



Balaji Agro Oils Limited

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDING 31.03.2019

1. NAME OF LISTED ENTITY : BALAJI AGRO OILS LIMITED
2. YEAR ENDING : 31.03.2019



Regd. Office : Old Checkpost Centre, Door No. 74-2-19, Krishna Nagar, VIJAYAWADA - 520 007. Phone : 2554393, 2554326.
Factory : DAVULURU, Kankipadu Mandalam, Krishna District, A.P. Phone : (0866) 2822671, 2822672, Fax : 2822673

E-mail : balajiagro@rediffmail.com

PAN No. AACCB9632L, CIN of the Company : L15143AP1994PLC017454, website : www.baol.in
E-mail (for exchange communication & investor Grievances) : info@baol.in

ANNEXURE-I

I.COMPOSITION OF BOARD OF DIRECTORS

Title	Name of the Director	DIN	PAN NO	Category (Chairperson/ Executive/Non Executive/ in dependent/Nominee	Date of Appointment in the current term/ cessation	Tenure	No of Director ship in listed entities	Number of member	No of post of Chairperson in
Mr/Ms							including this listed entity(Refer Regulation 25(1) of Listing Regulations	ships in Audit stakeholder committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations	Audit/ stakeholder committee held in listed entities including this listed entity (Refer Regulation 26 (1) of listing Regulation
Mr	V. VENKATARAMAIAH	00227148	ABIPV7236J	Chairman	02-05-1994		1		
Mr	V. SURAJ KUMAR	00227360	ABAPV6984F	Jt. Managing Director	22-02-1995		1		
Mr	V. BALAJI	00227309	ABAPV6982D	Whole Time Director	16-02-1995		1		
Ms	V. SANGEETHA	07437197	AARPV7512M	Woman Director	31-10-2016		1		
Mr	BAPUJI GOTTIPATI	00227436	AJFPG6315G	Independent Director	31-10-2016		1	1	1
Mr	M. BHANU PRASAD	02011885	AGEPM6437D	Independent Director	30-01-2014		1	1	
Mr	G. RAMESH BABU	02870978	ACYPG9390H	Independent Director	31-10-2016		1	1	
Mr	K. RAVIVARMA	06720182	BJNPK6076P	Independent Director	14-08-2013		1	1	

II COMPOSITION OF COMMITTEES

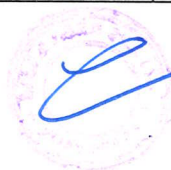
	Name of Committee	Name of Committee Member	Category (chairperson/ Executive Non- Executive/Independent Nominee)						
1	Audit Committee	G.BAPUJI	Non Executive & Independent Chairman						
		M.BHANU PRASAD	Member						
		K.RAVI VARMA	Member						
		G.RAMESH BABU	Member						
2	Nomination & Remuneration Committee	M.BHANU PRASAD	Non Executive & Independent Chairman						
		K.RAVI VARMA	Member						
		G.BAPUJI	Member						
		G.RAMESH BABU	Member						
3	Risk Management Committee								
4	Stakeholders Relation ship Committee	M.BHANU PRASAD	Non Executive & Independent Chairman						
		K.RAVI VARMA	Member						
		G.BAPUJI	Member						
		G.RAMESH BABU	Member						



III MEETING OF BOARD OF DIRECTORS

	Date(s) if Meeting (if any) in the previous quartr	Date(s) of Meeting(if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days	
1st quarter	31-01-2018	30-05-2018	119 days	
2nd quarter	30-05-2018	26-07-2018	56 Days	
		13-08-2018	17 Days	
3rd quarter	26-07-2018	29-10-2018	47 Days	
	13-08-2018		17 Days	
4th qurater	29-10-2018	31-01-2019	93Days	
		18.03.2019	45Days	

	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
1st quarter	30.05.2018 - Audit Committee	Yes	31-01-2018	93 days
	30-05-2018-Remuneration Committee	Yes	31-01-2018	93days
	30-05-2018- Investors Services Committee	Yes	31-01-2018	93days
2nd quarter	26.07.2018 - Audit Committee	Yes	30-05-2018	56 days
	Remunezration Committee	Yes	30-05-2018	
	Investors Services Committee	Yes	30-05-2018	
3re quarter	29.10.2018 - Audit Committee	Yes	26-07-2018	95 days
	Remunezration Committee	Yes	30-05-2018	
	19-11-2018 Investors Services Committee26-11-2018,10-12-2018	Yes	30-05-2018	172 DAYS
4th quarter	31.01.2019 - Audit Committee	Yes	29-10-2018	93 days
	Remunezration Committee	Yes		
	Investors Services Committee	Yes	12/10/2018	



V RELATED PARTY TRANSACTIONS

SUBJECT		COMPLIANCE STATUS (Yes/No/NA)			
1	Whether prior approval of audit committee obtained	Yes			
2	Whether shareholder approval obtained for material RPT	NA			
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	No			

VI AFFIRMATIONS

- 1 The composition of board of directors is in term of SEBI (Listing obligations and disclosure requirements) Regulations 2015
- 2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations 2015
 - a.Audit Committee
 - b.Nomination& remuneration committee
 - c.Stake holders relation ship committee
 - d.Risk Management committee(applicable to the top 100 listed entities)
- 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
- 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
- 5 This report and/or the report submitted in the previous quarter has been placed before board of directors any comments/observations/advice of Board of Directors may be mentioned here



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ANNEXURE - II**I. Disclosure on Website in terms of Listing Regulations**

Item	Compliance Status
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 Level	Yes
Details of establishment of Vigil Mechanism/Whistle Blower Policy	Yes
Criteria of making payments to non executive directors	NA
Policy on dealing with related party transactions	Yes
Policy on determining 'material' subsidiaries	NA
Details of familiarisation 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	NA
New name and Old name of the Listed Entity	NA



II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status
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 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
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)	YES
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



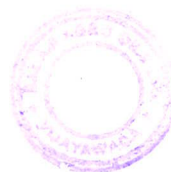
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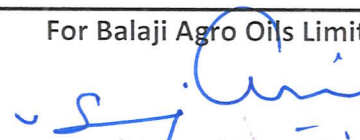
Approval for material related party transactions	23 (4)	YES
Composition of Board of Directors of unlisted material Subsidiary	24 (1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24 (2), (3), (4), (5), (6)	NA
Maximum Directorship & Tenure	25 (1), (2)	YES
Meeting 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) (5)	YES

III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied with - **Not Applicable**

For Balaji Agro Oils Limited




(V. Suraj Kumar)
Jt. Managing Director

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