



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, 2023**

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* (In months)	Date of Birth	Whether the director is disqualified	Start date of Disqualification	End date of Disqualification	Details of Disqualification	Current Status	Whether special resolution passed? (Refer Reg. 17[1A] of Listing Regulation)	Date of passing special resolution	No of Directorship 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	ABBPB5704G00017575	Chairperson, Non-Executive	24.04.2007	24.04.2017	-	-	04.02.1977	No	-	-	-	Active	N.A.	N.A.	2	0	2	0
Mr.	Ajay Kumar Sharma	APJPS4212C09607745	Executive	20.05.2022	20.05.2022	-	-	02.10.1967	No	-	-	-	Active	N.A.	N.A.	1	0	1	0
Mr.	D.K. Shukla	ADAPS8214R00025409	Independent, Non-Executive	21.12.2008	01.04.2019	-	103	01.03.1943	No	-	-	-	Active	Yes	26.03.2019	1	1	2	2
Mr.	Atul Hasmukhrai Mehta	AFPPM0421F00112451	Independent, Non-Executive	01.01.2020	01.01.2020	-	39	30.10.1966	No	-	-	-	Active	N.A.	N.A.	1	1	0	0
Ms.	Shalu Bhandari	AENPB7814G00012556	Independent, Non-Executive	17.09.2016	17.09.2021	-	78	13.04.1979	No	-	-	-	Active	N.A.	N.A.	2	2	4	0
Mr.	Vinod C. Sampat	AAJPS2999B09024617	Independent, Non-Executive	21.01.2021	21.01.2021	-	27	14.12.1959	No	-	-	-	Active	N.A.	N.A.	1	1	0	0
Mr.	Ashok Mukand	ADZPM9289K00324588	Nominee Director	14.09.2015	14.09.2015	-	-	21.05.1949	No	-	-	-	Active	N.A.	N.A.	1	0	0	0
Mr.	Ramani Ranjan Mishra	AEVPM3072M09389302	Nominee Director	11.11.2021	11.11.2021	-	-	01.05.1966	No	-	-	-	Active	N.A.	N.A.	1	0	0	0

Whether Regular chairperson appointed : **Yes**

Whether Chairperson related to MD or CEO : **No**

^s 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.



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 (Non-Executive Independent Director)	25-09-2014	-
		Ms. Shalu Bhandari	Member (Non-Executive Independent Director)	13-11-2017	-
		Mr. Ajay Kumar Sharma	Member (Executive Director)	20-05-2022	-
2. Nomination and Remuneration Committee	Yes	Mr. D.K. Shukla	Chairperson (Non-Executive Independent Director)	25-09-2014	-
		Ms. Shalu Bhandari	Member (Non-Executive Independent Director)	13-11-2019	-
		Mr. Atul Hasmukhrai Mehta	Member (Non-Executive Independent Director)	21-01-2021	-
3. Risk Management Committee (if applicable)	Yes	Mr. Kushagra Bajaj	Chairman (Non-Executive Non-Independent Director)	12-02-2019	-
		Mr. Vinod C. Sampat	Member (Non-Executive Independent Director)	21-01-2021	-
		Mr. Kausik Adhikari	Member (Senior Management Personnel - C.S.)	21-01-2021	-
		Mr. Sunil Kumar Ojha	Member (Senior Management Personnel - CFO)	14-08-2021	-
		Mr. Ajay Kumar Sharma	Member (Executive Director - M.D.)	20-05-2022	-
4. Stakeholders' Relationship Committee	Yes	Mr. D.K. Shukla	Chairperson (Non-Executive Independent Director)	12-02-2019	-
		Mr. Kushagra Bajaj	Member (Non-Executive Non-Independent Director)	18-10-2014	-
		Ms. Shalu Bhandari	Member (Non-Executive Independent Director)	21-01-2021	-
5. Corporate Social Responsibility Committee	Yes	Mr. Kushagra Bajaj	Chairman (Non-Executive Non-Independent Director)	18-10-2014	-
		Ms. Shalu Bhandari	Member (Non-Executive Independent Director)	13-11-2019	-
		Mr. Ajay Kumar Sharma	Member (Executive Director)	20-05-2022	-



6. Independent Directors' Committee	Yes	Mr. D.K. Shukla	Chairperson (Non-Executive Independent Director)	21-12-2008	-
		Ms. Shalu Bhandari	Member (Non-Executive Independent Director)	17-09-2016	-
		Mr. Atul Hasmukhrai Mehta	Member (Non-Executive Independent Director)	01-01-2020	-
		Mr. Vinod C. Sampat	Member (Non-Executive Independent Director)	21-01-2021	-

§ 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*	Total Number of Directors as on date of the meeting	Number of directors present* (All directors including independent directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
11-11-2022		Yes	8	8	4	
	13-02-2023	Yes	8	7	4	93
	22-03-2023	Yes	8	7	4	36

* to be filled in only for the current quarter meetings

IV. Meeting of Committees

A) 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)*	Total Number of Directors as on date of the meeting	Number of directors present* (All directors including independent directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive meetings in number of days**
	11-11-2022	Yes	3	3	2	
13-02-2023		Yes	3	3	2	93

* 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



B) Nomination & Remuneration 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)*	Total Number of Directors as on date of the meeting	Number of directors present* (All directors including independent directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive meetings in number of days**
-	-	-	-	-	-	-

* 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

C) Stakeholders Relationship 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)*	Total Number of Directors as on date of the meeting	Number of directors present* (All directors including independent directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive meetings in number of days**
-	-	-	-	-	-	-

* 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

D) Risk Management 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)*	Total Number of Directors / Members as on date of the meeting	Number of directors/members present* (All directors including independent directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive meetings in number of days**
-	11-11-2022	Yes	5	5	1	-
13-02-2023	-	Yes	5	4	1	93

* 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



E) Independent Directors' 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)*	Total Number of Directors as on date of the meeting	Number of directors present* (All directors including independent directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive meetings in number of days**
	11-11-2022	Yes	4	4	4	-

* 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

F) Corporate Social Responsibility 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)*	Total Number of Directors/Members as on date of the meeting	Number of directors present* (All directors including independent directors)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive meetings in number of days**
13-02-2023	-	Yes	3	2	1	-

* 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

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.

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.



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
 - e. CSR 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**
6. Any comments/observations/advice of the board of directors may be mentioned here: **No comments/observations were received from the Board of Directors.**

For Bajaj Hindusthan Sugar Limited

Sd/-

Kausik Adhikari
**Company Secretary &
Compliance Officer**
(Membership No: ACS18556)

Mumbai
14.04.2023

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)

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – March 31, 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months (Rs. in Lakh)	Balance outstanding at the end of six months (In Rs.)	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them:	0.00	16,43,25,10,023	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter, etc.)	Aggregate amount of issuance during six months (In Rs.)	Balance outstanding at the end of six months (taking into account any invocation) (In Rs.)
Promoter or any other entity controlled by them	Nil	0.00	0.00
Promoter Group or any other entity controlled by them	Nil	0.00	0.00
Directors (including relatives) or any other entity controlled by them	Nil	0.00	0.00
KMPs or any other entity controlled by them	Nil	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of security (cash, shares, etc.)	Aggregate value of security provided during six months (In Rs.)	Balance outstanding at the end of six months (In Rs.)
Promoter or any other entity controlled by them	Nil	0.00	0.00
Promoter Group or any other entity controlled by them	The company has investment in Equity Shares of LPGCL. Security has been created by pledging the investment	0.00	661,25,27,072



Directors (including relatives) or any other entity controlled by them	Nil	0.00	0.00
KMPs or any other entity controlled by them	Nil	0.00	0.00

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Sd/-

Sunil Kumar Ojha
Chief Financial Officer

Lucknow
14.04.2023

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

a) by a government company to/ for the Government or government company

b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.

c) by a banking company or an insurance company ; and

d) by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..