



# BANNARI AMMAN SUGARS LIMITED

Regd. Office : 1212, Trichy Road Coimbatore - 641 018 Tamilnadu India  
Phone : 91 - 422 - 2204100 Fax : 2309999 (Sales) 2204222 (Purchase) 2204233 (Accounts)  
E-Mail : bascbe@bannari.com Website : www.bannari.com CIN : L15421TZ1983PLC001358

SEC/MAIL/2019

05.08.2019

National Stock Exchange of India Ltd Exchange Plaza C-1, Block G, Bundera-Kurla Complex, Bandra (E) Mumbai 400051	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001
NSE CODE : BANARISUG ISIN No. : INE459A01010	BSE CODE : 500041 ISIN No. : INE459A01010

Sub: Submission of Annual Report as required under Regulation 34 of SEBI  
(Listing Obligations & Disclosure Requirements) Regulations 2015

With reference to the above, we wish to submit the following:

1. The 35<sup>th</sup> Annual General Meeting (AGM) of the company will be held on Thursday, the 12<sup>th</sup> September, 2019;
2. The Register of Members and Share Transfer Books of the company will remain closed from Friday, the 6<sup>th</sup> September, 2019 to Thursday, the 12<sup>th</sup> September, 2019 (both days inclusive);
3. **The cut-off date for reckoning voting of the members as on 05.09.2019 and for remote e-voting will be available from 08.09.2019 (9.00 am) to 11.09.2019 (5.00 pm) and voting at the AGM on Thursday, the 12<sup>th</sup> September, 2019;**
4. The company has engaged Central Depository Services (India) Limited (CDSL) for providing remote e-voting facility;
5. Pursuant to Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the 35<sup>th</sup> Annual Report containing Notice of AGM, Audited financial statements, Directors' Report, Management Discussion & Analysis Report and other disclosures as specified under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

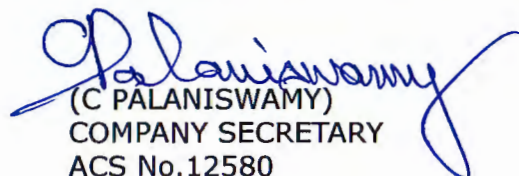
Kindly note that the Annual Report 2018-19 is being dispatched to the members of the company through permitted modes.

Kindly take this on your record.

Thanking you,

Yours faithfully,

For BANNARI AMMAN SUGARS LIMITED

  
(C PALANISWAMY)  
COMPANY SECRETARY  
ACS No.12580

Encl:



# BANNARI AMMAN SUGARS LIMITED



Annual Report 2018 - 2019

### **Motto**

Strive to perform best at all times

### **Objectives**

Our endeavour is to

- ❖ Identify and improve the processes to have a continuous upgradation of the quality of the end products
- ❖ Serve in the best interest of cane growers and shareholders
- ❖ Maximise productivity by optimising all inputs
- ❖ Expand and diversify utilising by-products in a planned manner

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## Board of Directors

### Executive

Sri S V Balasubramaniam  
Chairman

Sri B Saravanan  
Managing Director

### Company Secretary

Sri C Palaniswamy

### Chief Financial Officer

Sri M Ramprabhu

### Internal Auditors

M/s B M & Associates  
Chartered Accountants

M/s Nandakumar & Sundaran  
Chartered Accountants

### Cost Auditor

Sri M Nagarajan  
Cost Accountant

### Secretarial Auditors

M/s C Thirumurthy & Associates  
Company Secretaries

### Registered Office

1212 Trichy Road Coimbatore - 641 018  
Tel: 0422 - 2204100 Fax: 0422 - 2309999  
Email: shares@bannari.com  
Website: www.bannari.com  
CIN : L15421TZ1983PLC001358

### Non-Executive

### Independent Directors

Sri A K Perumalsamy  
Sri E P Muthukumar  
Sri T Gundan  
Sri M P Vijayakumar  
Dr Radha Ramani

### Auditors

M/s P K Nagarajan & Co  
Chartered Accountants

### Bankers

Punjab National Bank  
Canara Bank  
The Federal Bank Limited  
The Karur Vysya Bank Limited  
Indian Overseas Bank  
State Bank of India  
Bank of India  
AXIS Bank Limited  
ICICI Bank Limited  
HDFC Bank Limited

### Registrar and Share Transfer Agent

M/s Cameo Corporate Services Limited  
"Subramanian Building"  
1 Club House Road Chennai 600 002  
Tel : 044 - 28460395 Fax : 044 - 28460129  
Email : investor@cameoindia.com  
CIN : U67120TN1998PLC041613



## Notice to Shareholders

NOTICE is hereby given that the 35th Annual General Meeting of the Members of the Company will be held at JENNEYS RESIDENCY 2/2 AVINASHI ROAD CIVIL AERODROME POST COIMBATORE 641 014 on Thursday the 12th day of September 2019 at 4.30 PM to transact the following businesses:

### Ordinary Business

#### 1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

**RESOLVED** that the audited financial statements of the company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon as circulated to the members and presented to the meeting be and are hereby adopted.

#### 2. Declaration of Dividend

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution** :

**RESOLVED** that a dividend at the rate of Rs.10/- (Rupees Ten only) per equity share as recommended by the Board of Directors be and is hereby declared on 1,25,39,700 equity shares of Rs.10/- each for the year ended March 31, 2019 and that the same be paid to the members whose names appeared in the Register of Members of the company as on 12th September, 2019 and in the Register of beneficial owners maintained by the depositories as at the close of business hours on 5th September, 2019

#### 3. Appointment of Director who retires by rotation

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution** :

**RESOLVED** that Sri S V Balasubramaniam, Director (DIN:00002405) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the Company.

### Special Business

#### 4. Re-appointment of Sri E P Muthukumar as Independent Director

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

**RESOLVED** that pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17(1A) and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sri E P Muthukumar (DIN:00003740) who was appointed as an Independent Director at the 30th Annual General Meeting of the Company and holds such office upto 14th September, 2019 and who is eligible for re-appointment on passing of Special Resolution be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years from 15th September, 2019 to 14th September, 2024.

#### 5. Re-appointment of Sri M P Vijayakumar as Independent Director

To consider and if thought fit to pass the following resolution as a **Special Resolution** :

**RESOLVED** that pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17(1A) and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sri M P Vijayakumar (DIN : 05103089) who was appointed as an

Independent Director at the 30th Annual General Meeting of the Company and holds such office upto 14th September, 2019 and who is eligible for re-appointment on passing of Special Resolution be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years from 15th September, 2019 to 14th September, 2024.

**6. Re-appointment of Sri A K Perumalsamy as Independent Director**

To consider and if thought fit to pass the following resolution as a **Special Resolution** :

**RESOLVED** that pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17(1A) and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sri A K Perumalsamy (DIN : 00313769) who was appointed as an Independent Director at the 30th Annual General Meeting of the Company and holds such office upto 14th September, 2019 and who is eligible for re-appointment on passing of Special Resolution be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years from 15th September, 2019 to 14th September, 2024.

**7. Re-appointment of Sri T Gundan as Independent Director**

To consider and if thought fit to pass the following resolution as a **Special Resolution** :

**RESOLVED** that pursuant to the provisions of Sections 149,152 read with Schedule IV and other

applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17(1A) and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sri T Gundan (DIN : 00624804) who was appointed as an Independent Director at the 30th Annual General Meeting of the Company and holds such office upto 14th September, 2019 and who is eligible for re-appointment on passing of Special Resolution be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years from 15th September, 2019 to 14th September, 2024.

**8. Ratification of Remuneration payable to Cost Auditor**

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution** :

**RESOLVED** that pursuant to Section 148 and other applicable provisions if any of the Companies Act 2013 and the Rules made there under and pursuant to the recommendations of the Audit Committee of the Board the remuneration of Rs.2,00,000/- (Rupees two lakhs only) (plus applicable GST and out of pocket expenses if any for purpose of audit) payable to Sri M Nagarajan (Membership No.F-6384) Cost Accountant as approved by the Board of Directors for conducting the audit of Cost Accounting Records of the company for the financial year ending 31st March 2020 be and is hereby ratified and confirmed.

Coimbatore  
29.05.2019

By order of the Board  
**C PALANISWAMY**  
Company Secretary



## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF / HERSELF. A Proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 4 to 8 to be transacted at the Annual General Meeting as set out in the notice is annexed hereto. Additional information pursuant to applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Director seeking appointment / re-appointment at this Annual General Meeting is furnished as Annexure to the Notice.
3. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Sundays and Public Holidays up to the date of Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 6th September, 2019 to Thursday 12th September, 2019 (both days inclusive).
5. Dividend recommended by the Board of Directors, if approved by the Members at the Annual General Meeting, will be credited / dispatched between 16th September, 2019 and 30th September, 2019 to those members whose names appear on the Register of Members as on 12th September, 2019. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership furnished by the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as at the close of business hours on 5th September, 2019.
6. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants (DPs). The address/ bank mandate as furnished to the Company by the respective Depositories Viz., NSDL and CDSL will be printed on the dividend warrants. Members holding shares in physical form are requested to inform the changes in address/mandate/bank details directly to the Registrar and Share Transfer Agents. Members who have not furnished the details of bank accounts so far are requested to furnish the details to their respective DPs or to the Registrar and Transfer Agent as the case may be to enable the company to make dividend payments.
7. Members are requested to bring their copies of the Annual Report to the Meeting. Members are requested to hand over the Attendance slip duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for identification.
8. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting to the Company Secretary.
9. The Company has transferred the unpaid or unclaimed dividends upto the financial year

2010-2011 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 20th September, 2018 (date of last Annual General Meeting) on the website of the Company ([www.bannari.com](http://www.bannari.com)) and also on the website of the Ministry of Corporate Affairs [www.iepf.gov.in](http://www.iepf.gov.in).

10. As required under section 124(6) read with IEPF Rules as amended, all the shares in respect of which dividend remains unpaid / unclaimed for seven consecutive years have been transferred to IEPF Authority.
11. Electronic copy of the Notice convening the 35th Annual General Meeting of the Company, the Annual Report, the Attendance slip and Proxy form are being sent to the members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the above documents are being sent to the members in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register the same to enable the company to send all communications including Annual Report, Notices, Circular etc. in electronic mode.
12. The notice of AGM and Annual Report 2018-19 will also be available on the Company's website at the link : <http://www.bannari.com/investorinformation.html>.

#### **Voting through electronic means**

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rules made there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is providing facility

of remote e-voting to the members to exercise their right to vote electronically in respect of the business to be transacted at the 35th Annual General Meeting (AGM) of the company scheduled to be held on 12th September, 2019 at 4.30 P.M. The Company has engaged Central Depository Services (India) Limited (CDSL) to provide e-voting facility.

The instructions for remote voting through electronic means are as under :

- 1) The remote e-voting will be available from 08.09.2019 (9.00 am) to 11.09.2019 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of 05.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.
- 2) Log on to the e-voting website : [www.evotingindia.com](http://www.evotingindia.com)
- 3) Click on "Shareholders" tab.
- 4) Now Enter your User ID
  - i) For CDSL: 16 digits beneficiary ID,
  - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.





7) Now, fill up the following details in the appropriate boxes:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
<p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.</p> <p>* In case the folio number is less than 8 digits enter the applicable number of 0's (Zero) before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>	
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

# Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date viz., 05.09.2019 in the Dividend Bank details field.

- |   |  |
|---|--|
| <p>8) After entering these details appropriately, click on "SUBMIT" tab.</p> <p>9) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> <p>10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>11) Click on Electronic Voting Sequence Number (EVSN) relevant for "BANNARI AMMAN SUGARS LIMITED on which you choose to vote.</p> | <p>12) On the voting page, you will see "Resolution Description" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.</p> <p>13) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.</p> <p>14) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.</p> <p>15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.</p> <p>16) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.</p> |
|---|--|



- 17) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18) Note for Non-Individual Shareholders and Custodian
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the
- scrutinizer to verify the same.
- 19) In case of members receiving the physical copy, please follow all steps from sl. no. (1) to (18) above to cast vote.
- 20) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 21) M/s C Thirumurthy & Associates, Company Secretaries, have been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.
- 22) The Scrutinizer shall immediately after the conclusion of AGM unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report forthwith to the Chairman of the Company.
- 23) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.bannari.com](http://www.bannari.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared by the company and communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

SEBI has amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which deals with transfer, transmission and transposition of securities. According to this amendment, any requests for effecting **the transfer of listed securities shall not be processed unless the securities are held in dematerialised form** with the Depository with effect from 01.04.2019. Therefore, the members are advised to dematerialise the shares held by them in physical form.



## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item Nos. 4 to 7

Sri E P Muthukumar (DIN : 00003740), Sri M P Vijaya Kumar (DIN : 05103089), Sri A K Perumalsamy (DIN : 00313769) and Sri T Gundan (DIN : 00624804) were appointed as Independent Directors of the company at the 30th Annual General Meeting of the company held on 15th September, 2014 for a consecutive period of five years (first term) and they hold office as Independent Directors of the Company upto 14th September, 2019.

Pursuant to the provisions of Section 149 (10) read with 149(11) of the Companies Act, 2013, the Independent Directors may hold office for two consecutive term of 5 (five) consecutive years each. They are eligible for re-appointment upon completion of the first term on passing of special resolutions by the company and disclosure of such appointment in the report of the Board of Directors. They shall meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, the aforesaid Directors fulfil the conditions laid down in the Companies Act 2013 read with rules made thereunder and other applicable regulations.

The above Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and given their consents to act as Directors. The company has also received declarations from the aforesaid Directors that they met the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Nomination and Remuneration Committee on the basis of the report of the performance evaluation of Independent Directors, has recommended the re-appointment of the aforesaid directors as Independent Directors for a second term of 5 (five) consecutive years on the Board of Directors of the company. The Independent Directors of the company are not liable to retire by rotation

and to hold office for a second term of 5 (five) consecutive years on the Board i.e from 15th September 2019 to 14th September, 2024.

The Board of Directors based on the performance evaluation of the Independent Directors and as per the recommendation of the Nomination and Remuneration Committee and considering the experience and contribution made by the above Directors during their tenure recommended the proposal of re-appointment of above Independent Directors.

The Board also felt that the core skills / expertise / competencies of the above Independent Directors would be required for the Company in the context of its businesses and sector to function effectively.

Pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, continuance of Sri A K Perumalsamy, aged 79 years and Sri T Gundan aged 78 years, is justified by the Board of Directors considering their experience and contribution. Sri E P Muthukumar at present aged 71 years and Sri M P Vijayakumar at present aged 71 years would continue to hold their Directorship even after attaining the age of 75 years. Their continuation is justified by the Board. In the opinion of the Board their continued association would be beneficial to the company.

The Board recommends the Special Resolutions set out in Item Nos. 4 to 7 of the notice for the approval of shareholders.

Copies of the draft letter of re-appointment setting out the terms and conditions are available for inspection by the members at the registered office of the company.

A brief profile of the Directors proposed to be re-appointed is given in Annexure to Notice.

The above Directors and their relatives of the aforesaid directors may deemed to be interested in the respective resolutions to the extent of their shareholding if any in the company.



Except the above Directors none of the other Directors/Key Managerial Personnel of the company their relatives are in any way concerned or interested in the proposed special resolutions.

**Item No. 8**

The Board of Directors on the recommendation of the Audit Committee, has approved the appointment of Sri M Nagarajan, Cost Accountant as Cost Auditor to conduct audit of cost records of the company for the financial year ending March 31, 2020 and fixed his remuneration at Rs.2,00,000/- plus reimbursement of actual out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor has to be ratified by the shareholders of the company.

Accordingly, consent of the shareholders is sought for passing an ordinary resolution as set out at Item No.8 of the notice. The Board recommends the Ordinary Resolution set out in Item No. 8 of the notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed ordinary resolution.

Coimbatore  
29.05.2019

By order of the Board  
**C PALANISWAMY**  
Company Secretary



**ANNEXURE TO NOTICE**

<p><b>In terms of Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Secretarial Standard on General Meeting a brief profile of the Directors proposed to be re-appointed is given below :</b></p>					
<b>Name of the Directors</b>	<b>Sri S V Balasubramaniam (DIN : 00002405)</b>	<b>Sri E P Muthukumar (DIN : 00003740)</b>	<b>Sri M P Vijayakumar (DIN : 05103089)</b>	<b>Sri A K Perumalsamy (DIN : 00313769)</b>	<b>Sri T Gundan (DIN : 00624804)</b>
Age	79	71	71	79	78
Qualification	B.Com., ACA., ACS	B.E.,	MA., BL., ICWA., Phd., IAS (Rtd)	Agriculturist	Senior Cambridge
Skill / Expertise	<p>He has more than 54 years experience in sugar industry.</p> <p>He was the President of South Indian Sugar Mills Association (SISMA) Tamilnadu and Karnataka and was the President of the Indian Sugar Mills Association (ISMA).</p> <p>He has been actively involved in the affairs of the company right from incorporation and served as the Managing Director from 9.10.1985 till 1.6.2010 and thereafter as the Chairman of the company with substantial powers of management.</p>	<p>Associated with the Company as a Director since 6.02.1984.</p> <p>He has 37 years experience in sugarcane cultivation.</p>	<p>Associated with the company as Director since 14.11.2011.</p> <p>He joined Tamilnadu Government Civil Service in the year 1975 and occupied various positions in the Government including position as District Collector, Commissioner of Chennai Corporation etc., He served as General manager of Government Undertakings viz., SIPCOT, SIDCO etc., and as Managing Director of Tamilnadu State Marketing Corporation Limited and Southern Agrifurane Industries Limited.</p> <p>He has rich experience in administration of undertakings.</p>	<p>Associated with the company as Director since 18.5.1984.</p> <p>He has more than 50 years experience in sugarcane cultivation.</p>	<p>Associated with the company as Director since 23.6.2008.</p> <p>He is the Managing Director of Kohagiri Rob Roy Tea Estates Private Limited and has got rich experience in business.</p>





ANNEXURE TO NOTICE

Name of the Directors	Sri S V Balasubramaniam (DIN : 00002405)	Sri E P Muthukumar (DIN : 00003740)	Sri M P Vijayakumar (DIN : 05103089)	Sri A K Perumalsamy (DIN : 00313769)	Sri T Gundan (DIN : 00624804)
No. of equity shares held in the company	959062	1000	Nil	900	Nil
Other Directorship	1) Annamallai Enterprise (P) Ltd 2) Annamallai Estates (P) Ltd 3) Bannari Amman Enterprises (P) Ltd 4) Bannari Enterprises (P) Ltd 5) Bannari Amman Exports (P) Ltd 6) Bannari Amman Finance (P) Ltd 7) BIT Techno Products (P) Ltd 8) Kandiamman Enterprise (P) Ltd 9) Kerala Alcoholic Products (P) Ltd 10) Kumaraguru Enterprise (P) Ltd 11) Mehru Enterprises (P) Ltd 12) Mylvagana Enterprises (P) Ltd 13) Shiva Cargo Movers (P) Ltd 14) Shiva Distilleries (P) Ltd 15) Shiva Hi-Tech Infrastructure (P) Ltd 16) Soundaram Enterprise (P) Ltd 17) SVB Enterprise (P) Ltd 18) SVB Holdings (P) Ltd 19) Veimuruga Enterprises (P) Ltd	1. Stream Technologies (P) Ltd 2. GeoEdge Technologies (P) Ltd	1. Roots Multi Clean Limited 2. BIT Techno Products (P) Ltd	Shiva Distilleries (P) Ltd	1. Kothagiri Rob Roy Tea Estates Private Limited 2. Hotel Jagadeeswari Pvt Limited 3. Ootacamund Gymkhana Club 4. Geeemm Tea Factory Private Limited
Membership / Chairmanship of Committees of other Boards of listed entities	-	-	-	-	-

**ANNEXURE TO NOTICE**

<b>Name of the Directors</b>	<b>Sri S V Balasubramaniam (DIN : 00002405)</b>	<b>Sri E P Muthukumar (DIN : 00003740)</b>	<b>Sri M P Vijayakumar (DIN : 05103089)</b>	<b>Sri A K Perumalsamy (DIN : 00313769)</b>	<b>Sri T Gundan (DIN : 00624804)</b>
Relationship with other Directors / Key Managerial Personnel (KMP)	Father of Sri B Saravanan, Managing Director	Not related to any Director/KMP	Not related to any Director/KMP	Not related to any Director/KMP	Not related to any Director/KMP

Note : Other details viz., No. of Board Meetings attended, remuneration paid etc., are available in the annexures to Directors' Report.



## Report of the Board of Directors

### Dear members

Your Directors have pleasure in presenting the 35<sup>th</sup> Annual Report of the company together with audited accounts for the year ended 31<sup>st</sup> March 2019.

(Rs in lakhs)

Financial Results	Financial Year	
	2018-19	2017-18
Profit for the year before depreciation	15961.35	18198.47
Less : Depreciation	6677.49	6960.50
Profit Before Tax	9283.86	11237.97
Less: Provisions: Current Tax	1947.42	2399.20
Deferred Tax	(257.41)	111.39
Profit After Tax	7593.85	8727.38
Add : Surplus brought forward from previous year	3905.06	4564.24
Amount available for appropriation	<b>11498.91</b>	<b>13291.62</b>
<b>Appropriations</b>		
Dividend paid on equity shares (for the respective previous financial year)	1253.97	1567.46
Tax on Dividend paid (for the respective previous financial year)	257.76	319.10
Transfer to General Reserve	7500.00	7500.00
Surplus carried over to Balance Sheet	2487.18	3905.06
<b>TOTAL</b>	<b>11498.91</b>	<b>13291.62</b>

### Dividend

The Board recommended a dividend of Rs.10/- per equity share for the financial year ended March, 2019. Payment is subject to approval of the shareholders at the ensuing Annual General Meeting

### Review of Operations

#### Sugar

During the year under review, the aggregate cane crush was 37.33 lakh tonnes compared to 23.72 lakh tonnes in the previous year. The overall recovery was at 9.65%. Sugar production increased to 35.97 lakh quintals compared to 22.36 lakh quintals in the previous year.

#### Power

The Co-generation plants generated 464.98 million units of power and exported 317.77 million units of power to grids compared to the generation of 295.88 million units and export of 195.13 million units in the previous year.

### Distillery

During the year, the distilleries produced 21.45 million B.Ltrs compared to the production of 18.64 million B.Ltrs in the previous year.

### Granite

In the Granite Processing Unit 142748 square metres of Granite Slabs and 59775 square metres of Tiles were produced compared to production of 163857 square metres of Granite Slabs and 30711 square metres of Tiles in the previous year.

### Wind Mill

Wind Mills generated 13.88 million units of power and exported 12.16 million units to grid compared to the generation of 15.38 million units and export of 13.41 million units in the previous year.





## Prospects for the Current Year 2019 – 2020

In the current financial year, it is estimated to crush 37 lakh tonnes of sugarcane in aggregate. Performance of co-generation plant will be based on bagasse availability in the sugar mills. It is estimated to produce 29 million B. Litres of alcohol in the Distillery Units. The performance of Granite Division largely depends on the mining policy of the Central/ State Governments.

## Directors and Key Managerial Personnel

In accordance with the provisions of Companies Act, 2013 read with the Articles of Association of the Company Sri S V Balasubramaniam is liable to retire by rotation and he is eligible for re-appointment.

Sri E P Muthukumar (DIN : 00003740), Sri M P Vijayakumar (DIN : 05103089), Sri A K Perumalsamy (DIN : 00313769) and Sri T Gundan (DIN : 00624804) were appointed as Independent Directors of the company at the 30th Annual General Meeting of the company held on 15th September, 2014 for a consecutive period of five years (first term) and they hold office as Independent Directors of the Company upto 14th September, 2019.

Pursuant to Section 149(10) & (11) of the Companies Act 2013, the above Independent Directors are eligible for reappointment on passing of special resolutions by the company and disclosure of such appointment in the Board's Report. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee necessary special resolutions have been placed before the members for reappointment of Sri E P Muthukumar, Sri M P Vijayakumar, Sri A K Perumalsamy and Sri T Gundan as Independent Directors for a second term of 5 (five) consecutive years i.e., from 15.09.2019 to 14.09.2024. In the opinion of the Board of Directors, the Independent Directors fulfil the conditions specified in the Companies Act, 2013 read with rules made thereunder and other applicable regulations. Continuance of above Directors would be beneficial to the Company.

The Company has devised a policy on director's appointment, remuneration and for performance evaluation of independent directors, Board, Committees and other individual directors which include performance evaluation of non-executive and executive directors

The details of programmes for familiarization of independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operations, business models and related matters are placed on the website of the company at the link <http://www.bannari.com/InvestorInformation.html>

## Particulars of Loans, Guarantees or Investments

During the year, the company has not made any loan or guarantee or investment or provided any security under Section 186 of the Companies Act, 2013

## Conservation of Energy Technology Absorption Foreign Exchange Earnings and Outgo

The particulars relating to conservation of energy, Technology absorption, Foreign Exchange earnings and outgo as required to be disclosed under the Companies Act, 2013 are provided in Annexure I to this Report.

## Particulars of Employees

The information as required under Section 197 of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is furnished in Annexure II forming part of this Report.

In terms of proviso to Section 136 (1) of the Companies Act, 2013 the Report and Accounts are being sent to the members excluding the information on employees as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the said information is available for inspection by the members at the Registered Office of the Company during business hours on all days except Sundays and public holidays upto the date of Annual General Meeting. If any member is interested in obtaining a copy thereof, such



member may write to the Company Secretary in this regard.

The Company has complied with applicable provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. During the year no complaint / case was filed pursuant to the said Act.

### **Meetings of the Board**

Five Meetings of the Board of Directors were held during the year. The details are furnished in the Report on Corporate Governance attached herewith

### **Committees and Policies**

The company has constituted Board Committees and framed policies as required under the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details are furnished in the Corporate Governance Report attached herewith

### **Corporate Governance and Management Discussion and Analysis Report**

A separate section on Corporate Governance, Management Discussion and Analysis Report, a certificate from the Auditors of the company regarding compliance of conditions of Corporate Governance and a certificate on non-disqualification of Directors as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed as Annexure - III.

### **Corporate Social Responsibility Committee**

Pursuant to Section 135 of the Companies Act 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014 the company has formulated a policy on Corporate Social Responsibility. The Annual Report on CSR activities for the financial year ended 31st March, 2019 is attached as Annexure IV to this report

### **Risk Management / Risk Management policy**

As per Regulation 21 of the SEBI (LODR) Regulations, 2015, constitution of Risk Management Committee is not

mandatory for the company. However the company has Risk Management Committee and has formulated a Risk Management Policy including risk assessment and minimization procedures. The Risk Management Committee has been assigned with the functions of monitoring and reviewing the risk management plans of the company. In the opinion of the Board no element of risk that may threaten the existence of the company has been identified

### **Vigil Mechanism/Whistle Blower Policy**

The company has established vigil mechanism for Directors and Employees to report concerns about the unethical behavior, actual or suspected incidents of fraud or violation of the code of conduct or ethics. The Whistle Blower Policy is posted in the company's website at the link <http://www.bannari.com/InvestorInformation.html>

### **Dividend Distribution Policy**

The company has formulated and adopted Dividend Distribution Policy which is posted in the company's website at the link <http://www.bannari.com/InvestorInformation.html>

### **Related Party Transactions**

All related party transactions are entered on arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and other relevant Regulations as referred under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the transactions is materially significant which may have potential conflict with the interest of the company at large and therefore disclosure in Form AOC-2 is not required. All the related party transactions are placed before the Audit Committee and approved by the Audit Committee. Prior omnibus approval of the Audit Committee was obtained on annual basis for the transactions which are at a foreseen and repetitive nature. The Related Party Transactions Policy as approved by the Board is uploaded on the company's website at <http://www.bannari.com/InvestorInformation.html>



The details of transactions with Related Parties are provided in the accompanying financial statements

## Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors at their meeting held on 06.02.2019 without participation of non-independent directors and management considered and evaluated the performance of the Chairman, Managing Director and the Board.

The criteria applied in the evaluation process are detailed in the Corporate Governance Report which forms part of this report. The Board has carried out an annual evaluation of its own performance, the performance of the committees, board, independent Directors and individual Directors

## Material changes and commitments

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2018-19 and the date of this report

## Directors' Responsibility Statement

As stipulated in Section 134(3)(c) and 134 (5) of the Companies Act 2013 your Directors confirm that

- a) in the preparation of the annual accounts, all the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c) they had taken proper and sufficient care for the maintenance of adequate accounting records in

accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- d) they had prepared the annual accounts on a going concern basis;
- e) they had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## Extract of Annual Return

The extract of Annual Return is annexed as Annexure V and the same is available at the weblink <http://www.bannari.com/InvestorInformation.html>

## Auditors / Auditors' Report

M/s P K Nagarajan & Co., Chartered Accountants Coimbatore was appointed as the Statutory Auditors of the company at the 33rd Annual General Meeting of the Company for a period of five years and they shall hold office till the conclusion of 38th Annual General Meeting.

The Auditors' Report given by M/s P K Nagarajan & Co., on the financial statements of the company for the financial year 2018-19 does not contain any qualification, reservation or adverse remark

## Secretarial Auditors and Secretarial Audit Report

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

The Board appointed M/s C Thirumurthy & Associates, Company Secretaries, Coimbatore as Secretarial Auditors to conduct Secretarial audit for the financial year 2018-2019. The Report of Secretarial Auditors is annexed to this report as Annexure VI.



The Report does not contain any qualification, reservation or adverse remark

### **Internal Control Systems and their Adequacy**

Details of internal control system and their adequacy are provided in the Management Discussion Analysis Report attached herewith

### **Cost Audit**

The Company has maintained cost records as specified by the Central Government under Section 148 of the Companies Act, 2013.

Sri M Nagarajan, Cost Accountant, Coimbatore was appointed as Cost Auditor to conduct audit of cost accounting records for the financial year 2018-19

### **Industrial Relations**

The relationship with employees continued to remain cordial throughout the year under review

Coimbatore  
29.05.2019

### **General**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transaction on these items during the year under review :

- a) Details relating to deposits covered under Chapter V of the Act.
- b) Issue of equity shares with differential rights as to dividend, voting or otherwise
- c) Issue of shares (including sweat equity shares) to employees of the company under any scheme

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future

### **Acknowledgement**

Your Directors acknowledge with gratitude the timely support extended by the Government of India, Governments of Tamilnadu and Karnataka and other authorities, banks and other business associates. Your Directors thank the cane growers who have supplied sugarcane to the factories and wish to place on record their appreciation of the contributions made by all the employees.

By order of the Board  
**S V BALASUBRAMANIAM**  
Chairman  
DIN : 00002405



## **ANNEXURE - I**

### **PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014**

#### **A) Conservation of energy :**

##### **i) The steps taken or impact on conservation of energy**

- ❖ DECANTERS were installed in the place of existing vacuum filters in Sugar Unit II at Alaganchi Village which will function from 2019-2020 sugar season.
- ❖ 596 Nos. of conventional light fittings were replaced with new LED light fittings
- ❖ Natural draught (Fanless) cooling towers were introduced in place of Induced Draught Cooling tower

##### **ii) The steps taken by the company for utilizing alternate sources of energy;**

- ❖ Installed 5 kW solar panel in the new bio-lab.
- ❖ Bio gas plants are installed.
- ❖ The Bio gas generated in the Anaerobic digester of the Effluent Treatment Plant is taken to gas stoves of dormitory and canteen and utilized for cooking purpose.

##### **iii) The capital investment on energy conservation equipments : Nil**

#### **B) Technology absorption-**

##### **i) The efforts made towards technology absorption : Nil**

##### **ii) The benefits derived like product improvement, cost reduction, product development or import substitution : Nil**

##### **iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

The company has not imported any technology during the last three years

##### **iv) The expenditure incurred on Research and Development : Rs. 32.61 Lakhs**

#### **C) Foreign exchange earnings and outgo :**

❖ The Foreign Exchange earned in terms of actual inflows during the year : Rs. 3731.48 lakhs

❖ The Foreign Exchange outgo during the year in terms of actual outflows : Rs. 1501.17 lakhs

Coimbatore  
29.05.2019

By order of the Board  
**S V BALASUBRAMANIAM**  
Chairman  
DIN : 00002405

## ANNEXURE - II

THE INFORMATION REQUIRED PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013, READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

### A) Information as per Section 197(12) read with Rule 5(1) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Name of the Director	Designation	Ratio to median remuneration
Sri S V Balasubramaniam	Chairman - Executive	148.43
Sri B Saravanan	Managing Director	102.31

The median remuneration of employees of the company during the financial year 2018-19 was Rs.3,19,372/-.

The Non-Executive Directors were paid only sitting fee for attending the meetings of the Board and Committees thereof

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year

Name	Designation	% increase in remuneration
Sri S V Balasubramaniam	Chairman - Executive	-27.43
Sri B Saravanan	Managing Director	-24.96
Sri C Palaniswamy	Company Secretary	32.39
Sri M Ramprabhu	Chief Financial Officer	24.15

3. Percentage increase in the median remuneration of employees in the financial year : 14 %.
4. Number of permanent employees on the rolls of company : 1860 .
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :

The average percentile increase in salaries of employees other than managerial personnel was 12%. Since the managerial persons are being paid commission linked to company's profitability in terms of the resolutions passed by the shareholders of the company under the provisions of the Companies Act, 2013, it cannot be compared with the percentile increase in salaries of other employees.

6. Affirmation that the remuneration is as per the remuneration policy of the company.

The company affirms that remuneration is as per the Remuneration Policy of the company.

Coimbatore  
29.05.2019

By order of the Board  
**S V BALASUBRAMANIAM**  
Chairman  
DIN : 00002405



**ANNEXURE - III**

**CORPORATE GOVERNANCE**

**COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company is committed to achieve high standards of corporate governance

The Company's philosophy on corporate governance envisages the attainment of high levels of transparency, accountability and equity in all facets of its operations and in all the interactions with its stakeholders including shareholders employees cane growers lenders and Governments

**BOARD OF DIRECTORS**

The Board of Directors comprises of Executive Chairman, Managing Director and Non-Executive Independent Directors. At present 5 Directors are Independent

Directors. None of the independent directors are promoters or related to promoters. Each Independent Director, gives declaration that he /she meets criteria of independence as required under the Companies Act, 2013. The company has issued a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been uploaded in the website of the company at the link <http://www.bannari.com/Investor Information.html>.

Attendance of Directors at the Board Meetings, last Annual General Meeting (AGM) and Number of other Directorship and Chairmanships/Memberships of Committees of each Director in various companies are furnished below :

Category and Name of the Directors	Number of Directorships held in other Public Companies	Number of Board Committee Memberships held in other public companies		Number of Board Meetings held	Number of Board Meetings Attended	Last AGM Attended
		Chairman	Member			
<b>Promoters and Executive Directors</b>						
Sri S V Balasubramaniam (DIN : 00002405)	--	--	--	5	5	Yes
Sri B Saravanan (DIN : 00002927)	--	--	--	5	5	Yes
Sri S V Balasubramaniam and Sri B Saravanan are related to each other as Father and Son.						
<b>Non-Executive Independent Directors</b>						
Sri A K Perumalsamy (DIN : 00313769)	--	--	--	5	5	Yes
Sri E P Muthukumar (DIN : 00003740)	--	--	--	5	5	Yes
Sri T Gundan (DIN : 00624804)	--	--	--	5	3	Yes
Sri M P Vijayakumar (DIN : 05103089)	1	--	--	5	5	Yes
Dr Radha Ramani (DIN : 07083381)	--	--	--	5	5	Yes

Five Board Meetings were held during the year and the details are:

<b>Date of Board Meeting</b>	<b>Board Strength</b>	<b>No of Directors present</b>
25.05.2018	7	7
09.08.2018	7	6
20.09.2018	7	7
14.11.2018	7	6
06.02.2019	7	7

The Board was given all material information, in advance and in defined agenda format, viz budgets, review of budgets, cane crush estimates, actual cane crushed, actual recovery, sugar stock details, details of power generation and power exported to grid production, sales and stock details of granite and distillery products etc for facilitating meaningful and focused discussions at the meetings.

**PERFORMANCE EVALUATION OF DIRECTORS**

The Nomination and Remuneration Committee has formulated the methodology and criteria to evaluate the performance of the Board and each Director. The evaluation of the performance of the Board, its committees and independent Directors are evaluated through a questionnaire circulated to all directors and based upon the response to the questionnaire, the directors do a self evaluation of their

List of core skills / expertise / competencies identified by the Board of Directors for the effective functioning of the company in the context of its businesses and sector it belongs :

<b>Skill</b>	<b>Description</b>
Leadership/Strategy	Experience of playing leadership roles in sugar business with competencies around business administrations, operations and people management.
Experience in sugar farming	Strong knowledge in the field of sugarcane cultivation, identification of suitable varieties, improving cane yield etc. Handling the grievances of farming community.
Financial	Practical knowledge and experience in Corporate finance, accounting and reporting and internal financial controls.
Experience in overall management administration	Practical knowledge and experience in managing of sugar factories.
Regulatory	Strong expertise and experience in corporate laws and regulating compliances. Social and environmental consciousness.

While evaluating the Board as a whole it was ensured that the existing Board members have relevant skills / expertise / competence in the context of the business and sector to function effectively.

performance. Accordingly Board reviewed the performance of each of the directors and expressed their satisfaction.

The performance evaluation of the Chairman and the Managing Director was carried out separately by the Independent Directors. The Independent Directors expressed their satisfaction on the performance of the Chairman and the Managing Director.

**CHART SETTING OUT THE SKILLS / EXPERTISE / COMPETENCE OF THE BOARD OF DIRECTORS**

The company is engaged in the business of manufacture of sugar, generation of power through co-generation, production of industrial alcohol and granite products. Sector in which it operates is regulated by the Essential Commodities Act, 1955, Sugarcane (Control) Order, 1966 etc., Lot of experience and competencies are required in the context of its business which is basically agro based sector.





## MEETING OF INDEPENDENT DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Independent Directors met on 25.5.2018 and 06.02.2019 during the financial year ended 31.03.2019. All the Independent Directors were present for both the meetings. The Independent Directors inter alia reviewed the performance of the Board, Chairman of the Company and the Managing Director and also assessed the quality and timeliness of flow of information between the management and the Board.

## FAMILIARISATION PROGRAMME FOR DIRECTORS

At the time of appointing a Director, a formal letter of appointment is given to him which inter alia explains the role, function, duties and responsibilities as a Director of the Company. The Director is also explained in detail the compliance required under the Companies Act, 2013, under Regulation 25 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and other relevant regulations and affirmation taken with respect to the same. The Chairman also has one to one discussion with the Directors to familiarize them with the company's operations. Further the company has put in place a system to familiarize the Independent Directors about the company, its products, business modules etc.

## CODE OF CONDUCT

The company has adopted the code of conduct for all Board Members and Senior Management as required under Regulation 26 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. The code is posted on the company's website at the link <http://www.bannari.com/InvestorInformation.html>. All Board Members and Senior Management personnel have affirmed compliance with the code on an annual basis and a declaration to this effect signed by the Chairman is attached to this report.

## WHISTLE BLOWER POLICY/VIGIL MECHANISM

The company has established a whistle blower policy/vigil mechanism for Directors and Employees to report concerns about unethical behavior, actual or suspected incidents of fraud or violation of the code of conduct or ethics policy. This mechanism provides adequate safeguards against

victimization of directors/employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee. The Company affirms that no persons has been denied access to the audit committee. The whistle blower policy is posted on the company's website at the link <http://www.bannari.com/InvestorInformation.html>.

## RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. All Related Party Transactions are placed before the Audit Committee as also to the Board of Directors. Omnibus approvals are obtained for the transactions which are of repetitive nature. Transactions entered into pursuant to omnibus approval are reviewed by Audit Committee on quarterly basis.

The policy on related party transactions as approved by the Board of Directors has been uploaded on the website of the company at the link <http://www.bannari.com/InvestorInformation.html>. None of the Independent Director has any pecuniary relationship or transactions vis-a-vis the company.

## INSIDER TRADING

The company has formulated code of practices and procedures for fair disclosure of unpublished Price Sensitive information and code of conduct to regulate and report trading by the designated persons and their immediate relatives under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

## COMMITTEES OF THE BOARD

### AUDIT COMMITTEE

The Audit Committee consists of Sri M P Vijayakumar, Sri T Gundan and Sri E P Muthukumar. Sri M P Vijayakumar is the Chairman of the Audit Committee. During the financial year ended March 31, 2019, the Committee met 4 times at 1212, Trichy Road Coimbatore 641 018 on 25.05.2018, 09.08.2018, 14.11.2018 and 06.02.2019. Particulars of meetings attended by the members of the Audit Committee are given below :

Name of the Member	Category	No of Meeting	
		Held	Attended
Sri M P Vijayakumar	Non-Executive - Independent	4	4
Sri T Gundan	Non-Executive - Independent	4	2
Sri E P Muthukumar	Non-Executive - Independent	4	4

The term of references to the Audit Committee inter alia include the followings:

- a) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - ii) Changes, if any, in accounting policies and practices and reasons for the same.
  - iii) Major accounting entries involving estimates based on the exercise of judgment by management
  - iv) Significant adjustments made in the financial statements arising out of audit findings
  - v) Compliance with listing and other legal requirements relating to financial statements
  - vi) Disclosure of any related party transactions
  - vii) Qualifications in the draft audit report
- e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) Discussion with internal auditors of any significant findings and follow up there on;
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders,



- shareholders (in case of non-payment of declared dividends) and creditors;
- r) To review the functioning of the Whistle Blower mechanism;
- s) Approval of appointment of CFO after assessing the qualifications, experience and background, etc., of the candidate;
- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**NOMINATION AND REMUNERATION COMMITTEE**

The Committee consists of Sri M P Vijayakumar, Sri T Gundan and Sri E P Muthukumar. Sri M P Vijayakumar is the Chairman of the Nomination and Remuneration Committee. During the financial year ended March 31, 2019, the Committee met 1 time at 1212 Trichy Road Coimbatore 641018 on 25.05.2018. Particulars of meeting attended by the members of the Nomination and Remuneration Committee are given below :

Name of the Member	Category	No of Meeting	
		Held	Attended
Sri M P Vijayakumar	Non-Executive - Independent	1	1
Sri T Gundan	Non-Executive - Independent	1	1
Sri E P Muthukumar	Non-Executive - Independent	1	1

The term of references to the Nomination and Remuneration Committee inter alia include the following :

- a) Formulation of the criteria for determining qualifications, positive attributes and Independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
- e) Whether to extend or continue the terms of appointment of the Independent Directors, on basis of the report of performance evaluation of Independent Directors.
- f) Recommend to the board all remuneration in what ever form payable to senior management.

**REMUNERATION POLICY**

The remuneration policy is directed towards rewarding performance, based on the review of achievements. It is

aimed at attracting and retaining talents. The remuneration structure shall be determined after taking into consideration of age, qualification, experience in the respective field, past performance of the concerned individual, regulatory frame work, competition in the industry, financial position of the company.

The appointment and remuneration of Executive Directors viz. Chairman and Managing Director is governed by the recommendation of Nomination and Remuneration Committee, resolutions passed by the Board of Directors and shareholders of the company. The remuneration consists of salary, perquisites, allowances and commission which are subject to the limitations specified under the Companies Act, 2013 and Schedule V to the said Act.

The Non-Executive Directors are paid sitting fees of Rs.5000/- for each meeting of the Board or Committee thereof. The company shall also reimburse the out of pocket expenses incurred by the Directors for attending the meetings.

The remuneration paid to the Chairman, Managing Director and other Key Managerial Personnel are disclosed in Page Nos. 47 & 48. The company does not have any Employees Stock Option Scheme.

**STAKEHOLDERS' COMMITTEE**

The Stakeholders' Committee was formed to specifically look into the shareholders'/investors' complaints if any on

transfer of shares non receipt of Balance Sheet non receipt of declared dividend etc and this stakeholder' committee consists of Sri T Gundan, Sri S V Balasubramaniam, Sri M P Vijayakumar and Sri A K Perumalsamy. Sri T Gundan is the Chairman of the Stakeholders' Committee. During the

financial year ended March 31, 2019, the Committee met 4 times at 1212 Trichy Road, Coimbatore 641018 on 25.05.2018, 09.08.2018, 14.11.2018 and 06.02.2019. Particulars of meetings attended by the members of the Stakeholders' Committee are given below :

Name of the Member	Category	No of Meeting	
		Held	Attended
Sri T Gundan	Non-Executive - Independent	4	2
Sri S V Balasubramaniam	Executive	4	4
Sri M P Vijayakumar	Non-Executive - Independent	4	4
Sri A K Perumalsamy	Non-Executive - Independent	4	4

The role of the Committee shall inter alia include the following:

- 1) Resolving the grievances of the security holders including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) Review of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Sri C Palaniswamy, Company Secretary is the compliance officer.

During the financial year 2018-19, the company has not received any complaint from the shareholders relating to transfer of shares, non-receipt of Annual Report, declared dividend etc. No pending complaint as on March 31, 2019.

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee consists of Sri M P Vijayakumar, Sri S V Balasubramaniam, Sri T Gundan and Dr Radha Ramani. Sri M P Vijayakumar is the Chairman of the Corporate Social Responsibility Committee. During the financial year ended March 31, 2019, the Committee met 2 times at 1212 Trichy Road Coimbatore 641018 on 25.5.2018 and 06.02.2019. Particulars of meeting attended by the members of the Corporate Social Responsibility Committee are given below :

Name of the Member	Category	No of Meeting	
		Held	Attended
Sri M P Vijayakumar	Non-Executive - Independent	2	2
Sri S V Balasubramaniam	Executive	2	2
Sri T Gundan	Non-Executive - Independent	2	2
Dr Radha Ramani	Non-Executive - Independent	2	2

The term of references to the Corporate Social Responsibility Committee inter alia include the followings :

- a) To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the



company in compliance with the provisions of the Companies Act, 2013 and Rules made there under.

- b) To recommend the amount of expenditure to be incurred on CSR activities
- c) To monitor the implementation of the framework of the CSR Policy.
- d) To approve the Annual Report on CSR activities

**RISK MANAGEMENT COMMITTEE**

It is not mandatory for the company to constitute Risk Management Committee.

However the company constituted the Risk Management Committee which consists of Sri M P Vijayakumar, Sri S V Balasubramaniam, Sri B Saravanan and Sri T Gundan. Sri M P Vijayakumar is the Chairman of the Risk Management Committee. During the financial year ended March 31, 2019, the Committee met 1 time at 1212 Trichy Road Coimbatore 641018 on 06.02.2019. Particulars of meeting attended by the members of the Risk Management Committee is given below :

Name of the Member	Category	No of Meeting	
		Held	Attended
Dr M P Vijayakumar	Non-Executive - Independent	1	1
Sri S V Balasubramaniam	Executive	1	1
Sri B Saravanan	Executive	1	1
Sri T Gundan	Non-Executive - Independent	1	1

The term of references to the Risk Management Committee inter alia include the following :

- a) Oversight of the risk management performed by the executive management.
- b) To ensure that the risk management plan and

policies implemented by the company is effective in identifying, analyzing and mitigating all material risks involved in the business of the company.

- c) To assist the Board in formulation of Risk Management Plan and strategies.

**GENERAL BODY MEETING**

Location and time where last three Annual General Meetings were held :

AGM	Date	Venue	Time	Special Resolution Passed
32 <sup>nd</sup>	29.12.2016	Jenneys Residency 2/2 Avinashi Road Civil Aerodrome Post Coimbatore 641 014	11.15 AM	No special resolution was passed
33 <sup>rd</sup>	25.09.2017	-do-	4.30 PM	No special resolution was passed
34 <sup>th</sup>	20.09.2018	-do-	4.30 PM	Special Resolutions as required under Regulation 17(1A) of SEBI (LODR) Regulation 2015 were passed for the continuance of Independent Directors who attained the age of 75 years

No special resolution was passed through postal ballot during the last year. No special resolution proposed to be passed through postal ballot.

**DETAILS OF SHAREHOLDING OF NON-EXECUTIVE DIRECTORS AS ON 31.3.2019**

<b>NAME OF THE DIRECTOR</b>	<b>NO. OF SHARES HELD</b>
Sri E P Muthukumar	1000
Sri A K Perumalsamy	900
Sri T Gundan	NIL
Sri M P Vijayakumar	NIL
Dr Radha Ramani	NIL

**DISCLOSURES**

- None of the transactions with related parties during the year 2018-2019 were in conflict with the interest of the company. The Policy on Related Party Transactions is available on the web link <http://www.bannari.com/Investor Information.html>
- There was no instance of non-compliance of any matter related to the capital markets during the last 3-years.
- In the preparation of the financial statements, the company has followed the applicable Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the notes to the financial statements.
- The Company has obtained a certificate from a Company Secretary in Practice as required under regulation 34(3), read with Schedule V para (C) clause (10) (i) of the SEBI (LODR) Regulations, 2015.
- The Company has complied with corporate Governance requirements specified in regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, 2015.
- The Company has complied with all mandatory requirements of SEBI (LODR). Regulations, 2015 Adoption of non-mandatory requirements is being reviewed by Board from time-to-time.

**MEANS OF COMMUNICATION**

- The quarterly/half-yearly/annual financial results of the Company are announced within the stipulated period and are normally published in Business Standard (English) and Makkal Kural (Tamil). The financial results are also accessible on the Company's website at the link <http://www.bannari.com/Investor Information.html>.



**SHAREHOLDERS' INFORMATION**

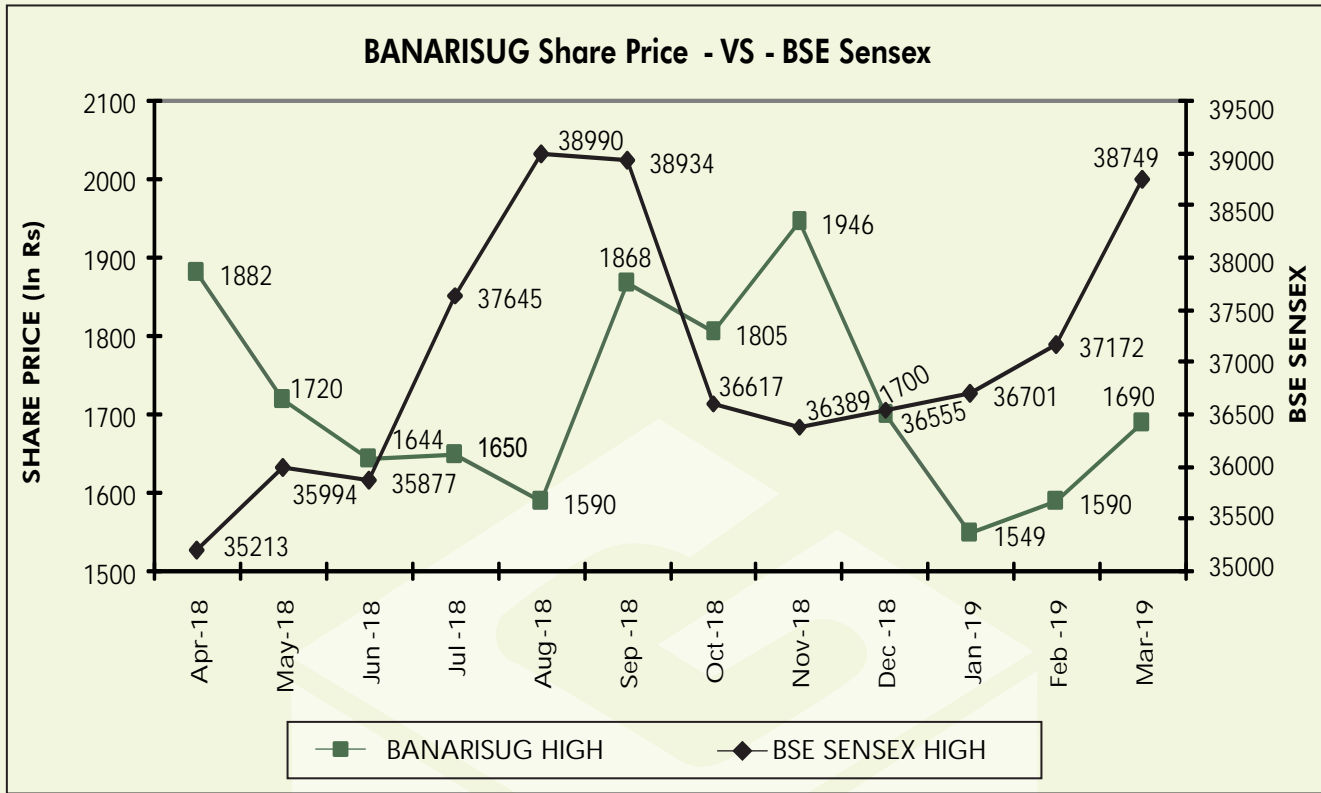
**Annual General Meeting**

Day and Date	Thursday, 12th day of September 2019						
Time	4.30 P M						
Venue	Jenneys Residency, 2/2 Avinashi Road, Civil Aerodrome Post, Coimbatore 641 014						
Financial Year	2018-2019						
Date of Book Closure for the purpose of Dividend and AGM	06.09.2019 to 12.09.2019 (both days inclusive)						
Dividend	Rs.10/- per equity share (proposed)						
Dividend payment date	On or before 30th September, 2019						
The Company's Equity Shares are listed on the following Stock Exchanges BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 National Stock Exchange of India Limited "Exchange Plaza" Bandra - Kurla Complex, Bandra (E) Mumbai - 400 051 The company has paid annual listing fees for the year 2019-2020 to the above stock exchanges	<table border="0"> <tr> <td><u>Stock Code</u></td> <td><u>ISIN</u></td> </tr> <tr> <td>500041</td> <td>INE459A01010</td> </tr> <tr> <td>BANARISUG</td> <td>INE459A01010</td> </tr> </table>	<u>Stock Code</u>	<u>ISIN</u>	500041	INE459A01010	BANARISUG	INE459A01010
<u>Stock Code</u>	<u>ISIN</u>						
500041	INE459A01010						
BANARISUG	INE459A01010						
<b>Financial Calendar</b> Announcement of Quarterly Results for the financial year 2019-2020	Within the time specified in SEBI (LODR) Regulations 2015						

**Share Price Movement**

The high and low quotations of the company's shares on the Bombay Stock Exchange together with Sensex from April 2018 to March 2019 were given below :

Month	NSE			BSE		
	High (In Rs)	Low (In Rs)	No. of Shares	High (In Rs)	Low (In Rs)	No. of Shares
April 2018	1899.90	1660.00	9244	1881.60	1670.35	2866
May 2018	1717.00	1533.85	5843	1719.90	1530.00	445
June 2018	1590.00	1363.80	11577	1643.60	1395.00	822
July 2018	1600.00	1400.00	13093	1650.00	1400.05	8747
August 2018	1574.95	1380.00	14723	1590.00	1385.25	14734
September 2018	1869.50	1430.00	97113	1867.95	1430.00	12431
October 2018	1820.00	1430.00	36675	1805.00	1430.00	3724
November 2018	1941.55	1570.00	14102	1946.00	1563.55	2418
December 2018	1629.80	1430.10	10105	1700.00	1457.00	2921
January 2019	1565.00	1400.10	14044	1548.70	1399.95	10295
February 2019	1574.90	1425.00	22207	1590.00	1439.95	1396
March 2019	1699.90	1485.00	37738	1689.95	1500.00	3748
<b>Total</b>			<b>286464</b>			<b>64547</b>



Based on the closing quotation of Rs. 1,535/- as at 29.3.2019 at the Bombay Stock Exchange the market capitalization of the company was Rs.1,924.84 Crores.

**Outstanding GDRs/ADRs/Warrants or any convertible instruments**

The company does not have any GDRs/ADRs/Warrants or any convertible instruments.

**Commodity Price Risk and Commodity Trading Activities**

The Price of the products of the company are market driven and is fixed based on the prevailing market price. In respect of Foreign Exchange Commitments no hedging has been made except natural hedging.

**Dematerialisation of Shares**

The shares of the company are in compulsory demat segment. Members have option to hold their shares in demat form either through National Securities Depository Limited (NSDL) or the Central Depository Services (India) Limited (CDSL). About 97.66% shares of the company have been demateriaized. ISIN allotted to our company is INE459A01010.

**Investor Contacts**

**Registrar and Transfer Agent**

M/s Cameo Corporate Services Limited  
 "Subramanian Building"  
 1 Club House Road  
 Chennai 600 002  
 Phone : 044-28460395  
 Fax : 044-28460129  
 E-mail : investor@cameoindia.com

**Company**

Bannari Amman Sugars Limited  
 1212 Trichy Road  
 Coimbatore - 641 018 India  
 Phone : 0422-2204100  
 Fax : 0422-2309999  
 Email : secretary@bannari.com  
 shares@bannari.com



**Share Transfer System**

The Share transfers in physical form are registered and returned within a period of 15 days from the date of receipt if the documents are in order. The share transfers are approved by the Share Transfer Committee which usually meets twice in a month.

**Distribution of Shareholding as on 31.3.2019**

Sl No	Shareholding	No of shareholders	% of shareholders	No of shares	% of share holding
1	1 - 100	4612	72.84	170697	1.36
2	101 - 500	1289	20.35	297424	2.37
3	501 - 1000	206	3.25	164350	1.31
4	1001 - 2000	92	1.45	134217	1.07
5	2001 - 3000	28	0.44	68240	0.54
6	3001 - 4000	13	0.21	45857	0.37
7	4001 - 5000	13	0.21	60056	0.48
8	5001 - 10000	19	0.30	129362	1.03
9	10001 - and above	60	0.95	11469497	91.47
	<b>Total</b>	<b>6332</b>	<b>100.00</b>	<b>12539700</b>	<b>100.00</b>

**Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund**

During the year under review, the company has credited Rs.6,57,490/- to the Investor Education and Protection Fund (IEPF) being dividend unclaimed pertaining to the financial year 2010-2011.

In accordance with the provisions of Companies Act, 2013, the company has so far transferred 34,958 equity shares of Rs.10/- each, to the credit of IEPF Authority, in respect of which dividend has been unclaimed by the shareholder for seven consecutive years or more.

The company has uploaded on its website the details of unpaid and unclaimed amounts as on the last Annual General Meeting and details of shares transferred to IEPF on account of unclaimed dividend during the financial year 2018-2019.

The voting rights on the shares transferred to IEPF authority shall remain frozen till the rightful owner claims the shares.

**Unclaimed Suspense Account**

In compliance with requirements under SEBI (LODR) Regulation 2015 the Company has opened the Unclaimed Suspense Account and transferred the shares remained unclaimed even after three reminders to the shareholders. The voting rights in respect of such shares shall remain frozen. The details as required under this regulations are as follows:

Aggregate number of shareholders at the beginning of the year	-	14
Outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year	-	2700
Number of shareholders claimed	-	Nil
Number of shareholders transferred to IEPF	-	2
Number of shares transferred to IEPF	-	250
Aggregate number of shareholders at the end of the year	-	12
Outstanding shares lying in the Unclaimed Suspense Account at the end of the year	-	2450

**Shareholding Pattern as on 31.3.2019**

SI No	Category	No of Shares	%
1	Promoters	7360276	58.70
2	UTI & Mutual Funds	12460	0.10
3	Banks, Financial Institutions & Insurance Companies	114	0.00
4	Foreign Institutional Investors	21337	0.17
5	Private Corporate Bodies	1707788	13.62
6	Indian Public	3234241	25.79
7	IEPF	34958	0.28
8	NRI/OCB's	164635	1.31
9	Clearing Members	1441	0.01
10	Escrow Account	2450	0.02
	<b>TOTAL</b>	<b>12539700</b>	<b>100</b>

**Plant Locations :**

**Unit I  
Sugar Co-Generation & Granite Processing**

Alathukombai Village Sathyamangalam Taluk  
Erode District Tamilnadu

**Unit II  
Sugar, Co-Generation & Distillery**

Alaganchi Village Nanjangud Taluk Mysore District Karnataka

**Unit III  
Sugar & Co-Generation**

Kunthur Village Kollegal Taluk Chamarajanagar District  
Karnataka

**Unit IV  
Sugar & Co-Generation**

Kolundampattu Village Thandarampattu Taluk Thiruvannamalai  
District Tamilnadu

**Unit V  
Sugar & Co-Generation**

Vengur Village Thirukovilur Taluk Villupuram  
District Tamilnadu

**Distillery**

Sinnapuliur Village Bhavani Taluk Erode District Tamilnadu

**Bio-Compost**

Modur Village Erode District Tamilnadu  
Alaganchi Village Mysore District Karnataka

**Wind Mills**

Radhapuram Irukkandurai and Karunkulam Villages  
Radhapuram Taluk Tirunelveli District Tamilnadu

**Address for Correspondence**

**Bannari Amman Sugars Limited**  
1212 Trichy Road  
Coimbatore 641 018  
Phone : 0422-2204100 Fax : 0422-2309999  
Email : shares@bannari.com /secretary@bannari.com



## Management Discussion & Analysis

### INDUSTRY STRUCTURE AND DEVELOPMENT

#### WORLD SUGAR

Approximately 80% of the world's sugar is produced from sugarcane in tropical and subtropical climates with the remaining 20% derived from sugar beet which is grown mostly in the temperate zones of the Northern Hemisphere. Seventy countries are producing sugar from sugarcane forty from sugar beet and ten from both.

According to USDA report global production for the marketing year 2018-2019 is estimated to be at 178.9 million tonnes and the forecast for the marketing year 2019-2020 is up by 2 million tones to 181 million tonnes. Brazil is expected to produce only 29.5 million tonnes due to utilization of more cane to ethanol production.

#### INDIAN SUGAR

India is the largest consumer of sugar and the second largest producer next to Brazil. In the current sugar season India's sugar production likely to exceed the production of Brazil. It is a major player in the worldwide sugar trade. India's sugar production during the current sugar season 2018-19 would be around 33 million tonnes and expected to be at around 30 million tonnes in the next season 2019-2020.

The sugar recovery in Northern India has been substantially better than the sugar recovery achieved during the last season. However sugar recovery in Southern States is badly affected due to continuous drought.

While country's sugar production is estimated at around 30 million tonnes in 2019-20, the lowest in the last three sugar seasons, there may not be much increase in sugar prices because of record inventories

### Government Policies

- ❖ The Central Government has fixed a Fair & Remunerative Price (FRP) for sugarcane at Rs.275 per quintal for a basic recovery of 10% along with a premium of Rs.2.75 per quintal for every 0.1 increase above 10% in the recovery for the sugar season 2018-19. Where the recovery is below 10% and above 9.50% the FRP to be adjusted proportionately by reducing Rs.2.75 per quintal for every 0.10 percent decrease. FRP of Rs.261.25 per quintal of sugarcane for mills having recovery of 9.50% or less
- ❖ Government of India has fixed minimum ex-mill sugar sale price at Rs. 29/- per kg since June 2018 and then Rs. 31/- per kg from mid-February, 2019
- ❖ Since June 2018 the Central Government is fixing maximum monthly sugar sale quota for each mill
- ❖ Buffer stock subsidy for 3 million tonnes were announced by the Central Government
- ❖ The Central Government notified a scheme viz. "Scheme for extending financial assistance to sugar mills for enhancement and augmentation of ethanol production capacity" and provided assistance by way of interest subvention @ 6% or 50% of rate of interest charged by the banks whichever is less

The Indian Sugar Industry is struggling to recover its cost mainly due to surplus sugar production which in turn leads to surplus stock and massively depressed sugar prices. Sugar mills in the State of Tamil Nadu are facing acute cane shortage.


**Domestic Sugar Statistics**

(in lakh tonnes)

Particulars	2014-15	2015-16	2016-17	2017-18	2018-19(P)
Opening Stock as on 1st Oct.	74.74	90.80	77.52	38.80	107.20
Production during the Season	283.10	251.25	202.85	324.79	330.00
Imports	0.00	0.00	4.46	2.15	0
Total Availability	357.84	342.05	284.83	365.74	437.20
Off-take					
i) Internal Consumption	256.10	247.97	245.61	253.90	260.00
ii) Exports	10.94	16.56	0.46	4.64	35.00
Total off-take	267.04	264.53	246.07	258.54	295.00
Closing Stock as on 30th Sep	90.80	77.52	38.76	107.20	142.20
Stock as % of off-take	35.5%	31.3%	15.8%	42.2%	57.7%

Source : Indian Sugar Mills Association (ISMA)

**Performance of the company**

Particulars	Year Ended 31.3.2019	Year Ended 31.3.2018
<b>Sugar</b>		
Installed Capacity (TCD)	23700	23700
Sugarcane Crushed (Lakh Tonnes)	37.33	23.72
Recovery %	9.65	9.24
Raw Sugar processed (Lakh Tonnes)	--	0.05
Sugar bagged (Lakh Quintals)	35.97	22.36
<b>Power</b>		
<u>Installed Capacity</u>		
Co-gen Power (MW)	129.80	129.80
Wind Mills (MW)	8.75	8.75
Units Generated (Million Units)	478.86	311.26
<b>Distillery</b>		
Installed Capacity (KLPD)	127.50	127.50
Alcohol Produced (Million B. Ltrs)	21.45	18.64
<b>Granite Products</b>		
Polished slabs produced (Sq mtrs)	142748	163857
Polished tiles produced (Sq mtrs)	59775	30711



**Financial Performance of the Company**

(Rs. in Lakhs)

Particulars	Year Ended 31.3.2019	Year Ended 31.3.2018
<b>Revenue from operations</b>		
Sugar	80150.53	122573.25
Power	15435.09	8690.00
Distillery	11296.25	9088.03
Granite Products	5616.74	7723.81
<b>Total Expenses (Excluding interest)</b>		
Sugar	81841.43	114905.54
Power	3243.80	3401.85
Distillery	8321.77	7255.56
Granite Products	6855.38	7891.73
<b>Profit Before Interest and Tax (PBIT)</b>		
Sugar	(1690.90)	7667.71
Power	12200.29	5288.15
Distillery	2974.48	1832.47
Granite Products	(1238.64)	(167.92)
Profit After Tax (PAT)	7593.85	8727.38
Earnings per Share (Basic and Diluted) Rs.	60.56	69.60

**Key Profitability Ratios**

Particulars	Year Ended 31.3.2019	Year Ended 31.3.2018
<b>Profitability Ratios</b>		
Operating Profit Margin (EBIDTA / SALES %)	16.82	14.57
Net Profit Margin (PAT / SALES %)	6.75	5.89
Return on net Worth (PAT / Net Worth %)	6.49	7.87
<b>Balance Sheet Ratios</b>		
Debt Equity Ratio (times)	0.23	0.29
Current Ratio (times)	1.48	1.78
Debtors' Turnover (days)	24.00	30.00
Inventory Turnover (days)	176.00	239.00
Interest Coverage Ratios (times)	4.13	4.32

Turnover : Net sales + Closing Stock - Opening Stock

The receivable have been increased due to delay in payments from Tamil Nadu State Electricity Board.

The increase in Inventory is mainly due to statutory controls imposed by the Government of India under Sugarcane (Control) Order, 1966 viz. release order mechanism, stock holding limits etc.



## Opportunities and Threats in sugar Industry

### Opportunities

Adequate sugar cane availability would ensure availability of bagasse and there by generation of power at economical cost. Increase in ethanol off take will improve the revenue.

### Threats

Sugarcane availability is critically dependent upon nature.

There is always a risk of bearish phase following excess supply. Sugar business is intrinsically cyclical. Market sentiments move disproportionate to demand-supply parity causing volatile change in product pricing.

Power price is subject to State Government's decision and fluctuating open market prices. Ethanol off take and movement are yet to be regularized, pending over a long period of time.

### Risks & Mitigations

#### Industry Risk

Sugar industry being agro based and vulnerable to commodity cycles is fraught with several risks. It has to source sugarcane from its command area where growth and availability would depend on monsoon.

#### Risk mitigation

The Company has built excellent relationship over the years with the local farming community. It is financially fit and well positioned to meet the challenges.

#### Details of Adequacy of Internal Financial Controls

The Company's internal control system is aimed at proper utilization and safeguarding of the Company's resources and promoting operational efficiency. The internal audit process reviews the in-system checks, covering significant operational areas regularly.

The Company's Audit Committee is responsible for reviewing the Report submitted by the Internal Auditors. Suggestions for improvements are considered and the Audit Committee follows up on the implementation of corrective actions. The Audit Committee also invites the Statutory and Internal Auditors for regular meetings to ascertain their views on the adequacy of internal control systems and keeps the Board of Directors informed of its observations from time to time.

### Human Resources and Industrial Relations

The Company employs 1860 permanent employees and the company maintains excellent relationship with its employees during the year under review. No case was filed under Sexual Harassment of women at workplace (Prevention Prohibition and Redressal) Act 2013.

The company has created an excellent relationship with the farmers as well as other stakeholders including bankers.

### CSR Activities

CSR services of Bannari Amman Sugars Limited are carried out inter alia under Bannari Rural Foundation, a registered non-profitable charitable trust. The trust acts as resource nucleus for providing urban amenities in rural areas. We are working tirelessly to enrich the lives of people in the rural community by providing them with a host of amenities that not just make their lives a whole lot easier but also ensures agricultural, educational and economic independence. Activities carried out by our foundation include Health camps in rural areas, Sanitation facilities, Contribution to education, Check dams construction, desilting of tanks and water bodies.

### Outlook

India's sugars production is expected to decline due to lower cane area and yields. However, sugar prices are expected to be at current level due to availability of stock in the country which is more than 6 months consumption.

## Cautionary Statement

Statements made in this Management Discussion and Analysis Report may contain certain forward-looking statements based on various assumptions on the Company's present and future business strategies and the environment in which it operates. Actual results may differ substantially or materially from those expressed or implied due to risk and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India and abroad, volatility in interest rates and in the securities market, new regulations and Government policies that may impact the Company's businesses as well as the ability to implement its strategies. The information contained herein is as of the date referenced and the Company does not undertake any obligation to update these statements. The Company has obtained all market data and other information from sources believed to be reliable or its internal estimates, although its accuracy or completeness cannot be guaranteed.



## **DECLARATION ON CODE OF CONDUCT**

To

The Members of  
Bannari Amman Sugars Limited

In compliance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, I declare that the Board of Directors and members of senior management have affirmed the compliance with the code of conduct during the financial year ended 31.3.2019.

Place : Coimbatore

Date : 29.05.2019

S V BALASUBRAMANIAM  
Chairman  
DIN 00002405

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of  
Bannari Amman Sugars Limited,

We have examined the compliance of the conditions of Corporate Governance by M/s.Bannari Amman Sugars Limited ("the Company"), for the year ended on 31st March 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, 2015 for the year ended on 31st March 2019.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place : Coimbatore

Date : 29.05.2019

For P K NAGARAJAN & Co.,  
Chartered Accountants  
Firm Reg. No: 016676S

P K Nagarajan  
Partner  
M.No. 25679

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,  
Bannari Amman Sugars Limited  
1212, Trichy Road,  
Coimbatore – 641018

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Bannari Amman Sugars Limited having CIN: L15421TZ1983PLC001358 and having registered office at 1212, Trichy Road, Coimbatore - 641 018 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para (C) Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that as on the date of this certificate none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

Place : Coimbatore  
Date : 29.05.2019

For M/s C Thirumurthy & Associates  
C Thirumurthy B Com BL FCS  
Practising Company Secretary  
FCS 3454 CP 5179





**ANNEXURE - IV**

**ANNUAL REPORT ON CSR ACTIVITIES**

1. A brief outline of the company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The Company's philosophy on Corporate Social Responsibility (CSR) is that "as the organization grows the society and community around it should also grow". The company is consistently making contributions for the welfare of the people living in and around the neighbouring villages of its sugar factories. The areas mainly focused are on health sanitation irrigation education environment water conservation livelihood etc.

Web link to the CSR Policy : <http://www.bannari.com/InvestorInformation.html>

2. The Composition of the CSR Committee

- Sri M P Vijayakumar - Independent Director & Chairman
- Sri S V Balasubramaniam - Executive Non-Independent Director
- Sri T Gundan - Independent Director
- Dr Radha Ramani - Independent Director

3. Average net profit of the company for last three financial years : Rs 10962.53 Lakhs
4. Prescribed CSR Expenditure (2% of the amount as in item 3 above) : Rs 219.25 Lakhs
5. Details of CSR spent during the financial year
  - a) Total amount to be spent for the financial year : Rs 219.25 Lakhs
  - b) Amount spent during 2018-2019 : Rs 227.84 Lakhs
  - c) Manner in which the amount spent during the financial year :

(Rs in Lakhs)

Sl. No.	CSR Project / Activity identified	Sector in which the Project / Programs is covered	Projects or programs	Amount outlay (budget) project / programs wise	Amount spent on the project / programs sub heads: (1)Direct expenditure on project / programs	Cumulative expenditure upto reporting period	Amount spent: Direct or through implementing Agency
			1) Local area or other 2) Specify the Place, District and State where the Project or programs was undertaken				
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1	Promoting healthcare and Sanitation	Item (i) of Sch. VII of Companies Act, 2013	Alathukombai, Sathymangalam, Tamilnadu		15.81	15.81	Direct
			Coimbatore, Tamilnadu		1.50	1.50	Through Indian Redcross Society Coimbatore
			Coimbatore, Tamilnadu		5.00	5.00	Through Rotary Club Coimbatore
			Coimbatore, Tamilnadu		13.13	13.13	Through a Registered Trust



(Rs in Lakhs)

Sl. No.	CSR Project / Activity identified	Sector in which the Project / Programs is covered	Projects or programs	Amount outlay (budget) project / programs wise	Amount spent on the project / programs sub heads: (1) Direct expenditure on project / programs	Cumulative expenditure upto reporting period	Amount spent: Direct or through implementing Agency
			1) Local area or other 2) Specify the Place, District and State where the Project or programs was undertaken				
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
2	Disaster Relief	Item (i) of Sch. VII of Companies Act 2013	Chennai, Tamil Nadu		12.75	12.75	Through State Government
			Kerala		6.59	6.59	Direct
			Thiruvapur, Tamil Nadu		15.96	15.96	Direct
3	Promoting Education	Item (ii) of Sch. VII of Companies Act, 2013	Thiruvannamalai, Tamil Nadu		5.00	5.00	Through a Registered Trust
			Ariyur, Tamil Nadu		1.00	1.00	Direct
			Nagapatinam, Tamil Nadu		5.00	5.00	Through a Registered Trust
			Nanjangud, Karnataka		1.39	1.39	Direct
			Periyapulliyur, Erode Tamil Nadu		3.93	3.93	Direct
4	For ensuring environmental sustainability, animal welfare, conservation of natural resources and maintaining quality of soil, air and water	Item (vii) of Sch. VII of Companies Act, 2013	Melpennathur, Thiruvannamalai		1.38	1.38	Jointly with NABARD
			Coimbatore, Tamil Nadu		8.00	8.00	Coimbatore Zoological Park
			Thirukovilur, Tamil Nadu		8.90	8.90	Direct
5	Promotion of Rural Sports	Item (vii) of Sch. VII of Companies Act, 2013	Mysore, Karnataka		2.00	2.00	Through the Deputy Commissioner Mysore District
			Thiruvannamalai, Tamil Nadu		0.50	0.50	Through the District Collector Thiruvannamalai
			Coimbatore, Tamil Nadu		5.00	5.00	Through a Registered Trust
6	Rural Development Projects	Item (x) of Sch. VII of Companies Act, 2013	Sathyamangalam, Thiruvannamalai, Thirukovilur, Tamil Nadu		115.00	115.00	Through a Registered Trust



6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof the company shall provide the reasons for not spending the amount in its Board report.

Not Applicable

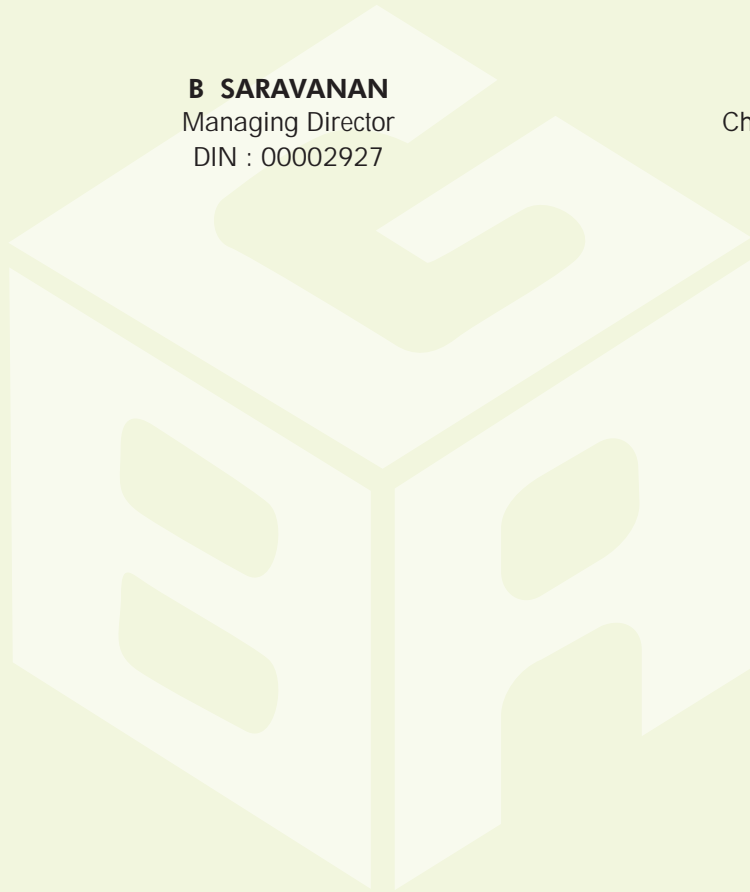
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the company.

The CSR Committee confirmed that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the company.

Place : Coimbatore  
Date : 29.05.2019

**B SARAVANAN**  
Managing Director  
DIN : 00002927

**M P VIJAYAKUMAR**  
Chairman - CSR Committee  
DIN : 05103089





**Annexure V**

**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I REGISTRATION AND OTHER DETAILS:**

- i) CIN : L15421TZ1983PLC001358
- ii) Registration Date : 01.12.1983
- iii) Name of the Company : Bannari Amman Sugars Limited
- iv) Category / Sub-Category of the Company : Public Company Limited by Shares / Non - Government
- v) Address of the Registered Office and contact :  
 1212 Trichy Road  
 Coimbatore - 641018  
 Phone : 0422-2204100  
 Fax : 0422-2309999  
 E-mail : shares@bannari.com  
 Website : www.bannari.com
- vi) Whether Listed Company (yes/no) : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent (if any) :  
 Cameo Corporate Services Ltd  
 Subramanian Building, 1 Club House Road,  
 Chennai - 600002  
 Phone : 044-28460395, FAX : 044-28460129  
 CIN : U67120TN1998PLC041613

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

SI No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	White Crystal Sugar	10721	71.25
2	Power	35106	13.72
3	Industrial Alcohol	1101	10.04

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :**

SI No	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/Associate	% of shares held	Applicable section
NOT APPLICABLE					



**IV Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1.4.2018)				No. of Shares held at the end of the year (as on 31.3.2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual/HUF	1837535	--	1837535	14.65	1837535	--	1837535	14.65	--
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt. (s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	5522741	--	5522741	44.04	5522741	--	5522741	44.04	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) (1):-</b>	<b>7360276</b>	<b>--</b>	<b>7360276</b>	<b>58.70</b>	<b>7360276</b>	<b>--</b>	<b>7360276</b>	<b>58.70</b>	<b>--</b>
<b>2) Foreign</b>									
a) NRIs - Individuals	--	--	--	--	--	--	--	--	--
b) Other - Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
Sub-total (A) (2):-	--	--	--	--	--	--	--	--	--
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>7360276</b>	<b>--</b>	<b>7360276</b>	<b>58.70</b>	<b>7360276</b>	<b>--</b>	<b>7360276</b>	<b>58.70</b>	<b>--</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	3198	100	3298	0.03	12360	100	12460	0.10	0.07
b) Banks /FI	669	--	669	0.01	114	--	114	0.00	--
c) Central Govt.	--	--	--	--	--	--	--	--	--
d) State Govt.(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) Foreign Institutional Investors	20862	--	20862	0.17	21337	--	21337	0.17	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):-</b>	<b>24729</b>	<b>100</b>	<b>24829</b>	<b>0.21</b>	<b>33811</b>	<b>100</b>	<b>33911</b>	<b>0.27</b>	<b>0.07</b>


**i) Category-wise Shareholding (Contd.,)**

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1.4.2018)				No. of Shares held at the end of the year (as on 31.3.2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
<b>a) Bodies Corporates</b>									
i) Indian	1691434	592	1692026	13.49	1707431	357	1707788	13.62	0.13
ii) Overseas	--	45000	45000	0.36	--	45000	45000	0.36	--
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	710340	185699	896039	7.15	707770	154368	862138	6.88	-0.27
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2165232	50000	2215232	17.67	2171243	50000	2221243	17.71	0.05
<b>c) Others (specify)</b>									
Clearing Members	438	--	438	0.00	1441	--	1441	0.01	0.01
Escrow Account	2700	--	2700	0.02	2450	--	2450	0.02	0.00
Hindu Undivided Families	148268	--	148268	1.18	150860	--	150860	1.20	0.02
IEPF	31616	--	31616	0.25	34958	--	34958	0.28	0.03
Non Resident Indians	74654	48622	123276	0.98	75763	43872	119635	0.95	-0.03
<b>Sub-total (B)(2)</b>	<b>4824682</b>	<b>329913</b>	<b>5154595</b>	<b>41.10</b>	<b>4851916</b>	<b>293597</b>	<b>5145513</b>	<b>41.03</b>	<b>-0.07</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>4849411</b>	<b>330013</b>	<b>5179424</b>	<b>41.30</b>	<b>4885727</b>	<b>293697</b>	<b>5179424</b>	<b>41.30</b>	<b>--</b>
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>12209687</b>	<b>330013</b>	<b>12539700</b>	<b>100.00</b>	<b>12246003</b>	<b>293697</b>	<b>12539700</b>	<b>100.00</b>	<b>0.00</b>



**ii) Shareholding of Promoters**

SI No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	Balasubramaniam S V	959062	7.65	--	959062	7.65	--	--
2	Balasubramaniam S V - HUF	97170	0.77	--	97170	0.77	--	--
3	Soundaram B	479349	3.82	--	479349	3.82	--	--
4	Annamallai Enterprise (P) Ltd	255732	2.04	--	255732	2.04	--	--
5	Saravanan B	175758	1.40	--	175758	1.40	--	--
6	Murali B	126196	1.01	--	126196	1.01	--	--
7	Shiva Cargo Movers (P) Ltd	106500	0.85	--	106500	0.85	--	--
8	Bannariamman Finance (P) Ltd	87193	0.69	--	87193	0.69	--	--
9	SVB Enterprise (P) Ltd	10700	0.09	--	10700	0.09	--	--
10	Bannari Amman Enterprises (P) Ltd	9703	0.08	--	9703	0.08	--	--
11	Kerala Alcoholic Products (P) Ltd	4900	0.04	--	4900	0.04	--	--
12	SVB Holdings (P) Ltd	5048013	40.26	--	5048013	40.26	--	--
	<b>TOTAL</b>	<b>7360276</b>	<b>58.70</b>	<b>--</b>	<b>7360276</b>	<b>58.70</b>	<b>--</b>	<b>--</b>

**iii) Change in Promoters' Shareholding**

SI No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Balasubramaniam S V				
	At the beginning of the year	959062	7.65		
	At the end of the Year			959062	7.65
2	Balasubramaniam S V - HUF				
	At the beginning of the year	97170	0.77		
	At the end of the Year			97170	0.77
3	Soundaram B				
	At the beginning of the year	479349	3.82		
	At the end of the Year			479349	3.82
4	Annamallai Enterprise (P) Ltd				
	At the beginning of the year	255732	2.04		
	At the end of the Year			255732	2.04
5	Saravanan B				
	At the beginning of the year	175758	1.40		
	At the end of the Year			175758	1.40
6	Murali B				
	At the beginning of the year	126196	1.01		
	At the end of the Year			126196	1.01



**iii) Change in Promoters' Shareholding (please specify, if there is no change) Contd...**

SI No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
7	Shiva Cargo Movers (P) Ltd				
	At the beginning of the year	106500	0.85		
	At the end of the Year			106500	0.85
8	Bannariamman Finance (P) Ltd				
	At the beginning of the year	87193	0.69		
	At the end of the Year			87193	0.69
9	SVB Enterprise (P) Ltd				
	At the beginning of the year	10700	0.09		
	At the end of the Year			10700	0.09
10	Bannari Amman Enterprises (P) Ltd				
	At the beginning of the year	9703	0.08		
	At the end of the Year			9703	0.08
11	Kerala Alcoholic Products (P) Ltd				
	At the beginning of the year	4900	0.04		
	At the end of the Year			4900	0.04
12	SVB Holdings (P) Ltd				
	At the beginning of the year	5048013	40.26		
	At the end of the Year			5048013	40.26





**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	GAGANDEEP CREDIT CAPITAL (P) LTD				
	At the beginning of the year 01-Apr-2018	687092	5.4793		
	At the end of the Year 31-Mar-2019			687092	5.4793
2	ANUJ ANANTRAI SHETH JT1 : PARUL ANUJ SHETH				
	At the beginning of the year 01-Apr-2018	566244	4.5155		
	At the end of the Year 31-Mar-2019			566244	4.5155
3	NEMISH S SHAH JT1 : REKHA N SHAH				
	At the beginning of the year 01-Apr-2018	325000	2.5917		
	At the end of the Year 31-Mar-2019			325000	2.5917
4	SHAMYAK INVESTMENT PRIVATE LIMITED (Formerly AMRIT PETROLEUMS (P) LIMITED)				
	At the beginning of the year 01-Apr-2018	290241	2.3145		
	At the end of the Year 31-Mar-2019			290241	2.3145
5	NILESH KISHOR SHAH JT1 : KISHOR NANDLAL SHAH				
	At the beginning of the year 01-Apr-2018	205506	1.6388		
	Sale 25-May-2018	-50000	0.3987		
	Purchase 31-Aug-2018	12600	0.1004		
	Purchase 07-Sep-2018	35750	0.2850		
	Purchase 21-Sep-2018	4000	0.0318		
	Purchase 28-Sep-2018	31250	0.2492		
	At the end of the Year 31-Mar-2019			239106	1.9067
6	PRESCIENT SECURITIES PRIVATE LIMITED				
	At the beginning of the year 01-Apr-2018	215578	1.7191		
	At the end of the Year 31-Mar-2019			215578	1.7191
7	KOTAK MAHINDRA TRUSTEESHIP SERVICES LTD				
	At the beginning of the year 01-Apr-2018	195189	1.5565		
	Purchase 31-Aug-2018	150	0.0011		
	Purchase 07-Sep-2018	486	0.0038		
	Purchase 28-Sep-2018	2355	0.0187		
At the end of the Year 31-Mar-2019			198180	1.5804	
8	ANVIL SHARE & STOCK BROKING (P) LTD.				
	At the beginning of the year 01-Apr-2018	121000	0.9649		
	At the end of the Year 31-Mar-2019			121000	0.9649


**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) : (Contd.,)**

Sl. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
9	MADHUSUDAN SHAH					
	JT1 : CHANDRA SHAH					
	At the beginning of the year 01-Apr-2018		92500	0.7376		
	At the end of the Year 31-Mar-2019				92500	0.7376
10	MUKESH CHIMANLAL PATANI					
	At the beginning of the year 01-Apr-2018		82650	0.6591		
	At the end of the Year 31-Mar-2019				82650	0.6591

**v) Shareholding of Directors and Key Managerial Personnel :**

Sl. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	Balasubramaniam S V (Chairman)					
	At the beginning of the year		959062	7.65	--	--
	At the end of the Year				959062	7.65
2	Saravanan B (Managing Director)					
	At the beginning of the year		175758	1.40	--	--
	At the end of the Year				175758	1.40
3	Perumalsamy A K (Director)					
	At the beginning of the year		900	0.01	--	--
	At the end of the Year				900	0.01
4	Muthukumar E P (Director)					
	At the beginning of the year		1000	0.01	--	--
	At the end of the Year		--	--	1000	0.01
5	Gundan T (Director)					
	At the beginning of the year		--	--	--	--
	At the end of the Year		--	--	--	--
6	Vijayakumar M P (Director)					
	At the beginning of the year		--	--	--	--
	At the end of the Year		--	--	--	--
7	Radha Ramani (Director)					
	At the beginning of the year		--	--	--	--
	At the end of the Year		--	--	--	--



**v) Shareholding of Directors and Key Managerial Personnel : (Contd...)**

Sl. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	C Palaniswamy (Company Secretary)				
	At the beginning of the year	10	--	--	--
	At the end of the Year			10	--
9	M Ramprabhu (Chief Financial Officer)				
	At the beginning of the year	--	--	--	--
	At the end of the Year	--	--	--	--

**V. INDEBTEDNESS**

(Indebtedness of the Company including interest outstanding/accrued but not due for payment)

Details	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(Amount Rs. in Lakhs)				
i) Principal Amount	32231.03	18567.88	--	50798.91
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	141.18	--	--	141.18
<b>Total (i+ii+iii)</b>	<b>32372.21</b>	<b>18567.88</b>	<b>--</b>	<b>50940.09</b>
<b>Change in Indebtedness during the financial year</b>				
Addition (including interest)	24944.68	22000.00	--	46944.68
Reduction (including interest)	7228.12	13403.54	--	20631.66
<b>At the end of the financial year 31.3.2019</b>				
i) Principal Amount	49734.57	27164.34	--	76898.91
ii) Interest due but not paid				
iii) Interest accrued but not due	354.20			354.20
<b>Total (i + ii + iii)</b>	<b>50088.77</b>	<b>27164.34</b>		<b>77253.11</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount Rs. in Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Sri S V Balasubramaniam (Chairman)	Sri B Saravanan (Managing Director)	
1	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	108.00	90.00	198.00
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	11.15	0.17	11.32
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission - as % of profit others, specify	354.88	236.59	591.47
5	Others, please specify (Provident Fund)	--	--	--
	<b>Total</b>	<b>474.03</b>	<b>326.76</b>	<b>800.79</b>
	Ceiling as per the Act			
	i) in case the company has profit	5% of the net profit	5% of the net profit	10% of the net profit
	ii) in case the company has profit or profit is inadequate	Minimum remunerations as prescribed in Part II of Section II of Schedule V to the Companies Act 2013		

### B. Remuneration to other directors:

(Amount Rs. in Lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Sri T Gundan	Sri M P Vijayakumar	Sri A K Perumalsamy	Sri E P Muthukumar	Dr Radha Ramani	
1	Independent Directors Fee for attending Board / Committee meetings	0.65	0.95	0.55	0.60	0.45	<b>3.20</b>
	Commission	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--
	<b>Total (1)</b>	<b>0.65</b>	<b>0.95</b>	<b>0.55</b>	<b>0.60</b>	<b>0.45</b>	<b>3.20</b>
2	Other Non-Executive Directors						
	Fee for attending Board / Committee meetings	--	--	--	--	--	--
	Commission	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--
	<b>Total (2)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
	<b>Total (B)=(1+2)</b>	<b>0.65</b>	<b>0.95</b>	<b>0.55</b>	<b>0.60</b>	<b>0.45</b>	<b>3.20</b>
	Overall Ceiling as per the Act	The non-executive directors were paid only sitting fee for attending the meetings of the Board and committees thereof. However, the overall ceiling as per the act is 1% of the net profit.					



**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Amount Rs. in Lakhs)

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
		Sri C Palaniswamy Company Secretary	Sri M Ramprabhu Chief Financial Officer	
1	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	36.55	20.23	56.78
	b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	1.71	1.02	2.73
	c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission			
	- as % of profit			
	- others - specify	--	--	--
5	Others, please specify			
	<b>TOTAL</b>	<b>38.26</b>	<b>21.25</b>	<b>59.51</b>

**VII. Penalties / Punishment / Compounding of Offences (Under the Companies Act):**

	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

By order of the Board  
**S V BALASUBRAMANIAM**  
 DIN : 00002405  
 Chairman

Place : Coimbatore  
 Date : 29.05.2019

**ANNEXURE - VI****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019**

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To

The Members  
Bannari Amman Sugars Limited  
1212, Trichy Road  
Coimbatore – 641018

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to Good Corporate Practices by M/s. Bannari Amman Sugars Limited (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of :

- i) The Companies Act, 2013 (the Act) and the rules made thereunder and the Companies Act 1956 (to the extent applicable) ;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder ;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder ;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing : - Not Applicable.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009.



- vi) and other laws applicable to the Company viz.
1. Essential Commodities Act, 1955
  2. Sugarcane (Control) Order, 1966
  3. Sugar Cess Act, 1982
  4. Sugar Development Fund Act, 1982
  5. Food Safety and Standards Act, 2006
  6. The Boiler Act, 1923
  7. The Electricity Act, 2003
  8. The Legal Metrology Act, 2011
  9. Karnataka Sugar Cane (Regulation of Purchase and Supply) Act, 2013

As per the information and explanation provided by the management and officers of the Company and also on verification of reports and certificates of professionals, we report that the adequate systems are in place to monitor and ensure compliance of Laws relating to Direct and Indirect Taxes and Labour and other Legislations.

We have also examined compliance with the applicable Regulations under Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with all the applicable Acts, Rules, Regulations, Guidelines, Standards, etc. including the laws mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As informed the Company has responded appropriately to notices received from various Statutory or Regulatory authorities wherever found necessary.

All decisions at the Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board as the case may be.

We further report that during the audit period there were no instances of :

- a) Public/Rights/Preferential Issue of shares/Debentures/Sweat Equity
- b) Redemption/Buy Back of Securities
- c) Merger / Amalgamation / reconstruction etc
- d) Foreign Technical Collaboration

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Place : Coimbatore

Date : 29.05.2019

For M/s C Thirumurthy & Associates  
C Thirumurthy B Com BL FCS  
Practising Company Secretary  
FCS 3454 CP 5179

**Annexure - A**

To

The Members  
Bannari Amman Sugars Limited  
1212, Trichy Road  
Coimbatore – 641018

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. We have obtained, wherever required, the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Coimbatore  
Date : 29.05.2019

For M/s C Thirumurthy & Associates  
C Thirumurthy B Com BL FCS  
Practising Company Secretary  
FCS 3454 CP 5179





## **INDEPENDENT AUDITORS' REPORT**

To

The Members of Bannari Amman Sugars Limited  
Report on the Audit of the Financial Statements

### **Opinion**

1. We have audited the accompanying financial statements of Bannari Amman Sugars Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flows and Statement of Changes in Equity for the year then ended on that date and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and its profit and total comprehensive income and its cash flows and changes in equity for the year ended on that date.

### **Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below as the Key Audit Matters of the Company for the year ended 31.03.2019

Sl. No.	Description of Key Audit Matter	How the matter was addressed in Audit
4.1	<p><b>Determination of net realizable value of inventory of sugar as at the year ended March 31, 2019</b></p> <p>The Company has inventory of sugar with the carrying value Rs. 81961.66 lakhs as on March 31, 2019. The inventory of sugar is valued at the lower of Weighted Average cost and net realizable value.</p> <p>We considered the value of the inventory of sugar as a key audit matter given the relative size of the balance in the financial statements and significant judgement involved in the consideration of factors such as minimum sale price, monthly quota, fluctuation in selling prices and the related notifications of the Government in determination of net realizable value.</p>	<p>We understood and tested the design and operating effectiveness of controls as established by the management in preparation of cost sheet and underlying judgement and basis of determination of net realizable value of inventory of sugar.</p> <p>We considered various factors including the actual selling price prevailing around and subsequent to the year end, minimum selling price &amp; monthly quota and other notifications of the Government of India, initiatives taken by the Government with respect to sugar industry as a whole.</p> <p>Based on the above procedures performed, the management's determination of the cost and net realizable value of the inventory of sugar as at the year-end is considered to be reasonable.</p>
4.2	<p><b>Recoverability of amount receivable towards supply of Power to TANGEDCO for more than 6 months.</b></p> <p>The Company has receivable of Rs.3447.30 lakhs from TANGEDCO, due for more than 6 months.</p> <p>We considered the value of receivable from TANGEDCO, which is due for more than 6 months as Key Audit Matter.</p>	<p>We understood and verified the design and operating effectiveness of controls as established by the management in recoverability of dues and follow-up thereon.</p> <p>We considered various factors including the Power Purchase Agreements entered into by the Company, monthly invoices, records evidencing quantum of power exported by the company and the judgement made by the management on credit risk and impairment based on the historical data relating to settlements by TANGEDCO.</p> <p>Based on the above procedures performed, the management's judgement on recoverability of the same is considered to be reasonable.</p>



## Information Other than the Financial Statements and the Auditors' Report thereon

5. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon, which we have obtained prior to the date of this Audit report.
6. Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.
7. In connection with our audit of the financial statements, our responsibility is to read the other information identified above, and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. Based on the work we have performed on the other information, if we conclude that there is a material misstatement, if any, of this other information, we are required to report that fact.

We have nothing to report in this regard.

## Management's Responsibilities and those Charged with Governance for the Financial Statements

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

11. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
12. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:
  - a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - b) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

16. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the Directors as on March 31, 2019 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".



- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No. 33 to the financial statements;
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

Place : Coimbatore  
Date : 29.05.2019

For P K NAGARAJAN & Co.,  
Chartered Accountants  
Firm Reg. No: 016676S  
P K Nagarajan  
Partner  
M.No. 25679



## **Annexure - A to the Independent Auditors' Report**

Referred to in paragraph 16 of the Independent Auditors' Report of even date to the members of Bannari Amman Sugars Limited on the Ind AS financial statements for the year ended March 31, 2019

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner. In accordance with this programme, certain fixed assets were verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c) In our opinion and according to the information and explanations given to us and on the basis of examination of the records of the company the title deeds of immovable properties are held in the name of the company.
- ii. The inventory has been physically verified by the management at reasonable intervals during the year. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans secured or unsecured to companies, firms, Limited Liability partnerships or other parties listed in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Consequently, the provisions of paragraph 3(iii) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and the explanations given to us, the Company has not granted any loans or provided any guarantees or securities to the parties covered under the section 185 of the Act. The Company has complied with the provisions of section 186 of the Act in respect of investments made or loans or guarantee or security provided.
- v. The Company has not accepted any deposits from the public.
- vi. As per the information and explanation given by the management, maintenance of cost records has been prescribed by the Central Government and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained under section 148(1) of the Act, by the company.
- vii. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the undisputed statutory dues including provident fund, Employee's State Insurance, Income tax, Goods and Service Tax, duty of customs, duty of excise, and any other material statutory dues, as applicable, have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, Employee's State Insurance, Income tax, Goods and Service Tax, duty of customs, duty of

excise, and other material statutory dues were in arrears as at 31st March 2019 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, the company has no disputed dues of income tax or duty of customs or duty of excise or Goods and Service Tax that have not been deposited on account of matters pending before appropriate authority.
- viii. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks, and Government during the year. The company has not issued any debentures.
- ix. The Company has not raised any money by way of Initial Public Offer or further public offer (including Debt instruments) during the year. According to the information and explanations given to us, the term loans availed during the year have been applied for the purposes for which those were obtained.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on the examination of the records, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, para 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under the Indian Accounting Standard 24 (Related Party Disclosures).
- xiv. According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, para 3(xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with the Directors or persons connected with them. Accordingly, para 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the para 3(xvi) of the Order are not applicable to the Company.

For P K NAGARAJAN & Co.,  
Chartered Accountants  
Firm Reg. No: 016676S  
P K Nagarajan  
Partner  
M.No. 25679

Place : Coimbatore  
Date : 29.05.2019





## **Annexure - B to the Independent Auditors' Report**

Referred to in paragraph 17(f) of the Independent Auditors' Report of even date to the members of Bannari Amman Sugars Limited on the Ind AS financial statements for the year ended March 31, 2019

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of Bannari Amman Sugars Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the Ind AS financial Statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:
- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and Directors of the company; and
  - provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P K NAGARAJAN & Co.,  
Chartered Accountants  
Firm Reg. No: 016676S  
P K Nagarajan  
Partner  
M.No. 25679

Place : Coimbatore  
Date : 29.05.2019



# BANNARI AMMAN SUGARS LIMITED

## BALANCE SHEET AS AT 31. 03. 2019

(Rs in Lakhs)

SI No	PARTICULARS	Note No.	As at 31.03.2019		As at 31.03.2018	
			Details	Total	Details	Total
<b>I.</b>	<b>ASSETS</b>					
	<b>1) NON- CURRENT ASSETS</b>					
	a) Property, Plant and Equipment	2		102632.83		108225.76
	b) Capital work in progress	2		2412.19		363.67
	c) Biological Assets	3		34.38		28.04
	d) Financial Assets - Investments	4		112.54		138.43
	e) Other non current assets	5		4145.78		3036.59
	<b>2) CURRENT ASSETS</b>					
	a) Inventories	6		93428.55		53494.18
	b) Financial Assets					
	i) Trade Receivables	7	12919.25		6748.22	
	ii) Cash and cash equivalents	8	347.91		315.32	
	iii) Bank balance other than cash and cash equivalents	9	70.25		62.55	
	iv) Loans	10	605.84		312.41	
				<b>13943.25</b>		<b>7438.50</b>
	c) Current Tax assets (Net)	11		--		176.08
	d) Other current assets	12		3525.06		5721.98
	<b>TOTAL ASSETS</b>			<b>220234.58</b>		<b>178623.23</b>
<b>II.</b>	<b>EQUITY AND LIABILITIES</b>					
	<b>EQUITY</b>					
	a) Equity Share Capital	13	1253.97		1253.97	
	b) Other Equity	14	118334.43		112302.75	
				<b>119588.40</b>		<b>113556.72</b>
	<b>LIABILITIES</b>					
	<b>1) NON-CURRENT LIABILITIES</b>					
	a) Financial Liabilities - Borrowings	15	24635.66		26575.91	
	b) Provisions	16	567.76		409.23	
	c) Deferred tax liabilities (Net)	17	124.91		382.32	
	d) Other non-current liabilities	18	239.52		94.41	
				<b>25567.85</b>		<b>27461.87</b>
	<b>2) CURRENT LIABILITIES</b>					
	a) Financial Liabilities					
	i) Borrowings	19	49083.38		17541.09	
	ii) Trade payables					
	a) Outstanding dues of Micro and Small Enterprise	20	81.32			
	b) Outstanding dues of other than (ii) (a) above		16636.90		7944.61	
	iii) Other Financial Liabilities	21	3364.79		6791.22	
	b) Other current liabilities	22	5385.23		4862.91	
	c) Provisions	23	501.60		464.81	
	d) Current Tax liabilities (Net)	24	25.11			
				<b>75078.33</b>		<b>37604.64</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>			<b>220234.58</b>		<b>178623.23</b>

Significant Accounting policies

1

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

**For P K NAGARAJAN & Co.,**

Chartered Accountants  
Firm Regn. No: 016676S

**P K NAGARAJAN**

Partner

M No 25679

Place : Coimbatore

Date : 29.05.2019

**S V BALASUBRAMANIAM**

Chairman  
DIN 00002405

**B SARAVANAN**

Managing Director  
DIN 00002927

**C PALANISWAMY**

Company Secretary

**M RAMPRABHU**

Chief Financial Officer

**STATEMENT OF PROFIT AND LOSS**

**FOR THE YEAR ENDED 31.03.2019**

(Rs in Lakhs)

SI No	PARTICULARS	Note No.	Year ended 31.03.2019		Year ended 31.03.2018	
			Details	Total	Details	Total
<b>I</b>	<b>INCOME :</b>					
	<b>REVENUE FROM OPERATIONS (GROSS)</b>	25	112498.61		149666.93	
	Less: Excise duty		--		1591.84	
	Revenue from operations (Net)		112498.61		148075.09	
	Other Income	26	767.55		557.17	
	<b>TOTAL REVENUE</b>			<b>113266.16</b>		<b>148632.26</b>
<b>II</b>	<b>EXPENSES :</b>					
	Cost of materials consumed	27	104719.54		64222.80	
	Purchase of Stock-in-Trade	28	546.40		87.29	
	Changes in inventories of finished goods and work-in-progress	29	(39514.05)		40570.70	
	Employee benefits expense	30	10201.92		9493.97	
	Finance Costs	31	2961.37		3382.44	
	Depreciation and amortisation expense	2	6677.49		6960.50	
	Other Expenses	32	18389.63		12676.59	
	<b>TOTAL EXPENSES</b>			<b>103982.30</b>		<b>137394.29</b>
<b>III</b>	<b>PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (I- II)</b>			<b>9283.86</b>		<b>11237.97</b>
IV	Exceptional items			-		-
<b>V</b>	<b>PROFIT BEFORE TAX (III - IV)</b>			<b>9283.86</b>		<b>11237.97</b>
VI	Tax Expenses:					
	a. Current tax		1947.42		2399.20	
	b. Deferred tax	49	(257.41)	<b>1690.01</b>	111.39	<b>2510.59</b>
<b>VII</b>	<b>PROFIT FOR THE PERIOD (V - VI)</b>			<b>7593.85</b>		<b>8727.38</b>
<b>VIII</b>	<b>Other Comprehensive Income</b>					
	Items that will not be reclassified to profit or loss					
	i) Remeasurement of the defined benefit plans (Net of Income Tax effect thereon)		(124.55)		28.03	
	ii) Equity Instruments through Other Comprehensive Income (Net of Income Tax effect thereon)		(25.88)	(150.43)	(19.89)	8.14
<b>IX</b>	<b>Total Comprehensive Income for the period</b>			<b>7443.42</b>		<b>8735.52</b>
<b>X</b>	<b>Earnings per Share - Basic and diluted (Rs.)</b>	37		<b>60.56</b>		<b>69.60</b>

Significant Accounting policies

1

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

**For P K NAGARAJAN & Co.,**

Chartered Accountants  
Firm Regn. No: 016676S

**P K NAGARAJAN**

Partner

M No 25679

Place : Coimbatore

Date : 29.05.2019

**S V BALASUBRAMANIAM**

Chairman  
DIN 00002405

**C PALANISWAMY**

Company Secretary

**B SARAVANAN**

Managing Director  
DIN 00002927

**M RAMPRABHU**

Chief Financial Officer



# BANNARI AMMAN SUGARS LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019

(Rs. in lakhs)

	Current year ended 31.3.2019		Previous year ended 31.3.2018	
<b>A. OPERATING ACTIVITIES :</b>				
<b>Net profit before tax</b>		<b>9283.86</b>		<b>11237.97</b>
Adjustments for :				
Add :				
Depreciation	6677.49		6960.50	
Finance costs	2961.37		3382.44	
Loss on sale of Fixed Assets	50.89		37.17	
		9689.75		10380.11
Less : Investment Income :				
Interest	339.69		305.52	
Dividend	1.95		2.42	
Profit on sale of Fixed Assets	140.20		8.81	
		<b>481.84</b>		<b>316.75</b>
Operating Profit before working capital changes		<b>18491.77</b>		<b>21301.33</b>
Add: Adjustments for :				
Inventories	(39934.37)		40430.32	
Trade receivables	(6171.03)		4876.65	
Short term loans and advances	(469.51)		56.72	
Other Current Assets	2365.30		(770.68)	
Current Liabilities	9340.41		(4973.27)	
		(34869.20)		39619.74
Cash generated from operations		<b>(16377.43)</b>		<b>60921.07</b>
Less : Income tax paid		1718.20		2081.21
<b>Net cash from operating activities</b>		<b>(18095.63)</b>		<b>58839.86</b>



CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019 (Contd.,)

(Rs. in lakhs)

	Current year ended 31.3.2019		Previous year ended 31.3.2018	
<b>B. INVESTING ACTIVITIES :</b>				
Interest Received	339.69		305.52	
Dividend Received	1.95		2.42	
Purchase of Fixed assets	(3430.89)		(1966.29)	
Sale of Fixed assets	380.79		88.53	
Purchase of Investments	--		(0.28)	
<b>Net cash used in investing activities</b>		<b>(2708.46)</b>		<b>(1570.10)</b>
<b>C. FINANCING ACTIVITIES :</b>				
Increase in Borrowings	24996.76		(52708.16)	
Finance Costs paid	(2748.35)		(3277.98)	
Capital Receipts	100.00		--	
Dividends paid (Gross)	(1511.73)		(1886.56)	
<b>Net cash from financing activities</b>		<b>20836.68</b>		<b>(57872.70)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>		<b>32.59</b>		<b>(602.94)</b>
Opening Cash balance	315.32		918.26	
Closing Cash balance	347.91		315.32	
		<b>32.59</b>		<b>(602.94)</b>

As per our report of even date attached

**For P K NAGARAJAN & Co.,**  
Chartered Accountants  
Firm Regn. No: 016676S

**P K NAGARAJAN**  
Partner  
M No 25679

Place : Coimbatore  
Date : 29.05.2019

**S V BALASUBRAMANIAM**  
Chairman  
DIN 00002405

**C PALANISWAMY**  
Company Secretary

**B SARAVANAN**  
Managing Director  
DIN 00002927

**M RAMPRABHU**  
Chief Financial Officer



# BANNARI AMMAN SUGARS LIMITED

## STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31.3.2019

### A. Equity Share Capital

(Rs. in Lakhs)

	As at 31.3.2019	As at 31.3.2018
Balance at the beginning of the reporting period	1253.97	1253.97
Balance at the end of the reporting period	1253.97	1253.97

### B. Other Equity

(Rs. in Lakhs)

Particulars	Reserves and Surplus					
	Securities Premium	Capital Reserve	Capital redemption Reserve	General Reserve	Retained Earnings	Total
Balance as at 1.4.2017	8503.35	656.25	1846.00	89744.81	4703.37	105453.78
Comprehensive Income for the year					8727.38	8727.38
Other Comprehensive Income					8.14	8.14
Dividend and Tax on Dividend					(1886.56)	(1886.56)
Transfer to General Reserve				7500.00	(7500.00)	
Balance as at 31.03.2018	8503.35	656.25	1846.00	97244.81	4052.34	112302.75
Balance as at 1.04.2018	8503.35	656.25	1846.00	97244.81	4052.34	112302.75
Capital receipts during the year		100.00				100.00
Comprehensive Income for the year					7593.85	7593.85
Other Comprehensive Income					(150.43)	(150.43)
Dividend and Tax on Dividend					(1511.73)	(1511.73)
Transfer to General Reserve				7500.00	(7500.00)	
Balance as at 31.03.2019	8503.35	756.25	1846.00	104744.81	2484.02	118334.43

As per our report of even date attached

**For P K NAGARAJAN & Co.,**

Chartered Accountants  
Firm Regn. No: 016676S

**P K NAGARAJAN**

Partner  
M No 25679

Place : Coimbatore  
Date : 29.05.2019

**S V BALASUBRAMANIAM**

Chairman  
DIN 00002405

**C PALANISWAMY**  
Company Secretary

**B SARAVANAN**

Managing Director  
DIN 00002927

**M RAMPRABHU**  
Chief Financial Officer

**Notes forming part of the Financial Statements for the year ended 31.3.2019**

**NOTE 1:**

**Statement of Significant Accounting Policies followed by the Company**

**COMPANY BACKGROUND**

"Bannari Amman Sugars Limited (the 'Company') is a public limited Company domiciled and incorporated in India under the Companies Act, 1956. The registered office of the Company is located at 1212 Trichy Road, Coimbatore 641 018. The Company is engaged in manufacturing and selling of Sugar, Industrial Alcohol, Granite Products and Cogeneration of Power. The Company has five sugar factories with a capacity of 23700 MT of sugarcane crushing per day, 129.80 MW of Power and 127.50 KLPD of Industrial alcohol. The company's Shares are listed in BSE and NSE."

**a) Basis of Preparation**

**i) Compliance with IND AS**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') notified under Section 133 of the Companies Act 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act

The accounting policies are applied consistently to all the periods presented in the financial statements.

**ii) Historical Cost Convention**

The financial statements have been prepared on a historical cost basis, except for certain financial instruments and Defined Benefit plans - plan assets measured at fair value at the end of the each reporting period.

Historical cost is generally based on the fair value of consideration given in exchange of goods and services.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly

transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, company takes into account when pricing the asset or liability if market participants would take characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statement is determined on such a basis except for measurements that have similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 (Inventories) or value in use in Ind AS 36 (Impairment of Assets).

**iii) Current and Non - Current Classification**

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act 2013.

Deferred Tax assets and liabilities are classified as Non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified Twelve months as its operating cycle.

**iv) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

**b) Use of Estimates and Judgements**

The estimates and judgements used in the preparation of the financial statements are





continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after the date but provide additional evidence about conditions existing as at the reporting date.

## c) **Property Plant and Equipment**

Property, plant and equipment that qualifies for recognition as an asset is measured at cost net of tax / duty credit availed less accumulated depreciation and accumulated impairment losses, if any. Freehold land is not depreciated.

Cost includes related taxes, duties, freight, insurance etc., attributable to acquisition and installation of assets and borrowing cost incurred up to the date of commencing operations, but excludes duties and taxes that are recoverable from taxing authorities.

Subsequent cost are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefit associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. Cost in the nature of repairs and maintenance are recognised in the Statement of Profit and Loss during the reporting period in which they are incurred.

Assets which are not ready for their intended use and other capital work in progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

## **Depreciation**

Straight line method has been adopted for providing depreciation on fixed assets other than for Co-Generation Division and Wind Mill Division. For the assets of Co-Generation division and Wind Mill Division, depreciation has been provided under written down value method. The assets are depreciated over the useful life as prescribed in Schedule II to the Companies Act, 2013. Leasehold land is amortised over the period of lease. The residual values are not more than 5% of the original cost of the asset. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of changes in estimate accounted for on a prospective basis.

## **Derecognition**

The carrying amount of an item of property, plant and equipment shall be derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment shall be determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item. The same is recognised in the statement of profit and loss.

## d) **Impairment of Non financial Assets**

Non financial assets are tested for impairment at the end of each reporting period as to whether events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the assets' carrying amount exceeds its recoverable amount. The recoverable amount is higher of an assets' fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or

group of assets (cash generating units). Non financial assets other than goodwill that suffered an impairment in prior periods are reviewed for possible reversal of the impairment at the end of the each reporting period.

**e) Derivative financial Instruments**

Derivative financial instruments such as forward contracts, to hedge its foreign currency risks are initially recognised at fair value on the date, a derivative contract is entered into. The same is subsequently remeasured at their fair value with changes in fair value recognised in the statement of profit and loss in the period when they arise.

**f) Financial Instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

**Financial Assets**

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets, on initial recognition.

When the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or 2 input as mentioned above, the difference between the fair value and the transaction price is deferred appropriately and recognised as a gain or loss only to the extent that such gain or loss arises due

to a change in factor that market participants take into account when pricing the financial asset.

**Investment in Equity instruments at Fair Value Through Other Comprehensive Income (FVTOCI)**

**Initial Recognition**

The Company, through an irrevocable election (on an instrument by instrument basis), has measured investments in equity instruments at FVTOCI. These equity instruments are neither held for trading nor are contingent consideration recognised under a business combination. These elected investments are initially measured at fair value plus transaction costs.

**Subsequent measurement**

Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income.

**Dividend**

Dividend on investments in equity instruments are recognised in profit or loss unless the dividend does not represent a recovery of part of cost of the investment. Dividend is recognised only when the company's right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably. The Company has recognised dividend in Statement of profit and loss in the 'Other Income' line item

**Derecognition**

A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expires or the Company transfers the financial asset and substantially all the risks and rewards of ownership of the asset. If the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, but retains control of the financial asset, the Company continues to recognise the transferred asset to the



extent of its continuing involvement. The extent of the Company's continuing involvement in the financial asset is the extent to which it is exposed to changes in the value of the transferred asset. In such cases, the Company also recognises an associated liability. The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On derecognition of such financial assets, the cumulative gain / loss previously recognised in Other Comprehensive Income is not reclassified from the equity to the Statement of Profit and Loss. However, the company may transfer such cumulative gain / loss into the retained earnings within equity

### **Impairment of Financial Asset**

The Company applies expected credit loss model for recognising impairment loss on financial assets measured at fair value through other comprehensive income (FVTOCI), trade receivables, lease receivables and other financial assets measured at amortised cost.

The Company follows a simplified approach wherein an amount equal to lifetime expected credit losses is measured and recognised as loss allowance in the case of trade receivables and lease receivables.

In case of financial assets measured at fair value through other comprehensive income or at amortised cost, the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk has not increased significantly, an amount equal to 12-month expected credit losses is measured as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime expected credit losses is measured and recognised as loss allowance.

## **Financial Liabilities**

### **Initial Recognition**

Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the issue of financial liabilities (other than financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial liabilities, on initial recognition.

When the fair value of a financial liabilities at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or 2 input as mentioned above, the difference between the fair value and the transaction price is deferred appropriately and recognised as a gain or loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial liabilities.

### **Subsequent measurement**

Financial Liabilities are subsequently carried at amortised cost using the effective interest method, which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value to the short maturity of these instruments.

### **Derecognition**

A financial liability is derecognised when the obligation specified in the contract is discharged or cancelled or expires. When an existing financial

liability is replaced by another from the same lender on substantially different terms, or the terms of an existing financial liability is substantially modified, such an exchange or modification is treated as the extinguishment of the original liability and the

recognition of a new financial liability. The difference between the carrying amount of a financial liability extinguished and the consideration paid is recognised in the Statement of Profit and Loss.

**g) Valuation of Inventories :**

- i) Finished Goods
  - Sugar
  - Granite Blocks
  - Polished Granite slabs and tiles
  - Molasses
  - Bagasse
  - Industrial Alcohol
  - Fusel Oil
  - Bio-compost

At weighted average cost or Net  
Realisable value whichever is lower
- Sawn Granite slabs and process stock - At cost or net realisable value whichever is lower
- Raw material, consumables, stores & spares and others
  - At weighted average cost or Net  
Realisable value whichever is lower
- ii) The cost of the finished goods and process stock comprises all cost of purchase, cost of conversion, duties and taxes (other than those subsequently recovered from tax authorities) and other costs incurred in bringing the inventories to their present location and condition.
- iii) Due allowance is estimated and made for defective and obsolete items wherever necessary.

**h) Fair value measurement**

The Company measures financial instruments, such as, investments at fair value at each balance sheet date. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy that categorises into three levels, described as follows, the inputs to valuation techniques used to measure value.

**Level 1 :** quoted prices (unadjusted) in active markets for identical assets or liabilities

**Level 2 :** inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly

**Level 3:** inputs that are unobservable for the asset or liability.

For Assets and liabilities that are recognised in the financial statement on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing the categorisation (based on the lowest level input that is significant to the fair value



measurement as a whole) at the end of each reporting period.

## i) Revenue Recognition

The Company adopted Ind AS 115 "Revenue from Contracts with Customers", using the modified retrospective method of adoption with the date of initial application of April 01, 2018.

The Company elected to apply this standard to all the contracts as at April 01 2018. The effect of adoption of Ind AS 115 on the Financial Statements is not material.

### Sale of Goods :

Revenue is recognised when the performance obligations are satisfied and the control of the product is transferred, being when the goods are delivered as per the relevant terms of the contract at which point in time the Company has a right to payment for the asset, customer has legal title of the asset, customer bears significant risk and rewards of ownership and the customer has accepted the asset or the Company has objective evidence that all criteria for acceptance have been satisfied. Payment for the sale is made as per the credit terms in the agreements with the customers. The credit period is generally short term, thus there is no significant financing component.

Revenue is measured based on the transaction price, which is the consideration, net of customer incentives, discounts, variable considerations, payments made to customers, other similar charges, as specified in the contract with the customer. Additionally, revenue excludes taxes collected from customers, which are subsequently remitted to governmental authorities.

### Sale of Services

The Company recognises its revenue from sale of services based on the recognition criteria that the outcome of a transaction involving the rendering of services can be estimated reliably.

Stage of completion of transactions is measured by determining the services performed till balance sheet date as a percentage of total services to be performed as per the contract. The credit period is generally short term, thus there is no significant financing component.

Export incentives under various schemes are accounted in the year of export.

### Exchange of Goods and Services

When goods or services are exchanged for goods or services which are of a similar nature and value, the exchange is not regarded as a transaction which generates revenue. When goods are sold or services are rendered in exchange for dissimilar goods or services, the exchange is regarded as a transaction which generates revenue. The revenue is measured at the fair value of the goods or services received, adjusted by the amount of any cash or cash equivalents transferred. When the fair value of the goods or services received cannot be measured reliably, the revenue is measured at the fair value of the goods or services given up, adjusted by the amount of any cash or cash equivalents transferred.

### Dividend and Interest Income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the entity and the amount of income can be measured reliably). Dividend income are shown in the income statement are in accordance with Ind AS 109.

Interest income from financial asset is recognised when it is probable that the economic benefits will flow to the entity and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash

receipts through the expected life of the financial assets' net carrying amount on initial recognition.

**i) Foreign Currency Transactions**

The financial statements are presented in Indian Rupee which is company's functional and presentation currency. Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transaction settled during the year are recognised in the statement of profit and loss. Foreign currency monetary items as at the balance sheet date are translated using the closing rate. The gain or loss arising out of these translations are recognized in the statement of profit and loss

**k) Provision, Contingent liabilities & Contingent assets**

Provision is recognised only when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources embodying economic benefits to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of obligation cannot be measured reliably.

Contingent assets are not recognised, however the same is disclosed in the financial statements, when an inflow of economic benefit is probable.

**l) Income Tax**

Tax expense (tax income) is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

**Current Tax**

Current tax is the amount of income tax payable in respect of taxable profit for the year. The taxable profit differs from profit before tax as reported in Statement of profit and Loss because of temporary

differences. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period for the amount expected to be paid to the taxation authorities.

Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the sufficient taxable profit will be available against which the MAT credit can be utilised.

**Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statement and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised on all temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of an asset or liability in a transaction (other than a business combination) affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets are recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.



Current and deferred tax is recognised in the statement of profit and loss except to the extent it relates to items recognised in other comprehensive income or directly in equity.

## m) Government grants

Government grants are recognized only when there is reasonable assurance that the Company will comply with the conditions attached to the grants and the grants will be received. Government grant in the nature of revenue has been recognized on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. The company had accounted for Export benefits in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

## n) Employee Benefits

### Short Term Employee Benefits

All employee benefits payable within twelve months of rendering service are classified as short term employee benefits and are recognised in the period in which the employee renders the related service. The Company recognises the undiscounted amount of short term employee benefits expected to be paid as a liability after deducting the amount already paid.

### Other long-term employee benefit obligations

The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted at a predetermined rate of interest based on yields on Government Bonds that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

## Post-employment obligations

The Company operates the following post-employment schemes:(a) defined benefit plans such as gratuity; and(b) defined contribution plans such as provident fund.

### Gratuity obligations

The Company operates a defined benefit plan for employees. The Company contributes to a separate entity (a fund), towards meeting the gratuity obligation. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows at a predetermined rate of interest based on the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

### Leave Salary

The company measures the expected cost of accumulating the paid absences as the additional amount that the company expects to pay as a result of unused entitlement that has accumulated at the end of the reporting period. Actuarial gain and losses arising from changes in actuarial assumptions are recognised in the other comprehensive income.

### Defined Contribution Plans

Defined Contribution Plans are Provident Fund, Employee State Insurance scheme and Government

administered Pension Fund scheme for all applicable employees. The company recognises contribution payable to a defined contribution plan as expenses in the statement of profit and loss when the employee renders services to the company during the reporting period. If the contribution payable for services received from employee before the reporting date exceeds the contribution already paid, the deficit payable is recognised as a liability after deducting the contribution already paid.

**o) Operating Segments**

Operating segments are identified in accordance with the criteria set out in paragraphs 5 to 10 of Ind AS 108 viz. a component of an entity that engages in business activities from which the company earns revenues and incur expenses and the operating results are regularly reviewed by the entity's Ceif Operating Decision Maker to make decisions about resources to be allocated to the segment and assess the performance for which discrete financial information is available. The operating segments are reported after taken into consideration of Aggregation criteria and Quantitative threshold as mentioned in Para 12 and 13 of Ind AS 108. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the company. The CODM is responsible for allocating the resources and assessing the performance of the operating segments of the company.

**p) Leases**

The Company's significant leasing arrangements are operating leases and cancelable in nature.

**Company as Lessor**

The lease rental income under agreements are recognised in the statement of profit and loss as per the terms of the lease. The rental income from operating lease is generally recognised on a straight line basis over the term of relevant lease. When the rentals are structured solely to increase in line with expected general inflation to compensate for the

Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rental income arising under operating leases are recognised as income in the period in which they accrue.

**Company as Lessee**

The lease rental under agreements are recognised in the statement of profit and loss as per the terms of the lease. The rental expense under operating lease is generally recognised on a straight line basis over the term of relevant lease. When the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as expense in the period in which they are incurred.

**q) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit or loss is adjusted for the effects of transactions of non cash nature, any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

For the purpose of presentation of cash flow statement, cash and cash equivalents includes cash on hand, cheques on hand, bank balances, demand deposit with banks where the original maturity is three months or less and other short term highly liquid investments.

**r) Borrowings**

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost.

**s) Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying





assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are added to the cost of those assets. All other borrowing costs are recognised as an expense in the statement of profit and loss in the period in which they are incurred.

## f) Recent accounting pronouncements

In March 2019, the Ministry of Corporate Affairs (MCA) issued the Companies (Indian Accounting Standards) Amendment Rules, 2019 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2019, notifying new standard Ind AS 116 Leases and amendments to Ind AS 12, "Income Taxes", Ind AS 23 Borrowing Costs and amendments to certain other standards. These amendments are applicable from 1st April, 2019. The company is evaluating the requirement of the amendment and the impact on the financial statements.

### Ind AS 116 - Leases

As per the amended rules, Ind AS 116 supersedes Ind AS 17, "Leases". Ind AS 116 sets out the principles of recognition, measurement, presentation and disclosure of leases for lessor and lessee. The standard introduces a single lease accounting model for lessee i.e the lessee no longer be required to classify a lease as operating or financing lease. The lessee has to recognise the depreciation on right of use of assets and finance costs on

lease liabilities in the statement of profit and loss. This standard is effective for financial periods commencing on or after 1st April 2019.

The standard permits either a full retrospective or a modified retrospective approach for the adoption.

The company is in the process of evaluating the impact on implementation of Ind AS 116 on the financial statement of the company.

### Amendments to Ind AS 12 - Income Taxes

The inserted Appendix C clarifies the recognition and measurement principles on recognizing current tax, deferred tax, taxable profits (losses), tax bases, unused tax losses, unused tax credits and tax rates when there is uncertainty over tax treatments under Ind AS 12.

The company is in the process of evaluating the impact on amendment on the financial statement of the company.

### Amendments to Ind AS 23 Borrowing Costs

The amendment clarifies that an entity shall consider specific borrowings as general borrowing, when substantial activities necessary to prepare a qualifying asset for which specific borrowing was obtained is ready for its intended use or sale.

The Company is in the process of evaluating the impact on amendment on the financial statement of the Company.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS  
NON-CURRENT ASSETS

2 PROPERTY, PLANT, EQUIPMENT AND CAPITAL WORK IN PROGRESS

(Rs. in Lakhs)

	Land Freehold	Land Lease hold	Buildings	Plant and Equipment	Furniture and Fixtures	Motor Vehicles	Office Equipments	Total	Capital Work in progress
<b>Gross Carrying amount</b>									
<b>Deemed Cost as at 1.4.2017</b>	5423.40	1.13	47545.91	79578.10	313.05	645.45	275.39	133782.43	3396.08
Additions	39.52	--	604.95	4074.39	7.61	221.01	41.93	4989.41	493.46
Deduction/Adjustments	(3.19)	(0.02)	--	(149.95)	--	(33.92)	(0.58)	(187.66)	(3525.87)
<b>Balance as at 31.3.2018</b>	5459.73	1.11	48150.86	83502.54	320.66	832.54	316.74	138584.18	363.67
Additions	3.23	--	463.33	764.43	39.13	75.23	30.69	1376.04	2052.37
Deduction/Adjustments	(1.33)	(0.02)	(35.52)	(1316.08)	--	(44.87)	(1.68)	(1399.50)	(3.85)
<b>Balance as at 31.3.2019</b>	5461.63	1.09	48578.67	82950.89	359.79	862.90	345.75	138560.72	2412.19
<b>Accumulated Depreciation</b>									
<b>Deemed Cost as at 1.4.2017</b>	--	--	4968.91	17872.60	154.12	314.39	158.67	23468.69	--
Depreciation for the year	--	--	1640.49	5088.21	66.23	118.10	47.47	6960.50	--
Withdrawn	--	--	--	(52.42)	--	(17.77)	(0.58)	(70.77)	--
<b>Balance as at 31.3.2018</b>	--	--	6609.40	22908.39	220.35	414.72	205.56	30358.42	--
Depreciation for the year	--	--	1571.80	4927.59	42.38	98.68	37.04	6677.49	--
Withdrawn	--	--	(8.61)	(1059.52)	--	(38.35)	(1.54)	(1108.02)	--
<b>Balance as at 31.3.2019</b>	--	--	8172.59	26776.46	262.73	475.05	241.06	35927.89	--
<b>Net Carrying amount</b>									
<b>Balance as at 31.3.2018</b>	5459.73	1.11	41541.46	60594.15	100.31	417.82	111.18	108225.76	363.67
<b>Balance as at 31.3.2019</b>	5461.63	1.09	40406.08	56174.43	97.06	387.85	104.69	102632.83	2412.19

**NOTE 3. BIOLOGICAL ASSETS**

(Rs in Lakhs)

PARTICULARS	As at 31.3.2019	As at 31.03.2018
Live Stock	32.51	20.13
Others	1.87	7.91
<b>TOTAL</b>	<b>34.38</b>	<b>28.04</b>

**NOTE 4. FINANCIAL ASSETS - INVESTMENTS**

(Rs in Lakhs)

PARTICULARS	As at 31.3.2019	As at 31.03.2018
<b>I. NON-TRADE, QUOTED - AT FVTOCI</b>		
<b>INVESTMENT IN EQUITY INSTRUMENTS OF OTHER ENTITIES:</b>		
i) 84375 Equity Shares (P.Y : 84375) of Sakthi Finance Ltd of Rs. 10 each	15.19	26.66
ii) 50000 Equity Shares (P.Y : 50000) of Bank of Baroda of Rs. 2 each	64.40	71.10
iii) 73400 Equity Shares (P.Y.: 73400) of Indraprastha Medical Corporation Ltd of Rs.10 each	28.15	35.45
iv) 14300 Equity Shares (P.Y. : 14300) of Indian Overseas Bank of Rs.10 each	2.05	2.47
<b>TOTAL</b>	<b>109.79</b>	<b>135.68</b>
<b>II. NON-TRADE, UN QUOTED - AT COST</b>		
<b>i) IN GOVERNMENT SECURITIES :</b>		
Kisan Vikas Patra (Pledged with State Government Authorities)	0.40	0.40
<b>ii) IN EQUITY INSTRUMENTS OF OTHER ENTITIES :</b>		
Bannari Amman Sugars Employees' Co-operative Stores Limited	2.35	2.35
<b>TOTAL</b>	<b>2.75</b>	<b>2.75</b>
<b>TOTAL (QUOTED &amp; UNQUOTED)</b>	<b>112.54</b>	<b>138.43</b>
Aggregate cost of Quoted Investments	49.36	<b>49.36</b>
Aggregate market value of Quoted Investments	109.79	135.68
Aggregate cost of unquoted Investments	2.75	2.75



**NOTE 5. OTHER NON-CURRENT ASSETS**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
<b>UNSECURED, CONSIDERED GOOD</b>		
Capital Advances	2693.40	1517.79
Security Deposits	274.74	313.13
Advance payment of Income Tax	1029.20	1057.23
Balance with Government Authorities	148.44	148.44
<b>TOTAL</b>	<b>4145.78</b>	<b>3036.59</b>

**CURRENT ASSETS**

**NOTE 6. INVENTORIES**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019		As at 31.03.2018	
	Details	Total	Details	Total
<b>Raw Material :</b>				
Molasses at Distillery Units	1285.03		1137.20	
Granite Rough Blocks	154.59		97.84	
Press-mud	13.42		21.04	
		<b>1453.04</b>		<b>1256.08</b>
<b>Work in Progress :</b>				
Sugar	1011.50		1036.08	
Molasses	119.10		140.06	
Press mud	63.45		64.68	
		<b>1194.05</b>		<b>1240.82</b>
<b>Finished Goods :</b>				
Sugar	81961.66		41952.93	
Molasses at Sugar Units	2429.00		2401.46	
Bagasse	154.85		80.99	
Granite Products	1107.09		757.22	
Industrial Alcohol	983.70		1883.08	
Bio-Compost	0.21		0.01	
		<b>86636.51</b>		<b>47075.69</b>
Stores and spare parts		3766.88		3778.85
Others		378.07		142.74
<b>TOTAL</b>		<b>93428.55</b>		<b>53494.18</b>

**NOTE 7. TRADE RECEIVABLES**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Unsecured, considered good	12919.25	6748.22
<b>TOTAL</b>	<b>12919.25</b>	<b>6748.22</b>



Of the above, customer balances which represent more than 5% of the total balance of trade receivables are as follows :

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Tamilnadu Generation and Distribution Corporation	8214.98	4156.11
Tamil Nadu Civil Supply Corporation	1426.79	--
Rossitts, GMBH	--	367.12
Bangalore Electricity Supply Corporation	--	411.21

The Credit period on sale of goods ranges from 10 to 180 days. No interest is charged on trade receivables upto the due date.

The company uses other publicly available financial information and its own trading records before accepting any customer.

### NOTE 8. CASH AND CASH EQUIVALENTS

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Cash on hand	20.95	10.34
Balance with Banks in Current Accounts	326.96	304.98
<b>TOTAL</b>	<b>347.91</b>	<b>315.32</b>

### NOTE 9. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Balance in Unpaid Dividend Accounts	70.25	62.55
<b>TOTAL</b>	<b>70.25</b>	<b>62.55</b>

### NOTE 10. LOANS

(Unsecured considered good)

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Security deposits	534.51	229.62
Loan to Staff	71.33	82.79
<b>TOTAL</b>	<b>605.84</b>	<b>312.41</b>

### NOTE 11. CURRENT TAX ASSETS (NET)

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Advance Income Tax	--	176.08
<b>TOTAL</b>	<b>--</b>	<b>176.08</b>

**NOTE 12. OTHER CURRENT ASSETS (Unsecured - considered good)**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Advance to Staff for expenses	72.80	55.88
Prepaid expenses	635.08	714.10
Balance with Government Authorities	600.55	2190.73
Others - Advances recoverable in cash or kind	1308.95	1707.81
Interest accrued on loans advances and deposits	610.52	822.93
Interest subsidies receivable	297.16	230.53
<b>TOTAL</b>	<b>3525.06</b>	<b>5721.98</b>

**NOTE 13. EQUITY SHARE CAPITAL**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
<b>AUTHORISED</b>		
4,40,00,000 Equity Shares of Rs. 10/- each (4,40,00,000 of Equity Shares of Rs. 10/- each)	4400.00	4400.00
21,00,000 Redeemable Preference Shares of Rs.100/- each (21,00,000 Redeemable Preference Shares of Rs.100/-each)	2100.00	2100.00
<b>TOTAL</b>	<b>6500.00</b>	<b>6500.00</b>
<b>ISSUED, SUBSCRIBED AND FULLY PAID UP</b>		
1,25,39,700 Equity Shares of Rs. 10/- each (1,25,39,700 Equity Shares of Rs. 10/- each)	1253.97	1253.97
<b>TOTAL</b>	<b>1253.97</b>	<b>1253.97</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

PARTICULARS	As at 31.03.2019		As at 31.03.2018	
	No. of shares	Amount (Rs in Lakhs)	No. of shares	Amount (Rs in Lakhs)
<b>Equity Shares</b>				
At the beginning of the period	12539700	1253.97	12539700	1253.97
At the end of the period	12539700	1253.97	12539700	1253.97

**b. Details of shareholders holding more than 5% shares in the company**

NAME OF THE SHAREHOLDERS	As at 31.03.2019		As at 31.03.2018	
	No. of shares	% of holdings	No. of shares	% of holdings
i. S V Balasubramaniam	959062	7.65	959062	7.65
ii. SVB Holdings Private Limited	5048013	40.26	5048013	40.26
iii. Gagandeep Credit Capital Pvt Ltd	687092	5.48	687092	5.48



**c. Terms/rights attached to equity shares**

The company has issued only one class of equity shares having face value of Rs. 10/- each. One equity share carries one vote. The members are entitled to vote in accordance with their shareholding. The Company declares and pays dividend in Indian rupees. The dividend recommended by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

**NOTE 14. OTHER EQUITY**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019		As at 31.03.2018	
	Details	Total	Details	Total
Securities Premium account		8503.35		8503.35
Capital Reserve		756.25		656.25
Capital Redemption Reserve		1846.00		1846.00
General Reserve				
Opening Balance	97244.81		89744.81	
Add : Transfer from statement of profit and loss	7500.00		7500.00	
Closing balance		104744.81		97244.81
Surplus in the statement of profit and loss				
Opening balance	3905.06		4564.24	
Add : Profit after tax for the year	7593.85		8727.38	
	<b>11498.91</b>		<b>13291.62</b>	
Less : Appropriations :				
Dividend on Equity Shares paid	1253.97		1567.46	
Tax on Dividend paid	257.76		319.10	
Transfer to General Reserve	7500.00		7500.00	
	<b>9011.73</b>		<b>9386.56</b>	
Closing balance		2487.18		3905.06
Other Comprehensive Income		(3.16)		147.28
<b>TOTAL</b>		<b>118334.43</b>		<b>112302.75</b>

**Description of nature and purpose of Reserve :**

**Securities premium** represents premium on issue of Shares. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

**Capital reserve** is utilised in accordance with the Act and not available for distribution by way of dividend.

**Capital Redemption Reserve** is created for redemption of Preference Shares and it is not available for distribution by way of dividend.

**General Reserve** is created out of retained earnings from time to time.

NON-CURRENT LIABILITIES

NOTE 15. FINANCIAL LIABILITIES - BORROWINGS

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019		As at 31.03.2018	
	Details	Total	Details	Total
<b>Secured :</b>				
Term Loan from banks	3150.00		5650.00	
Term Loan from Sugar Development Fund	6321.34		5729.92	
Loan under SEFASU-2014 notified by the Central Govt.			31.67	
		<b>9471.34</b>		<b>11411.59</b>
<b>Unsecured :</b>				
Interest Free Loan - from a related party (as specified in the scheme of amalgamation)	15000.00		15000.00	
Interest Free Sales Tax Loan - Govt of Karnataka	164.32		164.32	
		15164.32		15164.32
<b>TOTAL</b>		<b>24635.66</b>		<b>26575.91</b>

15.1 Rupee term loan of Rs. 3150 Lakhs (Rs.4950 Lakhs) from HDFC Bank Ltd is secured by pari passu first charge on the movable plant and machinery of the Sugar and Co-generation Plant at Sugar Unit III

The loan carries Interest at the rate of 1 year MCLR and repayable in 20 equal quarterly installments starting from January 2016.

The loan amount repayable within twelve months Rs 1800 lakhs (Rs.1800 Lakhs) is grouped under Other Current Financial Liabilities.

15.2 Rupee term loan of Rs. 1900 Lakhs (Rs.2000 Lakhs) from HDFC Bank Ltd is secured by pari passu first charge on the movable fixed assets of Sugar Unit I.

The loan carries Interest at the rate of 1 Year MCLR and repayable in 20 equal quarterly installments starting from December 2018.

The loan amount repayable within twelve months Rs 400 lakhs (Rs. 200 Lakhs) is grouped under Other Current Financial Liabilities.

15.3 Rupee term loan of Rs. 700 Lakhs (Rs.1100 Lakhs) from The Federal Bank Ltd is secured by pari passu first charge on the movable plant and machinery of the Sugar and Co-generation Plant at Sugar Unit III .

The loan carries Interest at the rate of 1 Month MCLR and repayable in 20 equal quarterly installments starting from January 2016.

The loan amount repayable within twelve months Rs 400 lakhs (Rs.400 Lakhs) is grouped under Other Current Financial Liabilities.

15.4 Loan from Sugar Development Fund (Government of India) availed for setting up of cogeneration plant in Sugar Unit-IV, amounting to Rs. 480.69 Lakhs (Rs.961.39 lakhs) is secured by way of first charge on the movable and immovable properties of Sugar Unit-IV and first pari passu charge on the movable and immovable properties of cogeneration plant in Sugar Unit IV.

The loan carries interest at the rate of 2% below the bank rate prevailing on the date of disbursement. Repayment of principal commenced after the expiry of three years and in ten equal half yearly installments. The interest on the loan shall be paid half-yearly from the date of disbursement. The loan was disbursed during the financial year 2013.

The loan amount repayable within twelve months Rs 480.69 lakhs (Rs.480.70) is grouped under Other Current Financial Liabilities.

15.5 Loan from Sugar Development Fund (Government of India) availed for implementation of the schemes aimed at development of sugar cane in the factory area of Sugar Unit-II, amounting to Rs. 101.25 Lakhs (Rs.236.25 lakhs) is secured by way of exclusive second charge on the movable and immovable properties of Sugar Unit-II.





Repayment of principal commenced after the expiry of three years and in four equal annual installments. The loan carries interest at the rate of 2% below the bank rate prevailing on the date of disbursement. The loan was disbursed in two installments of Rs. 270 lakhs each. The interest on the first installment of Rs.270 lakhs disbursed during the financial year 2013 is payable annually and the interest on the second instalment of Rs.270 lakhs disbursed during the financial year 2014 is payable half yearly from the date of disbursement.

The loan amount repayable within twelve months Rs 67.50 lakhs (Rs.135 Lakhs) is grouped under Other Current Financial Liabilities.

- 15.6 Loan from Sugar Development Fund (Government of India) availed for modernisation cum expansion of Sugar Unit-III, amounting to Rs. 3040.24 Lakhs (Rs.3040.24 Lakhs) is secured by way of pari passu first charge basis on the immovable and movable properties of Sugar plant at Sugar Unit-III.

The loan carries interest at the rate of 2% below the bank rate prevailing on the date of disbursement. Repayment of principal and payment of interest thereon commenced after the expiry of one year of the repayment the bank term loan and interest thereon or on the expiry of a period of 5 years reckoned from the date of disbursement whichever is earlier and it shall be paid in ten half yearly installments.

- 15.7 Loan from Sugar Development Fund (Government of India) availed for setting up of 20 MW bagasse based cogeneration plant at Sugar Unit-III, amounting to Rs. 2107.73 Lakhs (Rs. 2107.73 Lakhs) is secured by way of pari passu first charge basis on the immovable and movable properties of cogeneration plant at Sugar Unit-III.

The loan carries interest at the rate of 2% below the bank rate prevailing on the date of disbursement. Interest shall be paid half yearly for the first three years from the date of each disbursement after which it shall be paid half yearly alongwith repayment of principal.

Repayment of principal shall commence after expiry of three years reckoned from the date of each disbursement and it shall be paid in ten half yearly installments.

- 15.8 Loan from Sugar Development Fund (Government of India) availed for modernisation of Sugar Unit-I, amounting to Rs. 1139.62 Lakhs (Nil) is secured by way of pari passu first charge basis on the immovable and movable properties of Sugar plant at Sugar Unit-I.

The loan carries interest at the rate of 2% below the bank rate prevailing on the date of disbursement. Repayment of principal and payment of interest thereon commenced after the expiry of one year of the repayment the bank term loan and interest thereon or on the expiry of a period of 5 years reckoned from the date of disbursement whichever is earlier in ten half yearly installments.

- 15.9 Loan of Rs. Nil (Rs.2386.67 Lakhs) under SEFASU notified by Government of India availed from Punjab National Bank, The HDFC Bank Ltd and Indian Overseas Bank is secured by residual third charge on all fixed assets forming part of block assets and land and buildings of Sugar Units I, II, III and IV.

The loan availed from Punjab National Bank and HDFC Bank Ltd carries interest at the rate of 12% per annum and loan availed from Indian Overseas Bank carries interest at the rate of Bank's base rate plus 0.50%. The loan is eligible for interest subvention upto 12% and is repayable in 36 equal monthly installments after the expiry of 2 years from the date of disbursement.

The loan amount repayable within twelve months Nil (Rs.2386.67 lakhs) is grouped under Other Current Financial Liabilities.

- 15.10 Loan of Rs.31.67 Lakhs (Rs.407.66 Lakhs) under SEFASU notified by Government of India availed from Central Bank of India and The Karur Vysya Bank Ltd is secured by residual first charge on all fixed assets of Sugar Unit V.

The loan availed from Central Bank of India carries interest at the rate of 12% per annum and loan availed from The Karur Vysya Bank Ltd carries interest at the rate of Bank's base rate plus 0.50%. The loan is eligible for interest subvention upto 12% and is repayable in 36 equal monthly installments after the expiry of 2 years from the date of disbursement.





The loan amount repayable within twelve months Rs.31.67 Lakhs (Rs 376 Lakhs) is grouped under Other Current Financial Liabilities.

15.11 The interest free loan availed by erstwhile Madras Sugars Limited (which is amalgamated with the company) from a related party is repayable as specified in the scheme of Amalgamation and the same will continue to be interest free loan until repayment.

15.12 The purchase tax of Rs. 164.32 lakhs (Rs.164.32 lakhs) payable to Government of Karnataka for purchase of Sugarcane to sugar Unit III during the year ended 31.03.2015 has been converted into interest free loan. The loan is secured by issue of Bank Guarantee from ICICI Bank Limited. The loan is repayable in five annual installments from the sixth year of Conversion into Loan.

**NOTE 16. PROVISIONS**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Provision for employee benefits - compensated absences and gratuity	567.76	409.23
<b>TOTAL</b>	<b>567.76</b>	<b>409.23</b>

**NOTE 17. DEFERRED TAX LIABILITIES (NET)**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Deferred tax liability arising on account of depreciation	13457.79	14332.19
Less: Deferred tax asset arising on account of carry forward loss	--	1262.07
Less: MAT Credit Entitlement	13332.88	12687.80
<b>Deferred tax liability (Net)</b>	<b>124.91</b>	<b>382.32</b>

**NOTE 18. OTHER NON CURRENT LIABILITIES**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Interest accrued but not due on borrowings	239.52	94.41
<b>TOTAL</b>	<b>239.52</b>	<b>94.41</b>

**CURRENT LIABILITIES**
**NOTE 19. BORROWINGS**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
<b>SECURED :</b>		
Cash Credit Loan from banks repayable on demand	30832.88	15041.09
Buffer stock Loan notified by the Central Govt.	6250.50	--
<b>UNSECURED :</b>		
Short Term Loan from banks	12000.00	2500.00
<b>TOTAL</b>	<b>49083.38</b>	<b>17541.09</b>



19.1 Cash Credit and other Working Capital Limits/ Demand Loan sanctioned by Punjab National Bank consortium consists of Punjab National Bank, Canara Bank, The Federal Bank Ltd, The Karur Vysya Bank Ltd, Indian Overseas Bank, State Bank of India, Bank of India, Axis bank Ltd, ICICI Bank Ltd and HDFC Bank Ltd to the company's Sugar Units I, II, III and IV are secured by way of hypothecation of current assets and other movable block assets of the sugar units and third mortgage on the immovable properties of the Sugar units I, II, III and IV.

The credit limit availed as at 31.3.2019 is Rs. 30832.88 Lakhs (Rs.15041.09 Lakhs)

The availed limits are repayable on demand and carries interest rates between Bank's MCLR plus 0.25% and 1% per annum.

19.2 Buffer stock Loan of Rs.6250.50 Lakhs (Nil) sanctioned by Punjab National Bank, The Federal Bank Ltd, Bank of India, Axis Bank Ltd and HDFC Bank Ltd to the Company's Sugar Units I, II, III, IV and V are secured by way of hypothecation of Buffer stock of Sugar of the Sugar units I, II, III, IV and V.

The Loan is eligible for interest subvention upto 12% per annum.

19.3 The Unsecured Short term Loan of Rs. 5000 Lakhs (Rs. 2500 Lakhs) from HDFC Bank Ltd is repayable within ninety days from the date of availment and carries interest at the rate of 8.45% (8%) per annum.

The Unsecured short term loan of Rs. 7000 Lakhs from The Federal Bank Ltd is repayable within one hundred and eighty days from the date of availment and carries interest at 8.45% per annum.

**NOTE 20. TRADE PAYABLES**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Outstanding dues of Micro and Small Enterprise	81.32	--
Outstanding dues of others	16636.90	7944.61
<b>TOTAL</b>	<b>16718.22</b>	<b>7944.61</b>

The outstanding dues to Micro and Small Enterprises has been determined based on the information collected by the company.

There are no dues of Micro and Small Enterprises exceeding 45 days from the date of acceptance.

**NOTE 21. OTHER FINANCIAL LIABILITIES**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Current maturities of long term borrowings	3179.86	6681.90
Interest accrued but not due on borrowings	114.68	46.77
Unpaid Dividend	70.25	62.55
<b>TOTAL</b>	<b>3364.79</b>	<b>6791.22</b>

**NOTE 22. OTHER CURRENT LIABILITIES**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Payable on purchase of fixed assets	629.85	425.58
Statutory remittances	2937.35	2413.35
Trade or security deposits received	319.33	272.78
Advance from customers	335.68	416.84
Other payables	1163.02	1334.36
<b>TOTAL</b>	<b>5385.23</b>	<b>4862.91</b>


**NOTE 23. PROVISIONS**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
For employee benefits - bonus/exgratia	501.60	464.81
<b>TOTAL</b>	<b>501.60</b>	<b>464.81</b>

**NOTE 24. CURRENT TAX LIABILITIES (NET)**

(Rs in Lakhs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Provision for Income Tax (Net)	25.11	--
<b>TOTAL</b>	<b>25.11</b>	<b>--</b>

**NOTE 25. REVENUE FROM OPERATIONS**

(Rs in Lakhs)

PARTICULARS	Year ended 31.03.2019		Year ended 31.03.2018	
	Details	Total	Details	Total
<b>SALE OF PRODUCTS</b>				
<b>MANUFACTURED GOODS</b>				
Sugar	70419.36		120715.77	
Molasses	5486.21		1933.61	
Bagasse	2901.23		1181.32	
Granite Products	5259.25		7706.09	
Industrial Alcohol	10776.20		8623.83	
Power	15101.24		8690.00	
Pressmud	6.69		1.25	
Bio-products	796.67		633.92	
		<b>110746.85</b>		<b>149485.79</b>
<b>TRADED GOODS</b>				
Sugar	222.33			
Granite Products	355.50		18.86	
Fertiliser & Pesticides	283.12		107.09	
		860.95		125.95
<b>SALE OF SERVICES</b>				
Handling and Hire charges		428.72		11.41
<b>OTHER OPERATING REVENUE</b>				
Sale of Scrap and Store material	101.87		32.26	
Claim received	360.22		11.52	
		462.09		43.78
Revenue from operations (Gross)		112498.61		149666.93
Less: Excise duty		--		1591.84
Revenue from operations (Net)		112498.61		148075.09

**NOTE 26. OTHER INCOME**

(Rs in Lakhs)

PARTICULARS	Year ended 31.03.2019		Year ended 31.03.2018	
	Details	Total	Details	Total
<b>Interest Income</b>				
From loans and advances	327.69		292.12	
From deposits	12.00		13.40	
		<b>339.69</b>		<b>305.52</b>
Dividend income from long term investments		1.95		2.42
<b>Other non-operating income :</b>				
Rent receipts from operating leases	202.40		219.02	
Profit on Sale of Fixed Assets	89.31			
Agricultural Income	46.02		21.67	
Miscellaneous income		88.18		8.54
		<b>425.91</b>		<b>249.23</b>
<b>TOTAL</b>		<b>767.55</b>		<b>557.17</b>

**NOTE 27. COST OF MATERIALS CONSUMED**

(Rs in Lakhs)

PARTICULARS	Year ended 31.03.2019		Year ended 31.03.2018	
	Details	Total	Details	Total
Opening Stock of Raw Materials:				
Molasses at Distillery Units	1137.20		1097.49	
Granite rough blocks	97.84		150.81	
Press-mud	21.04		14.45	
		<b>1256.08</b>		<b>1262.75</b>
Add: Purchase of Raw Materials :				
Sugarcane	99356.34		58630.19	
Raw Sugar	--		1338.67	
Sugarcane cess	88.87		43.84	
Freight and transport on sugar cane	2888.77		2230.91	
Molasses at Distillery Units	172.89		354.05	
Granite rough blocks	984.79		701.91	
Press-Mud	103.57		112.48	
		<b>103595.23</b>		<b>63412.05</b>
<b>TOTAL</b>		<b>104851.31</b>		<b>64674.80</b>



(Rs in Lakhs)

PARTICULARS	Year ended 31.03.2019		Year ended 31.03.2018	
	Details	Total	Details	Total
Less: Closing Stock of Raw Materials :				
Molasses at Distillery Units	1285.03		1137.20	
Granite rough Blocks	154.59		97.84	
Press-mud	13.42		21.04	
		1453.04		1256.08
Raw Material Consumed		103398.27		63418.72
Packing Material Consumed		1321.27		804.08
<b>TOTAL</b>		<b>104719.54</b>		<b>64222.80</b>
<b>Details of Raw Material Consumed</b>				
Sugarcane (includes cost, tax and freight)		102333.98		60904.94
Raw Sugar				1338.67
Packing Material for Sugar		1321.27		804.08
Molasses at Distillery Units		25.06		314.34
Granite rough blocks		928.04		754.88
Press-Mud		111.19		105.89
<b>TOTAL</b>		<b>104719.54</b>		<b>64222.80</b>

**NOTE 28. PURCHASE OF STOCK - IN - TRADE**

(Rs in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
Sugar	222.33	--
Granite Products	104.33	16.91
Fertiliser & Pesticides	219.74	70.38
<b>TOTAL</b>	<b>546.40</b>	<b>87.29</b>

**NOTE 29. CHANGES IN INVENTORIES**

(Rs in Lakhs)

PARTICULARS	Year ended 31.03.2019		Year ended 31.03.2018	
	Details	Total	Details	Total
<b>I. FINISHED GOODS :</b>				
<b>a. Opening Stock :</b>				
Sugar	41952.93		83088.11	
Molasses at Sugar Units	2401.46		2110.93	
Bagasse	80.99		90.66	
Granite Products	757.22		767.78	
Industrial Alcohol	1883.08		1610.19	
Bio-Compost	0.01		0.53	
<b>TOTAL</b>		<b>47075.69</b>		<b>87668.20</b>

**NOTE 29. CHANGES IN INVENTORIES**

(Rs in Lakhs)

PARTICULARS	Year ended 31.03.2019		Year ended 31.03.2018	
	Details	Total	Details	Total
<b>b. Closing Stock :</b>				
Sugar	81961.66		41952.93	
Molasses at Sugar Units	2429.00		2401.46	
Bagasse	154.85		80.99	
Granite Products	1107.09		757.22	
Industrial Alcohol	983.70		1883.08	
Bio-Compost	0.21		0.01	
		<b>86636.51</b>		<b>47075.69</b>
<b>(a) - (b)</b>		<b>(39560.82)</b>		<b>40592.51</b>
<b>II. WORK IN PROGRESS :</b>				
<b>a. Opening Stock :</b>				
Sugar	1036.08		1039.22	
Molasses	140.06		96.82	
Press-mud	64.68		82.97	
		<b>1240.82</b>		<b>1219.01</b>
<b>b. Closing Stock :</b>				
Sugar	1011.50		1036.08	
Molasses	119.10		140.06	
Press-mud	63.45		64.68	
		<b>1194.05</b>		<b>1240.82</b>
<b>(a) - (b)</b>		<b>46.77</b>		<b>(21.81)</b>
<b>TOTAL</b>		<b>(39514.05)</b>		<b>40570.70</b>

**NOTE 30. EMPLOYEE BENEFIT EXPENSES**

(Rs in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
Salaries, wages and allowances	8417.93	7843.37
Contribution to Provident and other funds	984.00	886.14
Staff Welfare expenses	799.99	764.46
<b>TOTAL</b>	<b>10201.92</b>	<b>9493.97</b>

**NOTE 31. FINANCE COSTS**

(Rs in Lakhs)

PARTICULARS	Year ended 31.03.2019	Year ended 31.03.2018
Interest Expenses	3007.30	3398.67
Other borrowing costs	(45.93)	(16.23)
<b>TOTAL</b>	<b>2961.37</b>	<b>3382.44</b>


**NOTE 32. OTHER EXPENSES**

(Rs in Lakhs)

PARTICULARS	Year ended 31.03.2019		Year ended 31.03.2018	
	Details	Total	Details	Total
Consumption of stores and spare parts		2628.65		2165.28
Loose tools		9.97		3.61
Increase / (decrease) of excise duty on inventory		--		(5157.83)
Power and fuel		6761.18		5612.15
Water charges		177.38		122.11
Rent		86.36		240.55
Lease / hire charges for equipments		15.50		42.67
Granite processing charges		438.21		500.18
Cane development expenses		467.43		710.13
Repairs and maintenance :-				
Buildings	759.48		529.48	
Plant and Machinery	3314.87		3111.23	
Vehicles	463.78		467.60	
Others	235.57		207.90	
		4773.70		4316.21
Effluent disposal expenses		265.11		303.29
Insurance charges		247.66		227.11
Rates and taxes		466.37		1038.83
Telephone & Fax charges		45.65		53.43
Travelling expenses		243.86		221.09
Printing and Stationery		41.04		41.90
Directors' sitting fees		3.20		3.00
Advertisement		6.34		5.19
Other Administrative expenses		112.77		124.13
Freight and forwarding		264.83		421.11
Selling and distribution expenses		933.79		1284.27
Sales commission		10.72		73.97
Donations		9.29		19.76
Corporate Social Responsibility expenses		227.84		148.20
Legal and professional charges		107.93		94.03
Dairy Farm Expenses		22.80		12.68
Loss on Sale of Fixed Assets		--		28.36
Auditor's Remuneration (net of input credit, where applicable)				
For statutory audit	15.00		15.00	
For taxation matters	--		0.29	
For Company law matters	1.60		1.60	
For other services	5.20		4.04	
Reimbursement of expenses	0.25		0.25	
		22.05		21.18
<b>TOTAL</b>		<b>18389.63</b>		<b>12676.59</b>





**33. CONTINGENT LIABILITIES AND COMMITMENTS (to the extent not provided for)**

**Contingent liabilities**

- 33.1. The company has preferred a Writ Appeal before the Division Bench of the Hon'ble High Court, Madras challenging the Order pronounced in Writ Petition No. 4030/2002 dated 28.02.2006 in connection with increase in rate of water charges and the method of computation of water charges pursuant to the G.O. No. 474 dated 13.11.2001 for the water drawn for industrial purposes. The approximate amount under dispute is Rs.448.73 Lakhs (Rs. 417.66 Lakhs)
- 33.2. Sugar Unit-I at Sathyamangalam was permitted to sell 100% of the sugar production as Free Sugar for a period of 8 years from 1985-86 Sugar Season. Chief Director (Sugar), Directorate of Sugar Department of Food New Delhi has restricted the entitlement of Free sale Sugar Incentive to 275000 quintals production per season by a subsequent notification. A Writ Petition has been

filed in the Madras High Court Challenging the restriction imposed and interim injunction has been obtained. By virtue of injunction order the entire production was sold as Free Sugar. The approximate unprovided quantum under dispute is Rs. 683.35 Lakhs.

- 33.3. The Entry Tax of Rs. 188.29 lakhs on Inter-state purchase of rough blocks is disputed.
- 33.4. The Company has received a demand for payment of excise duty for Rs.148.44 lakhs on the machineries purchased for co-generation plant in Sugar Unit-II which have been cleared by the manufacturers based on the certificates alleged to have been forged by an Official in the Ministry of Finance. The Company has remitted the amount under protest. The company opted for obtaining a valid certificate for which steps have been taken through a writ petition filed in Hon'ble High Court of Madras.
- 33.5. Estimate amount of contracts remaining to be executed on capital account - Tangible Assets not provided for is Rs. 7512.86 Lakhs (Rs. 277.93 Lakhs).

**34. DISCLOSURE UNDER Ind AS 19 :**

**i) DEFINED CONTRIBUTION PLAN :**

The Company has defined contribution plan like Provident Fund and Employees State Insurance Scheme for the benefit of employees. Contributions are made at the specified rate of percentage to payroll cost as per the regulations to fund the benefits. The expenses recognised in the statement of profit and loss is Rs. 576.04 Lakhs (Rs. 542.73 Lakhs)

**ii) DEFINED BENEFIT CONTRIBUTION PLAN :**

**a) GRATUITY**

The Company provides the Gratuity benefit through annual contributions to the fund managed by Life Insurance Corporation of India (LIC). The following table sets out the details of the defined benefits obligations and amount recognised in the financial statements.



34 DISCLOSURE UNDER Ind AS 19 (Contd...)

(Rs in Lakhs)

PARTICULARS	GROUP GRATUITY	
	31.3.2019	31.3.2018
<b>PRINCIPAL ACTUARIAL ASSUMPTIONS</b>		
Discount Rate (%)	7.76	7.73
Salary Escalation rate (%)	6.50	4.00
Expected Return on Plan Assets (%)	7.76	8.00
Attrition Rate (%)	3.00	3.00

**A NET ASSET/ (LIABILITY) RECOGNISED IN BALANCE SHEET AT THE BEGINNING OF THE YEAR**

Present value of Defined Benefit Obligation	2258.09	2522.14
Fair Value of Plan Assets	2258.09	2092.63
Funded Status[Surplus / (Deficit)]	--	(429.51)
Unrecognised Past Service Costs	--	--
<b>Net Asset/(Liability) Recognised in Balance Sheet</b>	<b>--</b>	<b>(429.51)</b>

**B DISCLOSURE OF EMPLOYER EXPENSE**

Current Service Cost (including risk Premium for fully insured benefits)	155.64	199.49
Interest Cost	170.03	190.71
Curtailment Cost /(Credit)	--	--
Settlement Cost / (Credit)	--	--
Past Service Cost	--	--
<b>Total Employer Expense Recognised in the Statement of Profit &amp; Loss</b>	<b>325.67</b>	<b>390.20</b>

**C OTHER COMPREHENSIVE INCOME**

Remeasurement of Defined Benefit Obligation		
Effect of Changes in Financial assumptions	540.65	(893.89)
Effect of Changes in Experience adjustments	(288.75)	307.21
Effect of Changes in Demographic assumptions	--	42.35
Return on Plan Assets	68.13	(130.28)
<b>Net Cost in Other comprehensive Income</b>	<b>183.77</b>	<b>(414.05)</b>



**34 DISCLOSURE UNDER Ind AS 19 Contd.... :**

(Rs in Lakhs)

PARTICULARS	GROUP GRATUITY	
	31.3.2019	31.3.2018
<b>D CHANGE IN OBLIGATIONS AND ASSETS</b>		
<b>Change in Obligations</b>		
Present Value of Defined Benefit Obligation at the Beginning of the period	2258.09	2522.14
Employer Service Cost	155.64	199.49
Interest Cost	170.03	190.71
Curtailment Cost/(Credit)	--	--
Settlement Cost/(Credit)	--	--
Plan Amendments	--	--
Acquisitions	--	--
Actuarial(Gains)/Losses	251.90	(544.33)
Benefits Payments	(133.84)	(109.92)
<b>Present Value of Defined Benefit Obligation at the end of Period</b>	<b>2701.82</b>	<b>2258.09</b>

Change in Assets		
Fair value of Plan Assets at Beginning of Period	2258.09	2092.63
Expected Return on Plan Assets (Para108/109)	182.71	172.35
Actuarial Gain/(Loss)	68.13	(130.29)
Assets Distributed on Settlements	--	--
Actual Company Contributions Less Risk Premium	326.73	233.32
Benefit payments	(133.84)	(109.92)
<b>Fair value of Plan Assets at the end of Period</b>	<b>2701.82</b>	<b>2258.09</b>

**E NET ASSET / (LIABILITY) RECOGNISED IN BALANCE SHEET**

Present Value of Defined Benefit Obligation at the end of Period	2701.82	2258.09
Fair value of Plan Assets at the end of Period	2701.82	2258.09
<b>NET ASSET / (LIABILITY) RECOGNISED IN BALANCE SHEET</b>	<b>--</b>	<b>--</b>



The significant actuarial assumptions for the determination of the defined obligations are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The defined benefit obligation increases / (decreases) as follows :

(Rs in Lakhs)

<b>PARTICULARS</b>	<b>31.3.2019</b>	<b>31.3.2018</b>
Discount Rate		
1 (%) increase	(228.15)	(149.47)
1 (%) decrease	265.66	169.56
Salary Growth		
1 (%) increase	255.01	163.13
1 (%) decrease	(223.64)	(146.74)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumption may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

#### **b) LONG TERM COMPENSATED ABSENCES**

The assumption used for computing the long term accumulated compensated absences on actuarial basis are as follows :

<b>Assumption</b>	<b>31.3.2019</b>	<b>31.3.2018</b>
Discount Rate (%)	7.76	7.73
Salary Escalation rate (%)	6.50	4.00
Expected Return on Plan Asset (%)	7.76	8.00
Attrition Rate (%)	3.00	3.00

### 35. Segment Information for the year ended 31st March 2019

Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment/manpower efforts. Income or Expenses which are not attributable or allocable to segments have been disclosed as unallocable Income / Expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. Geographical revenues are allocated based on the location of the customer. The Company has the following operating segments, which are its reportable segments.

Operating segment disclosures are consistent with the information provided to and reviewed by the Chief Operating Decision Maker (CODM). These operating segments have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

Segment	Sugar		Power		Distillery		Granite Products		Unallocated		TOTAL	
	Product		Power		Industrial Alcohol		Granite Products					
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
<b>PARTICULARS</b>												
<b>PRIMARY</b>												
Segment Revenue	93715.04	134211.40	29928.07	19878.11	11318.12	9110.95	6398.80	9185.20	--	--	141360.03	172385.66
Intersegment Revenue	13564.52	10065.25	14492.98	11188.10	21.86	16.71	782.06	1448.67	--	--	28861.42	22718.73
	80150.52	124146.15	15435.09	8690.01	11296.26	9094.24	5616.74	7736.53			112498.61	149666.93
<b>RESULT</b>												
Segment Result	(2093.49)	7193.28	12200.29	5288.15	2974.49	1832.48	(1248.90)	(178.93)			11832.39	14134.98
Add: Un-allocable Income											412.84	485.43
Operating Profit											12245.23	14620.41
Less: Finance Costs											2961.37	3382.44
Tax expenses											1690.01	2510.59
Profit after Tax											7593.85	8727.38
<b>OTHER INFORMATION</b>												
Segment Assets	156312.88	123466.73	29256.99	26002.66	9549.21	10354.35	8702.60	9705.51	16412.90	21781.78	220234.58	191311.03
Segment Liabilities	89798.59	53226.41	7855.00	10280.18	189.01	167.01	715.30	1010.59	2088.28	13070.12	100646.18	77754.31
Capital expenditure	807.48	4866.32	192.12	6.28	106.77	32.94	269.67	83.87			1376.04	4989.41
Depreciation	3583.98	3698.47	1612.75	1777.99	471.84	479.48	1008.92	1004.56			6677.49	6960.50
Non-Cash expenses Other than Depreciation	--	--	--	--	--	--	--	--	--	--	--	--
<b>SECONDARY</b>												
Revenue by Geographical Market												
India	80150.52	124146.15	15435.09	8690.01	11296.26	9094.24	1885.12	2498.80			108766.99	144429.20
Outside India	--	--	--	--	--	--	3731.62	5237.73	--	--	3731.62	5237.73

All non-current assets of the Company are located in India  
There is no transactions with single external customer which amounts to 10% or more of the Company's revenue.

**36 Related Party disclosures as required under Ind AS-24 issued by the Institute of Chartered Accountants of India are given below :**

- 1 KEY MANAGEMENT PERSONNEL :  
Sri S V Balasubramaniam, Chairman  
Sri B Saravanan, Managing Director  
Sri C Palaniswamy, Company Secretary  
Sri M Ramprabhu, Chief Financial Officer
- 2 COMPANY HAVING SIGNIFICANT INFLUENCE  
SVB Holdings Private Limited
- 3 NON EXECUTIVE INDEPENDENT DIRECTORS  
  
Sri A K Perumalsamy  
Sri E P Muthukumar  
Sri T Gundan  
Sri M P Vijayakumar  
Dr Radha Ramani
- 4 OTHER RELATED PARTIES
  1. Annamallai Enterprise Private Limited
  2. Annamallai Estates Private Limited
  3. Bannai Amman Enterprises Private Limited
  4. Bannari Amman Exports Private Limited
  5. Bannariamman Finance Private Limited
  6. Kandiamman Enterprises Private Limited
  7. Mehru Enterprises Private Limited
  8. Mylvagana Enterprises Private Limited
  9. Shiva Cargo Movers Private Limited
  10. Shiva Distilleries Private Limited
  11. Shiva Hi-Tech Infrastructure Private Limited
  12. Soundram Enterprises Private Limited
  13. SVB Enterprises Private Limited
  14. Velmuruga Enterprises Private Limited

**Related Party Transactions**

(Rs. in Lakhs)

PARTICULARS	Key Management Personnel	Non Executive Independent Directors	Company having Significant Influence	Other Related parties
Purchase of Goods			2.45 (Nil)	72.00 (18.26)
Sale of Goods				4356.70 (4191.05)
Managerial Remuneration	768.15 (750.82)			
Directors sitting fees		3.20 (3.00)		
Availing Services				548.66 (583.59)
Rent				33.94 (17.96)
Balance Outstanding as on 31 <sup>st</sup> March 2019			15000.00(*) (15000.00)	

\* Transferred pursuant to Scheme of Amalgamation of M/s Madras Sugars Limited with the Company

**Whole time Directors' Remuneration**

(Rs in Lakhs)

PARTICULARS	2018 - 19	2017 - 18
Short Term Employee Benefit	692.80	696.88
Post Employment Benefit	15.84	7.92
	708.64	704.80

**Non - Whole time Directors' Remuneration**

(Rs in Lakhs)

PARTICULARS	2018 - 19	2017 - 18
Directors Sitting Fee	3.20	3.00

**37 EARNINGS PER SHARE**

PARTICULARS	For the Year Ended	
	31.3.2019	31.3.2018
a) Weighted average number of equity shares of Rs 10/-each		
i) Number of shares at the beginning of the year	12539700	12539700
ii) Number of shares at the end of the year	12539700	12539700
Weighted average number of equity shares outstanding during the year	12539700	12539700
b) Net Profit after tax available for equity shareholders (Rs in Lakhs)	7593.85	8727.38
c) Basic and diluted earnings per share (Rs)	60.56	69.60

**38 DETAILS OF RESEARCH AND DEVELOPMENT EXPENDITURE RECOGNISED AS AN EXPENSE**

(Rs in Lakhs)

PARTICULARS	For the Year Ended	
	31.3.2019	31.3.2018
Materials	32.61	92.52

39 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure

**40 FOREIGN CURRENCY EXPOSURES THAT ARE NOT HEDGED BY A DERIVATIVE INSTRUMENT OR OTHERWISE ARE AS UNDER :-**

PARTICULARS	As at 31.3.2019		As at 31.3.2018	
	US DOLLAR	EURO	US DOLLAR	EURO
Receivables	21075	334105	219429	703334
Payables	--	388925	41160	926171
Advance for Purchase	27600	9641	--	2753

41. The dividend is paid to Non Resident shareholders in Indian Rupee by crediting to their Rupee Bank account.

**42. VALUE OF RAW MATERIALS**

PARTICULARS	Consumption (Rs in Lakhs)	% to total consumption
<b>42.1 Imported Value of</b>		
a Raw Sugar	Nil (1338.67)	Nil (100.00%)
b Spares and Components	1209.34 (1258.75)	9.20% (12.99%)
<b>42.2 Indigenous Value of</b>		
a Sugarcane	102333.98 (60904.94)	100% (100%)
b Granite Rough Blocks	1710.10 (2203.54)	100% (100%)
c Molasses	3799.70 (4131.95)	100% (100%)
d Pressmud	125.59 (114.94)	100% (100%)
e Spares and Components	11935.18 (8431.50)	90.80% (87.01%)





(Rs in Lakhs)

PARTICULARS	For the Year Ended	
	31.3.2019	31.3.2018

**43. VALUE OF IMPORTS ON C.I.F. BASIS :**

a. Raw Sugar	Nil	1273.80
b. Spare and Components	1302.22	1202.53
c. Capital Goods	193.69	(Nil)

**44. EXPENDITURE IN FOREIGN CURRENCY :**

1. Travelling	4.17	4.34
2. Sales commission	Nil	59.78
3. Subscription	1.09	0.96

**45. EARNINGS IN FOREIGN EXCHANGE :**

F.O.B Value of Exports	3731.48	5236.74
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**46. FINANCIAL INSTRUMENTS**

**a) Financial Instruments by category**

**As at 31st March 2019**

(Rs in Lakhs)

PARTICULARS	Note No.	Total fair Value	Carrying Value	
			Amortised Cost	FVTOCI
<b>FINANCIAL ASSETS</b>				
Investments	4	112.54	2.75	109.79
Trade Receivables	7	12919.25	12919.25	--
Cash and Cash Equivalents	8	347.91	347.91	--
Bank Balance other than Cash and Cash equivalents	9	70.25	70.25	--
Loans	10	605.84	605.84	--
<b>Total</b>		<b>14055.79</b>	<b>13946.00</b>	<b>109.79</b>
<b>FINANCIAL LIABILITIES</b>				
Borrowing Non Current	15	24635.66	24635.66	
Borrowing - Current	19	49083.38	49083.38	
Trade Payables	20	16718.22	16718.22	
Other Financial Liabilities	21	3364.79	3364.79	
<b>Total</b>		<b>93802.05</b>	<b>93802.05</b>	<b>--</b>




**As at 31st March 2018**

(Rs in Lakhs)

PARTICULARS	Note No.	Total fair Value	Carrying Value	
			Amortised Cost	FVTOCI
<b>FINANCIAL ASSETS</b>				
Investments	4	138.43	2.75	135.68
Trade Receivables	7	6748.22	6748.22	--
Cash and Cash Equivalents	8	315.32	315.32	--
Bank Balance other than Cash and Cash equivalents	9	62.55	62.55	--
Loans	10	312.41	312.41	--
<b>Total</b>		<b>7576.93</b>	<b>7441.25</b>	<b>135.68</b>
<b>FINANCIAL LIABILITIES</b>				
Borrowing - Non Current	15	26575.91	26575.91	
Borrowing - Current	19	17541.09	17541.09	
Trade Payables	20	7944.61	7944.61	
Other Financial Liabilities	21	6791.22	6791.22	
<b>Total</b>		<b>58852.83</b>	<b>58852.83</b>	<b>--</b>

**b) Fair Value Hierarchy**
**Fair Value Measurement Hierarchy of Financial Instruments :**

The Company uses the following fair value Hierararchy for determining and disclosing the fair value of the financial instruments

Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 : inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 : inputs that are unobservable for the asset or liability.

(Rs in Lakhs)

PARTICULARS	Note No.	Level 1	Level 2	Level 3	Total fair Value
Financial Assets at FVTOCI - 31.3.2019	4	109.79	--	--	109.79
Financial Assets at FVTOCI - 31.3.2018	4	135.68	--	--	135.68



## Fair Value Measured at amortised Cost:

The carrying amount of financial assets and liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the company does not anticipate that the carrying amount would be significantly different from the values that would eventually be received or settled.

## 47. Financial Risk Management - Objectives & Policies

The Company's principal financial liabilities includes borrowings, trade payable and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, trade receivables, cash and cash equivalents, Bank Balance other than cash and cash equivalent, loans and other financial assets that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management under the supervision of Risk management committee / Board of Directors oversees the management of these risks and the appropriate financial risk governance framework for the Company. The senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

### a) **Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market price. Market risk comprises three types of risk: interest rate risk, currency risk and other risks, such as regulatory risk and commodity price risk. Financial Instruments affected by market risk includes investment, borrowings, trade receivable, trade payable and loans.

#### i) **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rate. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowings obligations with floating interest rate. Interest rate risk is managed maintaining a combination of fixed and floating rate debt and cash management policies. There is no material interest risk to the company's financial liabilities

#### ii) **Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rate. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's foreign currency denominated financial assets and financial liabilities.

The carrying amounts of the Company's foreign currency denominated monetary assets and liabilities at the end of the reporting period is as under

(Rs in Lakhs)

Foreign Currency	Liabilities		Assets	
	31.3.2019	31.3.2018	31.3.2019	31.3.2018
US \$		26.83	33.82	143.00
Euro	303.95	748.53	267.03	570.52
<b>TOTAL</b>	<b>303.95</b>	<b>775.36</b>	<b>300.85</b>	<b>713.52</b>

The above table represents total exposure of the Company towards foreign exchange denominated liabilities (net). The details of unhedged exposures are given as part of Note No.40

The company determines the sensitivity of 10% increase or decrease in the foreign currency rate. The impact on the profit after tax and total equity at the reporting date, assuming other factors constant except the exchange difference will be Rs.0.31 Lakhs (Rs.6.18 Lakhs)

**iii) Other price risk**

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. The Company is exposed to price risk arising mainly from investments in equity instruments recognised at FVTOCI. As at 31st March, 2019, the carrying value of such equity instruments recognised at FVTOCI amounts to Rs.109.79 Lakhs (Rs.135.68 Lakhs). The details of such investments in equity instruments are given in Note No 4.

**b) Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument leading to a financial loss. Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management. The Company had managed the credit risk with respect to trade receivables by selling majority of sugar sales covering minimal portion on credit basis.

The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties. The company manages the risk by credit approval. Credit quality of a customer is assessed based on a detailed study of credit worthiness and accordingly individual credit limits are defined/modified.

The impairment for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each balance sheet date.

Financial assets are written off when there is no reasonable expectation of recovery. However, the Company continues to attempt to recover the receivables and are recognised in the Statement of Profit and Loss when recovered.

**c) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result for an inability to sell a financial asset quickly close to its fair value.

The Company has an established liquidity risk management framework for managing its short term, medium term and long term funding. The Company also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

(Rs in Lakhs)

Particulars	Less than 1 year	Between 1 and 5 years	More than 5 years	Total
<b>As at 31.3.2019</b>				
Borrowing	49083.38	21454.29	3181.37	73719.04
Trade Payables	16718.22			16718.22
Other Financial Liabilities	3364.79			3364.79
	<b>69166.39</b>	<b>21454.29</b>	<b>3181.37</b>	<b>93802.05</b>
<b>As at 31.3.2018</b>				
Borrowing	17541.09	23394.54	3181.37	44117.00
Trade Payables	7944.61			7944.61
Other Financial Liabilities	6791.22			6791.22
	<b>32276.92</b>	<b>23394.54</b>	<b>3181.37</b>	<b>58852.83</b>

**48. Capital Management**

The objective of Capital Management is to safeguard its ability to continue as a going concern and optimise the returns to shareholders. Capital includes paid up equity capital, securities premium and all other equity reserves attributable to the equity shareholders of the Company and debt refers to Long Term Borrowings, Short Term Borrowings and Other Financial Liabilities for the purpose of Capital Management of the Company.

The Company manages its capital structure and makes adjustments in light of changes in the financial condition and the requirements of the financial covenants. The capital structure of the Company consist of net debt and total equity of the Company.

In order to achieve this overall objectives, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. The Company has complied with these covenants and there have been no breaches in the financial covenants of any interest-bearing loans and borrowings.

The following table summarizes the capital of the Company :

(Rs in Lakhs)

<b>PARTICULARS</b>	<b>31.3.2019</b>	<b>31.3.2018</b>
Equity	116989.31	110907.19
Debt	77013.58	50845.67
Less : Cash and Cash Equivalent	347.91	315.32
Net Debt	76665.67	50530.35
Net Debt to Equity Ratio	65.53%	45.56%

**49. TAX EXPENSES**

(Rs in Lakhs)

<b>PARTICULARS</b>	<b>For the year ended</b>	
	<b>31.3.2019</b>	<b>31.3.2018</b>
<b>Current Tax</b>		
On Taxable Income for the year	1963.39	2399.20
Adjustments in respect of earlier years	(15.97)	--
Total Current Tax expenses	<b>1947.42</b>	<b>2399.20</b>
<b>Deferred Tax</b>		
In respect of current year	387.67	2510.59
MAT credit entitlement	(645.08)	(2399.20)
Total Deferred Tax expenses	<b>(257.41)</b>	<b>111.39</b>
Income Tax Expenses recognised in the Statement of Profit & Loss	<b>1690.01</b>	<b>2510.59</b>

The income tax expense for the year can be reconciled to the accounting profit as follows:

(Rs in Lakhs)

<b>PARTICULARS</b>	<b>For the year ended</b>	
	<b>31.3.2019</b>	<b>31.3.2018</b>
Profit before tax	9283.86	11237.97
Income Tax Rate	34.944%	34.608%
Income tax expenses calculated	3244.15	3889.24
Tax effect of the amounts which are not deductible /(taxable) in calculating taxable income		
Effect of expenses that are not deductible in determining taxable profit	2,977.31	923.06
Effect of expenses that are deductible in determining taxable profit	(2112.38)	(2328.40)
Income exempted from Income Taxes	(16.76)	(8.34)
Prior years tax loss credit utilised	(1274.33)	35.04
Incentive tax credits	(1112.01)	--
Adjustments in respect of current income tax of previous year	(15.97)	--
Income tax recognised in the statement of profit or loss	<b>1690.01</b>	<b>2510.59</b>



**50. Approval of Financial Statements**

The Financial Statements are reviewed and recommended for issue by Audit Committee and approved for issue by the Board of Directors at their meeting held on 29.05.2019

**51. Events occurring after Balance Sheet date**

The Board of Directors at its meeting held on 29.05.2019 have recommended a payment of final dividend of Rs.10/- Per equity share for the year ended 31st March, 2019 amounting to Rs.1509.25 lakhs including dividend distribution tax of Rs. 255.28 lakhs.

The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

As per our report of even date attached

**For P K NAGARAJAN & Co.,**  
Chartered Accountants  
Firm Regn. No: 016676S

**P K NAGARAJAN**  
Partner  
M No 25679

Place : Coimbatore  
Date : 29.05.2019

**S V BALASUBRAMANIAM**  
Chairman  
DIN 00002405

**B SARAVANAN**  
Managing Director  
DIN 00002927

**C PALANISWAMY**  
Company Secretary

**M RAMPRABHU**  
Chief Financial Officer



## Financial Performance - Year Wise

(Rs in Lakhs)

Financial Year	Equity Share Capital	Reserves & Surplus	Turnover*	Profit before Depreciation	Depreciation	Profit before Tax	Dividend on Equity Shares (%)
1985-1986	373.26	85.15	1421.08	247.65	192.32	55.33	15
1986-1987	374.81	150.60	1585.78	258.56	117.68	140.88	15
1987-1989 (18 months)	374.95	558.79	3157.49	743.55	200.87	542.68	25
1989-1990	375.00	821.84	2941.28	479.29	127.04	352.25	18
1990-1991	375.00	1097.53	3035.74	470.31	169.05	301.26	20
1991-1992	375.00	1381.32	4354.55	572.49	244.04	328.45	21
1992-1993	375.00	1526.96	6154.24	623.38	415.35	208.03	21
1993-1994	753.97	3004.49	5502.34	486.04	382.17	103.87	21
1994-1995	953.97	4937.00	12219.55	853.98	403.98	450.00	22
1995-1996	953.97	6107.79	15686.98	1895.45	533.78	1361.67	24
1996-1997	953.97	7201.67	16133.02	1884.43	560.90	1323.53	25
1997-1998	953.97	8704.64	14229.49	2292.81	568.50	1724.31	25
1998-1999	953.97	9737.98	20572.87	2009.33	598.43	1410.60	25
1999-2000	953.97	11071.16	23242.80	2425.92	675.51	1750.41	25
2000-2001	953.97	12728.83	30792.42	3655.88	1710.46	1945.42	27
2001-2002	953.97	12296.57	36158.79	4727.63	1652.41	3075.22	33
2002-2003	953.97	13265.96	34823.17	4429.97	2160.88	2269.09	30
2003-2004	953.97	16192.33	45778.58	7298.47	2705.14	4593.33	36
2004-2005	953.97	20070.14	38318.31	8826.31	3200.10	5626.21	45
2005-2006	953.97	27158.61	49408.86	13878.66	4307.00	9571.66	70
2006-2007	953.97	40572.76	69116.18	14570.19	3734.83	10835.36	70
2007-2008	1143.97	43825.26	60608.73	7397.92	3481.86	3916.06	70
2008-2009	1143.97	54270.49	67404.42	16597.74	3408.23	13189.51	100
2009-2010	1143.97	67301.16	85346.50	23807.83	3834.06	19973.77	100
2010-2011	1143.97	71273.33	111880.26	12692.25	7083.08	5609.17	100
2011-2012	1143.97	80355.33	126046.54	17920.15	6676.92	11243.23	100
2012-2013	1143.97	93055.51	148321.54	23430.89	5995.44	17435.45	125
2013-2014	1143.97	94256.37	107709.57	8410.18	5195.53	3214.65	125
2014-2015	1143.97	94044.97	96109.23	5159.42	5125.55	33.87	25
2015-2016	1143.97	90805.37	142741.00	9139.79	6154.07	2985.72	75
2016-2017	1253.97	105453.78	141571.72	25630.74	6945.21	18685.53	125
2017-2018	1253.97	112302.75	107504.40	18198.47	6960.50	11237.97	100
2018-2019	1253.97	118334.43	152012.66	15961.35	6677.49	9283.86	100

\* Turnover = Net Sales + Closing Stock – Opening Stock

\* Excludes inter-segment transfers



# Notes

A series of horizontal dotted lines for writing notes.



# BANNARI AMMAN SUGARS LIMITED

Registered Office : 1212 Trichy Road Coimbatore 641 018 Tamilnadu

CIN : L15421TZ1983PLC001358

## ATTENDANCE SLIP

DP ID Number		Name and Address of the registered Shareholder
Client ID/Regd. Folio No.		
No. of Shares held		

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company

I hereby record my presence at the 35<sup>th</sup> Annual General Meeting of the company held on Thursday the 12<sup>th</sup> September 2019 at 4.30 PM at Jenneys Residency, 2/2 Avinashi Road, Civil Aerodrome Post, Coimbatore- 641 014

.....  
Member's / Proxy's Signature

Note : Please complete this and hand it over at the entrance of the hall

Form No. MGT - 11

## PROXY FORM

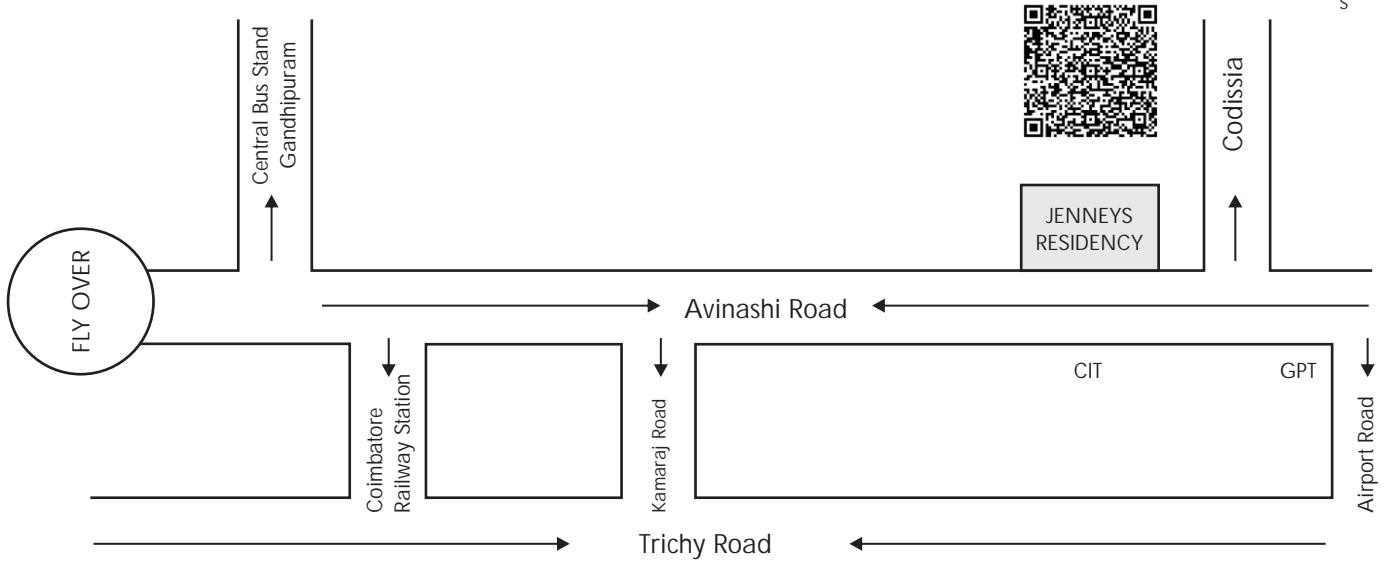
[Pursuant to section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014]

CIN : L15421TZ1983PLC001358  
Name of the Company : BANNARI AMMAN SUGARS LIMITED  
Registered Office : 1212 Trichy Road, Coimbatore - 641018 Tamilnadu  
Name of the Member(s) :  
Registered Address :  
E-mail ID :  
Folio No / Client ID :  
DP ID :

I/We being the member(s) of \_\_\_\_\_ shares of Bannari Amman Sugars Limited hereby appoint

Sl No	Name	Address & E-mail ID	Signature	
I				or failing him
II				or failing him
III				

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup> Annual General Meeting of the company to be held on Thursday the 12<sup>th</sup> day of September 2019 at 4.30 p m at Jenneys Residency, 2/2 Avinashi Road, Civil Aerodrome Post, Coimbatore - 641 014 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution Nos	Resolutions	For	Against
	<b>Ordinary Business</b>		
1	Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon		
2	Declaration of Dividend on equity shares		
3	Appointment of Director in the place of Sri S V Balasubramaniam Director (DIN:00002405) who retires by rotation and being eligible offers himself for re-appointment		
	<b>Special Business</b>		
4	Re-appointment of Sri E P Muthukumar as Independent Director for a second term of 5 (five) consecutive years from 15.09.2019 to 14.09.2024		
5	Re-appointment of Sri M P Vijayakumar as Independent Director for a second term of 5 (five) consecutive years from 15.09.2019 to 14.09.2024		
6	Re-appointment of Sri A K Perumalsamy as Independent Director for a second term of 5 (five) consecutive years from 15.09.2019 to 14.09.2024		
7	Re-appointment of Sri T Gundan as Independent Director for a second term of 5 (five) consecutive years from 15.09.2019 to 14.09.2024		
8	Ratification of Remuneration payable to Cost Auditor of the Company		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2019

Affix  
Revenue  
Stamp

Signature of Shareholder(s)

Signature of Proxy holder(s)

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.





## BANNARI AMMAN SUGARS LIMITED

Regd. Off. : 1212 Trichy Road Coimbatore - 641 018 India  
Phone : 0422 - 2204100 Fax : 0422 - 2309999  
E-mail : [shares@bannari.com](mailto:shares@bannari.com) Website : <http://www.bannari.com>  
CIN : L15421TZ1983PLC001358