

Corporate Governance Report

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

2. Quarter ending : **September 30, 2019**

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 - Non Executive, Non Independent	21-07-2005	-	-	-	13-03-1951	3	0	3	0
Mrs	TIKKAVARAPU SARITA REDDY	00017122	Executive	01-05-2016	01-05-2019	-	36	14-04-1971	2	0	3	0
Mr	VENKATA SANDEEP KUMAR REDDY TIKKAVARAPU	00005573	Non Executive Non Independent	15-06-1995	-	-	-	20-04-1967	3	0	5	1
Mr	RAJAGOPALAN RAMASWAMY TULAZENDRAPURAM	00020643	Non-executive - Independent	30-09-2014	30-09-2019	-	60	29-05-1939	1	1	0	2
Mr	JAWAHARLAL NEHRU KARAMCHETTI	00940963	Non-executive - Independent	30-09-2014	30-09-2019	-	60	01-06-1946	4	4	6	3
Mr	RAGHURAJ SURESH BHALERAO	07652493	Non-executive - Independent	11-11-2016	-	-	60	25-05-1958	1	1	0	0

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. Rajagopalan Ramaswamy Tulazendrapuram	Non-executive Independent - Chairman	29-06-2001	-
		Mrs. Tikkavarapu Sarita Reddy	Executive - Member	19-01-2006	-
		Mr. Jawaharlal Nehru Karamchetti	Non-executive Independent - Member	30-09-2014	-
					-
2. Nomination and Remuneration Committee	Yes	Mr. Rajagopalan Ramaswamy Tulazendrapuram	Non-executive Independent - Chairman	31-01-2002	-
		Mrs. Thikkavarapu Indira Reddy	Non-executive Non- Independent - Member	11-11-2016	-
		Jawaharlal Nehru Karamchetti	Non-executive Independent - Member	30-09-2014	-
					-
3. Stakeholders' Relationship Committee	Yes	Mr. Jawaharlal Nehru Karamchetti	Non-executive Independent – Chairman	11-11-2016	-
		Mr. Venkata Sandeep Kumar Reddy Tikkavarapu	Non-Executive – Member	21-07-2005	-
		Mrs. Tikkavarapu Sarita Reddy	Executive – Member	21-07-2005	-
					-
4. Corporate Social Responsibility Committee	Yes	Mr. Jawaharlal Nehru Karamchetti	Non-executive Independent – Chairman	14-08-2017	-
		Mr. Venkata Sandeep Kumar Reddy Tikkavarapu	Non-Executive – Member	14-08-2017	-
		Mrs. Tikkavarapu Sarita Reddy	Executive – Member	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)
May 09, 2019	August 13, 2019	Yes	6	3	95

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	August 13, 2019	Required quorum of 2 members was met	3	2	May 09, 2019	95
Nomination and Remuneration Committee	August 13, 2019	Required quorum of 2 members was met	3	2	-	-
Corporate Social Responsibility Committee	August 13, 2019	Required quorum of 2 members was met	3	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

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. 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 June 30, 2019 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: Chetan Kumar Sharma

Designation: Company Secretary & Compliance Officer

Date: October 15, 2019

Corporate Governance Report

Name of Listed Entity: **Gayatri Sugars Limited**
 Half Year ended – **September 30, 2019**

Annexure B

Affirmations		
Broad Heading	Regulation Number	Compliance status (Yes/No/NA) If Status is “No”, details of non Compliance may be given here
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No. Mr. T. R. Rajagopalan, chairman of the Audit Committee, residing at Chennai, was scheduled to attend the Annual General Meeting (AGM). However, weeks before the AGM he met with an accident. The doctor had advised him to rest at home and not to venture out. On advise of his doctor, the ticket had to be cancelled and he couldn't be present at AGM.
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	No. Mr. T. R. Rajagopalan, chairman of the Nomination and Remuneration Committee, residing at Chennai, was scheduled to attend the Annual General Meeting (AGM). However, weeks before the AGM he met with an accident. The doctor had advised him to rest at home and not to venture out. On advise of his doctor, the ticket had to be cancelled and he couldn't be present at AGM.
Presence of Chairperson of the Stakeholders' Relationship Committee at the Annual General Meeting	20(3)	No. Mr. J. N. Karamchetti, chairman of the Stakeholders Relationship Committee, was scheduled to attend the Annual general Meeting (AGM). However, due to some emergency personal work, he was out of Station. Hence, he could not be present at the AGM.
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Name: Chetan Kumar Sharma

Designation: Company Secretary & Compliance Officer

Date: October 15, 2019