAN SUGAR LIMITED**
Quarter ending : **31st March, 2021**

ANNEXURE – I

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/Independent/Nominee) ^{&}	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	Whether special resolution passed? (Refer Reg. 17[1A] of Listing Regulation)	Date of passing special resolution	No of Directorsh ip in listed entities including this listed entity [In reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kushagra Bajaj	00017575	Chairperson, Non-Executive	24.04.2007	24.04.2017	-	-	04.02.1977	N.A.	N.A.	2	0	2	0
Mr.	Ashok Kumar Gupta**	02608184	Executive	01.10.2012	01.10.2017	-	-	15.04.1951	N.A.	N.A.	1	0	1	0
Mr.	D.K. Shukla	00025409	Independent, Non-Executive	21.12.2008	01.04.2019	-	6.07 Years	01.03.1943	Yes	26.03.2019	1	1	2	2
Mr.	Atul Hasmukhrai Mehta	00112451	Independent, Non-Executive	01.01.2020	-	-	1.03 Year	30.10.1966	N.A.	N.A.	1	1	0	0
Mr.	Vipulkumar S. Modi	06985276	Independent, Non-Executive	07.01.2016	-	06.01.2021	5.00 Years	18.03.1967	N.A.	N.A.	1	1	1	0

Title (Mr./Ms)	Name of the Director	PAN [§] & DIN	Category (Chair-person/ Executive/ Non-Executive/Independent/Nominee) ^{&}	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	Whether special resolution passed? (Refer Reg. 17[1A] of Listing Regulation)	Date of passing special resolution	No of Directorsh ip in listed entities including this listed entity [In reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	Shalu Bhandari	00012556	Independent, Non-Executive	17.09.2016	-	-	4.06 Years	13.04.1979	N.A.	N.A.	1	1	2	0
Mr.	Ashok Mukand	00324588	Nominee Director	14.09.2015	-	-	-	21.05.1949	N.A.	N.A.	1	0	0	0
Mr.	Amir Singh Yadav	08481111	Nominee Director	25.06.2019	-	-	-	11.07.1961	N.A.	N.A.	1	0	0	0
Mr.	Vinod C. Sampat	09024617	Independent, Non-Executive	21.01.2021	-	-	0.03 Years	14.12.1959	N.A.	N.A.	1	1	0	0

Whether Regular chairperson appointed : **Yes**

Whether Chairperson is related to managing director or CEO : **No**

§ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** A special resolution was passed by the shareholders of the Company at the 88th Annual General Meeting held on September 29, 2020 regarding re-appointment of Mr. Ashok Kumar Gupta (DIN: 02608184) as Whole-time Director, designated as Managing Director of the Company for a further period of five (5) years w.e.f. April 15, 2021 to April 14, 2026 and remuneration payable to him for the said term of period.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^{\$}	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. D.K. Shukla	Chairperson (Independent Director)	25-09-2014	-
		Ms. Shalu Bhandari	Independent Director	13-11-2017	-
		Mr. Ashok Kumar Gupta	Executive Director	13-11-2019	-
2. Nomination and Remuneration Committee	Yes	Mr. D.K. Shukla	Chairperson (Independent Director)	25-09-2014	-
		Mr. Vipulkumar S. Modi	Independent Director	13-11-2019	06-01-2021
		Ms. Shalu Bhandari	Independent Director	13-11-2019	-
		Mr. Atul Has mukhrai Mehta	Independent Director	21-01-2021	-
3. Risk Management Committee (if applicable)	Yes	Mr. Kushagra Bajaj	Chairman (Non-Executive Director)	12-02-2019	-
		Mr. Ashok Kumar Gupta	Executive Director	12-02-2019	-
		Mr. Vipulkumar S. Modi	Independent Director	12-02-2019	06-01-2021
		Mr. Vinod C. Sampat	Independent Director	21-01-2021	-
		Mr. Alok Kumar Vaish	Senior Management Personnel	12-02-2019	-
		Mr. Kausik Adhikari	Senior Management Personnel	21-01-2021	-
4. Stakeholders' Relationship Committee	Yes	Mr. D.K. Shukla	Chairperson (Independent Director)	12-02-2019	-
		Mr. Kushagra Bajaj	Non-Executive Director	18-10-2014	-
		Mr. Vipulkumar S. Modi	Independent Director	13-11-2017	06-01-2021
		Ms. Shalu Bhandari	Independent Director	21-01-2021	-
5. Corporate Social Responsibility Committee	Yes	Mr. Kushagra Bajaj	Chairperson (Non-Executive Director)	18-10-2014	-
		Mr. Ashok Kumar Gupta	Executive Director	18-10-2014	-
		Ms. Shalu Bhandari	Independent Director	13-11-2019	-

^{\$} Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
12-11-2020		Yes	7	4	
	11-02-2021	Yes	6	4	90

* to be filled in only for the current quarter meetings

**IV. Meeting of Committees
(Audit Committee)**

Date(s) of meeting of the committee in the relevant quarter	Date(s) of meeting of the committee in the previous quarter	Whether requirement of Quorum met (details)*	Number of Directors present**	Number of independent directors present**	Maximum gap between any two consecutive meetings in number of days**
	12-11-2020	Yes	3	2	
11-02-2021		Yes	3	2	90
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings</p>					

V. Related party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
<p>Note</p> <p>1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.</p> <p>2. If status is “No” details of non-compliance may be given here.</p>	

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: **Yes**
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee
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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors: **Yes**

For Bajaj Hindusthan Sugar Limited

Sd/-
Kausik Adhikari
Company Secretary & Compliance Officer
(Membership No: ACS18556)

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

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

ANNEXURE – II

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA) refer note below
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	Yes
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	N.A.
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	N.A.
New name and the old name of the listed entity	N.A.
Advertisements as per regulation 47(1)	Yes
Credit rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
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		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	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
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
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
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes



Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	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
Note 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		
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.		

For Bajaj Hindusthan Sugar Limited

Sd/-

Kausik Adhikari

Company Secretary & Compliance Officer

(Membership No: ACS18556)