

Corporate Governance Report

Annexure - I

1. Name of Listed Entity – Gayatri Sugars Limited
2. Quarter ending : March 31, 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	3	0
Mrs.	TIKKAVARAPU SARITA REDDY	00017122	Managing Director	01-05-2016	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	5	1
Mr.	RAJAGOPALAN RAMASWAMY TULAZENDRAPURAM	00020643	Non Executive Independent Director	30-09-2014	30-09-2019		66	29-05-1939	1	1	1	1
Mr.	RAGHURAJ SURESH BHALERAO	07652493	Non Executive Independent Director	11-11-2016			40	25-05-1958	1	1	2	1
Mr.	VENKATA NARAYANA RAO PALURI	07378105	Non Executive Independent Director	11-02-2020			1	15-05-1960	2	2	2	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	
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)
02-11-2019	11-02-2020	Yes	5	3	100

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	11-02-2020	Yes	3	2	02-11-2019	100
Nomination and Remuneration Committee	11-02-2020	Yes	3	2	-	-
Stakeholders' Relationship Committee	11-02-2020	Yes	2	1	-	-

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

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 a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders' Relationship Committee d. Risk Management Committee	a. Yes b. Yes c. Yes 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 December 31, 2019 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: May 15, 2020

Name of Listed Entity – **Gayatri Sugars Limited**
 Year ending : **March 31, 2020**

I. Disclosure on website in terms of Listing Regulations

Item	Compliance Status (Yes/No/NA)	If Yes provide link to website. If No/NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.gayatrisugars.com
b) Terms and conditions of appointment of independent directors	Yes	www.gayatrisugars.com
c) Composition of various committees of board of directors	Yes	www.gayatrisugars.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.gayatrisugars.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.gayatrisugars.com
f) Criteria of making payments to non-executive directors	Yes	www.gayatrisugars.com
g) Policy on dealing with related party transactions	Yes	www.gayatrisugars.com
h) Policy for determining 'material' subsidiaries	NA	
i) Details of familiarization programmes imparted to independent directors	Yes	www.gayatrisugars.com
j) Email address for grievance redressal and other relevant details	Yes	www.gayatrisugars.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.gayatrisugars.com
l) Financial results	Yes	www.gayatrisugars.com
m) Shareholding pattern	Yes	www.gayatrisugars.com
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47(1)	Yes	www.gayatrisugars.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.gayatrisugars.com
b) Materiality Policy as per Regulation 30	Yes	www.gayatrisugars.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	

It is certified that these contents on the website of the listed entity are correct.

II. Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes/No/NA)	Remarks
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of Nomination & Remuneration Committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of Stakeholder Relationship Committee	20(3A)	Yes	
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA	
Meeting of Risk Management Committee	21(3A)	NA	
Vigil Mechanism	22	Yes	
Policy for related party transactions	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
Approval for material related party transactions	23(4)	NA	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	NA	
Maximum tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
Directors and Officers insurance	25(10)	NA	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

III. 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: Danveer Singh
Designation: Company Secretary and Compliance Officer
Date: May 15, 2020