

**Corporate Governance Report**

1. Name of Listed Entity – **Gayatri Sugars Limited**

2. Quarter ending : June 30, **2022**

**Annexure A**

**I. Composition of Board of Directors**

| Title (Mr./ Ms.) | Name of the Director                    | DIN      | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) | Initial Date of Appointment | Date of Re-appointment | Date of cessation | Tenure (in months) | Date of Birth | Number of Directorship in listed entities including this listed entity [Refer Regulation 17A(1)] | Number of Independent Directorship in listed entities including this listed entity [Refer proviso to Regulation 17A(1)] | Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity [Refer Regulation 26(1)] | Number of post of Chairperson in Audit / Stakeholders Relationship Committee held in listed entities including this listed entity [Refer Regulation 26(1)] |
|------------------|---|----------|--|-----------------------------|------------------------|-------------------|--------------------|---------------|--|---|--|--|
| Mrs.             | THIKKAVARAPU INDIRA REDDY               | 00009906 | Chairperson  | 21-07-2005                  |                        |                   |                    | 13-03-1951    | 2  | 0   | 1  | 0  |
| Mrs.             | TIKKAVARAPU SARITA REDDY                | 00017122 | Managing Director  | 21-07-2005                  | 01-05-2022             |                   |                    | 14-04-1971    | 1  | 0   | 2  | 0  |
| Mr.              | VENKATA SANDEEP KUMAR REDDY TIKKAVARAPU | 00005573 | Vice Chairperson   | 15-06-1995                  |                        |                   |                    | 23-11-1966    | 3  | 0   | 6  | 1  |
| Mr.              | RAJAGOPALAN RAMASWAMY TULAZENDRAPURAM   | 00020643 | Non Executive Independent Director   | 01-06-2001                  | 30-09-2019             |                   | 93                 | 29-05-1939    | 1  | 1   | 1  | 1  |
| Mr.              | RAGHURAJ SURESH BHALERA0                | 07652493 | Non Executive Independent Director   | 11-11-2016                  | 11-11-2021             |                   | 67                 | 25-05-1958    | 1  | 1   | 2  | 1  |
| Mr.              | VENKATA NARAYANA RAO PALURI             | 07378105 | Non Executive Independent Director   | 11-02-2020                  |                        |                   | 28                 | 15-05-1960    | 2  | 2   | 4  | 1  |

## II. Composition of Committees

| Name of Committee                            | Whether Regular chairperson appointed | Name of Committee members       | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) | Date of Appointment | Date of Cessation |
|--|---------------------------------------|---------------------------------|--|---------------------|-------------------|
| 1. Audit Committee                           | Yes                                   | Mr. T.R. Rajagopalan            | Chairman-- Independent Director  | 29-06-2001          |                   |
|  |                                       | Mrs. T. Sarita Reddy            | Member – Managing Director   | 19-01-2006          |                   |
|  |                                       | Mr. Raghuraj Suresh Bhalerao    | Member– Independent Director   | 11-02-2020          |                   |
|  |                                       | Mr. Venkata Narayana Rao Paluri | Member– Independent Director   | 18-06-2020          |                   |
| 2. Nomination and Remuneration Committee     | Yes                                   | Mr. T.R. Rajagopalan            | Chairman-- Independent Director  | 31-01-2002          |                   |
|  |                                       | Mrs. T. Indira Reddy            | Member – Non Executive Director  | 11-11-2016          |                   |
|  |                                       | Mr. Raghuraj Suresh Bhalerao    | Member– Independent Director   | 11-02-2020          |                   |
| 3. Stakeholders' Relationship Committee      | Yes                                   | Mr. R S Bhalerao                | Chairman-- Independent Director  | 11-02-2020          |                   |
|  |                                       | Mr. T V Sandeep Reddy           | Member – Non Executive Director  | 21-07-2005          |                   |
|  |                                       | Mrs. T Sarita Reddy             | Member– Managing Director  | 21-07-2005          |                   |
| 4. Corporate Social Responsibility Committee | Yes                                   | Mr. R S Bhalerao                | Chairman-- Independent Director  | 11-02-2020          |                   |
|  |                                       | Mrs. T Sarita Reddy             | Member– Managing Director  | 14-08-2017          |                   |
|  |                                       | Mr. T V Sandeep Reddy           | Member – Non Executive Director  | 14-08-2017          |                   |

### III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met (Yes / No) | Number of Directors present | Number of independent directors present | Maximum gap between any two consecutive meetings (in number of days) |
|---|---|--|-----------------------------|---|--|
| 07.01.2022  | 27.05.2022  | Yes  | 6                           | 3                                       |  |
| 11.02.2022  |   | Yes  | 6                           | 3                                       | 34   |
| 09.03.2022  |   | Yes  | 6                           | 3                                       |  |

### IV. Meetings of Committees

| Name of the Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Number of Directors present | Number of independent directors present | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
|-----------------------|---|---|-----------------------------|---|---|--|
| Audit Committee       | 27.05.2022  | Yes   | 4                           | 3                                       | 11.02.2022  | 104  |

## V. Related Party Transactions

| Subject  | Compliance Status<br>(Yes / No / NA) |
|--|--------------------------------------|
| Whether prior approval of audit committee obtained   | YES                                  |
| Whether shareholder approval obtained for material RPT   | NA                                   |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                                   |

| Affirmations  | Yes / No  |
|---|---|
| 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.   | Yes   |
| 2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015<br>a. Audit Committee<br>b. Nomination and Remuneration Committee<br>c. Stakeholders' Relationship Committee<br>d. Risk Management Committee | a. Yes<br>b. Yes<br>c. Yes<br>d. Not Applicable |
| 3. The above committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.  | Yes   |
| 4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.  | Yes   |

The report submitted for the previous quarter ended March, 2022 has been placed before Board of Directors. No comments / observations / advice were received from the Board of Directors.

This report will be placed before Board of Directors at its next meeting. Any comments / observations / advice of Board of Directors will be mentioned in the report of next quarter.

**Name:** LALIT KUMAR THANVI

**Designation:** Company Secretary and Compliance Officer

**Date:** JULY 20, 2022

I. Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

|   |
|---|
| Name: Lalit Kumar Thanvi                              |
| Designation: Company Secretary and Compliance Officer |
| Date: July 20, 2022                                   |