

Corporate Governance Report

Annexure - I

1. Name of Listed Entity – Gayatri Sugars Limited  
 2. Quarter ending : June 30, 2020

I. Composition of Board of Directors

| Title (Mr. / Ms.) | Name of the Director                    | PAN & 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    | 3  | 0   | 2  | 0  |
| Mrs.              | TIKKAVARAPU SARITA REDDY                | 00017122  | Managing Director  | 21-07-2005                  | 01-05-2019             |                   |                    | 14-04-1971    | 2  | 0   | 3  | 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             |                   | 69                 | 29-05-1939    | 1  | 1   | 1  | 1  |
| Mr.               | RAGHURAJ SURESH BHALERAO                | 07652493  | Non Executive Independent Director   | 11-11-2016                  |                        |                   | 43                 | 25-05-1958    | 1  | 1   | 2  | 1  |
| Mr.               | VENKATA NARAYANA RAO PALURI             | 07378105  | Non Executive Independent Director   | 11-02-2020                  |                        |                   | 4                  | 15-05-1960    | 2  | 2   | 3  | 1  |

|  |     |
|--|-----|
| Whether Regular chairperson appointed                      | Yes |
| Whether Chairperson is related to managing director or CEO | Yes |

## 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                                   | T.R. Rajagopalan            | Chairman-- Independent Director  | 29-06-2001          |                   |
|  |                                       | T. Sarita Reddy             | Member – Managing Director   | 19-01-2006          |                   |
|  |                                       | Raghuraj Suresh Bhalerao    | Member– Independent Director   | 11-02-2020          |                   |
|  |                                       | Venkata Narayana Rao Paluri | Member– Independent Director   | 18-06-2020          |                   |
| 2. Nomination and Remuneration Committee     | Yes                                   | T.R. Rajagopalan            | Chairman-- Independent Director  | 31-01-2002          |                   |
|  |                                       | T. Indira Reddy             | Member – Non Executive Director  | 11-11-2016          |                   |
|  |                                       | Raghuraj Suresh Bhalerao    | Member– Independent Director   | 11-02-2020          |                   |
| 3. Stakeholders' Relationship Committee      | Yes                                   | R S Bhalerao                | Chairman-- Independent Director  | 11-02-2020          |                   |
|  |                                       | T V Sandeep Reddy           | Member – Non Executive Director  | 21-07-2005          |                   |
|  |                                       | T Sarita Reddy              | Member– Managing Director  | 21-07-2005          |                   |
| 4. Corporate Social Responsibility Committee | Yes                                   | R S Bhalerao                | Chairman-- Independent Director  | 11-02-2020          |                   |
|  |                                       | T V Sandeep Reddy           | Member – Non Executive Director  | 14-08-2017          |                   |
|  |                                       | T Sarita Reddy              | Member– Managing 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) |
|---|---|---|-----------------------------|---|--|
| 11-02-2020  | 18-06-2020  | Yes   | 4                           | 3                                       | 127  |

**IV. Meetings of Committees**

| Name of the Committee                 | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes / No) | 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                       | 18-06-2020  | Yes  | 3                           | 2                                       | 11-02-2020  | 127  |
| Nomination and Remuneration Committee | -   | -  | -                           | -                                       | -   | -  |
| Stakeholders' Relationship Committee  | -   | -  | -                           | -                                       | -   | -  |

## 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 | Yes                                  |

| VI. 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. NA |
| 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.  | 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                                 |

This report along with the report submitted for the previous quarter ended March 31, 2020 had been placed before Board of Directors. No comments / observations / advice were received from the Board of Directors.

**Name:** Danveer Singh

**Designation:** Company Secretary & Compliance Officer

**Date:** July 15, 2020