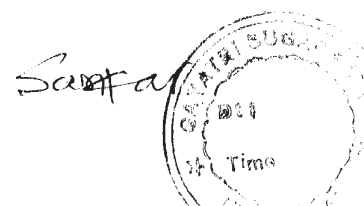


Quarterly Compliance Report on Corporate Governance Under Clause 49 of the Listing Agreement.

Name of the Company: Gayatri Sugars Limited

Quarter ending on: 30th September, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A	
(E) Remuneration of Directors	49 (IV E)	Yes	Will be Complied in the Annual Report
(F) Management	49 (IV F)	Yes	Will be Complied in the Annual Report
(G) Shareholders	49 (IV G)	Yes	Will be Complied in the Annual Report
V. CEO/CFO Certification	49 (V)	Yes	Will be Complied in the Annual Report
VI. Report on Corporate Governance	49 (VI)	Yes	Will be Complied in the Annual Report
VII. Compliance	49 (VII)	Yes	Will be Complied in the Annual Report



Clause 49 (IA)

Board of Directors

Smt. T. Indira Subbarami Reddy	: Chairperson***
Sri. T.V Sandeep Kumar Reddy	: Vice Chairman***
Smt. T Sarita Reddy	: Executive Director*
Sri. TR Rajgopalan	: Director**
Sri. S Venkata Swamy	: Director**
Sri J.N.Karamchetti	: Director**

* Executive Director

** Independent Non- Executive Directors

*** Non independent non executive director

Clause 49(IB)

Non Executive Directors compensation

No remuneration is paid to the Non Executive Directors except sitting fee.

Clause 49 (IC)

Board Procedures

- The Company has conduct Board Meetings regularly and it ensured that the gap between two Board Meetings conducted did not exceed a period of four months.
- No Director is a member of more than 10 committees or chairman of more than 5 committees across all companies in which he is a director.

Clause 49 (ID)

Code of Conduct

Code of conduct for all the Board members and senior management was adopted in the Board meeting and the same is posted on the website. Affirmation of compliance to the Code on annual basis by the Board and senior management complied in the Annual Report.

Clause 49 (IIA)

Audit Committee

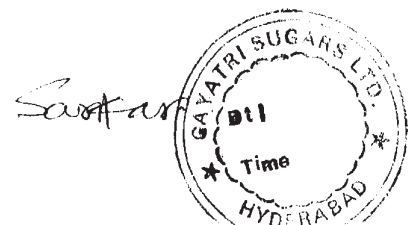
The following directors constitute the Audit Committee

Sri TR Rajgopalan	: Chairman*
Smt. T Sarita Reddy	: Member
Sri J.N.Karamchetti	: Member*

* Independent Non Executive Directors

Clause 49 (II B)

Meetings of Audit Committee



The Audit Committee met as and when required and all the members were present at the meeting and it shall be ensured that four meetings are held with not more than four months gap between two meetings.

Clause 49 (II C) (II D) (II E)

Powers, Role and review of operations of Audit Committee

The power, role and terms of reference of the Audit Committee as per the Listing Agreement and the Companies Act, 2013 are complied with.

Clause 49 (III)

Subsidiary Companies

There are no subsidiary companies and the compliance with this sub clause does not arise.

Clause 49 (IV A)

Basis of related party transactions

The basis of related party transactions are reviewed by the Audit Committee. This sub clause is complied with.

Clause 49 (IV B)

Disclosure of Accounting Treatment

Not Applicable.

Clause 49 (IV C)

Board Disclosures

The company continuously monitors business and operational risk. All key functions and divisions are independently responsible to monitor risk associated within their respective areas of operations. In line with the corporate governance practices, during the current year, an exhaustive exercise is underway for risk management commensurate with the size and nature of company's business.

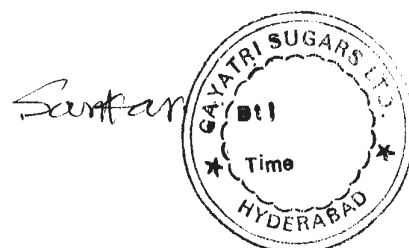
Clause 49 (IV D)

Proceeds from public issues, rights issues, preferential issues etc.

There was no public, rights or preferential issue made and hence the compliance of the sub clause does not arise.

Clause 49 (IV E)

Remuneration of Directors



No remuneration was paid to the non-executive directors except sitting fees. The details of remuneration paid to the Executive Director have been disclosed in the Annual Report for the year 2013 -14 and will be complied for the period 2014-15 also.

Clause 49 (IV F)

Management

The management discussion and analysis report has been included in the Annual Report 2013-14 and will be complied in the Annual report 2014-15 as well.

Clause 49 (IV G)

Shareholders

1. During the quarter Smt.T.Indira Subbarami Reddy and Sri T R Rajagopalan are appointed as director, whose period of office will be liable to retire by rotation.
2. During the quarter Sri.T R Rajagoapalan, Sri. S. Venkata Swamy and Sri J N Karamchetti all are appointed as independent Directors for period of consecutive term of 5 years.
3. Quarterly results are being sent to the stock exchange on timely basis.
4. There were no pending investor grievances
5. The share transfers work has been delegated to the Registrars which are attended once in a fort night.

Clause 49 (V)

CEO/CFO Certification

The CEO/CFO certification has been included in the Annual Report 2013-14 and will be complied in the Annual Report 2014-15 as well.

Clause 49 (VI)

Report on Corporate Governance

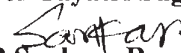
The corporate governance report has been included in the Annual Report 2013-14 and will be complied in the Annual Report 2014-15 as well.

Clause 49 (VII) - Compliance

Certificate from the Chartered Accountant in Practice for compliance with clause 49 has been included in the Annual Report 2013-14 and will be complied in the Annual Report 2014-15 as well.

Yours truly

For **Gayatri Sugars Limited**


B.Sankara Rao
Compliance Officer

Date : 10.10.2014,
Place : Hyderabad

