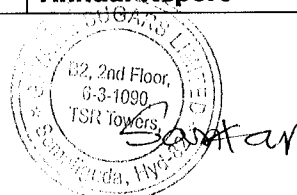


QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : GAYATRI SUGARS LIMITED
Quarter ending on : 31/12/2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	-	
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)	-	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	In the process of implementation.
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	In the process of implementation.
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A	The Company is preparing its financial statements in compliance with the applicable accounting standards and the relevant provisions of the Companies Act.
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be Complied in the next Annual Report
(D) Management	49 (VIII D)	Yes	Will be Complied in the next Annual Report



(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, right issue, preferential issues, etc	49 (VIII F)	N.A	
IX. CEO/CFO Certification	49 (IX)	Yes	Will be Complied in the next Annual Report
X. Report on Corporate Governance	49 (X)	Yes	Will be Complied in the next Annual Report
XI. Compliance	49 (XI)	Yes	Will be Complied in the next Annual Report

