

**Date: January 11, 2016**

To,  
**The Corporate Relations Department**  
The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001  
Fax no. 022-22721919/3131/2037

Dear Sir,

**Sub: Furnishing of Statements as per the SEBI (Listing Obligations and Disclosure Requirements) – Reg.,**  
**Ref: Scrip Code: 532183**

.....  
As per SEBI (Listing Obligations and Disclosure Requirements), 2015, please find enclosed the following:

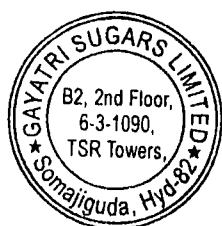
1. Corporate Governance Report under Regulation 27(2) for the quarter ended December 31, 2015.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours faithfully,  
For **GAYATRI SUGARS LIMITED**

Munmun Baid,



**(CS MUNMUN BAID)**  
Company Secretary & Compliance Officer

Regd. & Corp. Office

**Gayatri Sugars Limited**, B2, 2nd Floor, 6-3-1090, TSR Towers,  
Raj Bhavan Road, Somajiguda, Hyderabad 500 082. Telangana

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F +91 40 2341 4827

W [www.gayatrisugars.com](http://www.gayatrisugars.com)

Factories :

**Kamareddy Unit** : Adloor Yellareddy, Sadasivanagar Mandal.  
Nizamabad Dist. - 503 145. Telangana

T +91 8468 248558  
F +91 8468 248559

**Nizamsagar Unit** : Maagi, Nizamsagar Mandal.  
Nizamabad Dist. - 503 302. Telangana

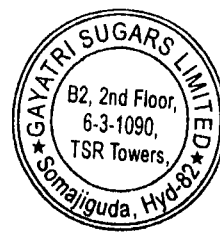
T +91 8465 275577

CIN : L15421TG1995PLC020720

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity : Gayatri Sugars Limited  
2. Quarter ending : 31.12.2015

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulation)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	T. Indira Subbarami Reddy	ABNPT7403L & 00009906	Chairperson & Non-Executive Director	21.07.2005	N.A.	3	1	0
Mr.	T. V. Sandeep Kumar Reddy	ABIPT3932F & 00005573	Non-Executive Director	15.06.1995	N.A.	3	4	1
Ms.	T. Sarita Reddy	ABCPS7046R & 00017122	Executive Director	01.05.2013	N.A.	2	4	1
Mr.	J. N. Karamchetti	ACOPK1287 D & 00940963	Independent & Non-Executive Director	30.09.2014	5 years	3	2	0
Mr.	S.Venkata Swamy	AIRPS7953H & 00020620	Independent & Non-Executive Director	30.09.2014	5 years	1	1	0
Mr.	T.R. Rajagopalan	ABSPT0323L & 00020643	Independent & Non-Executive Director	30.09.2014	5 years	2	2	2



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## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee)
1. Audit Committee	1. Mr. T.R. Rajagopalan	Non-Executive, Independent Director
	2. Ms. T. Sarita Reddy	Executive Director
	3. Mr. J.N. Karamchetti	Non-Executive, Independent Director
2. Nomination & Remuneration Committee	1. Mr. T.R. Rajagopalan	Non-Executive, Independent Director
	2. Mr. S. Venkata Swamy	Non-Executive, Independent Director
	3. Mr. J.N. Karamchetti	Non-Executive, Independent Director
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	1. Mr. S. Venkata Swamy	Non-Executive, Independent Director
	2. Mr. T.V. Sandeep Kumar Reddy	Non-Executive Director
	3. Ms. T. Sarita Reddy	Executive Director

## III. Meeting of Board of Directors

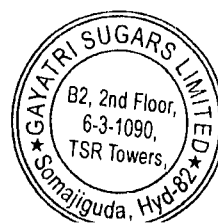
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
20.07.2015, 14.08.2015, 29.09.2015 & 30.09.2015	17.10.2015 & 06.11.2015	17 days

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<b>Audit Committee</b> 06.11.2015	yes	14.08.2015	84 days

## V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
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

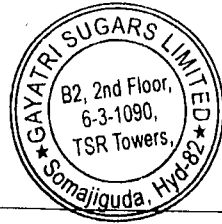


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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report will be placed before Board of Directors in the meeting to be held for this quarter.

*Munmun Baid*



**Name & Designation : Munmun Baid  
Company Secretary & Compliance Officer**