

**Corporate Governance Report**

Annexure - I

1. Name of Listed Entity – **Gayatri Projects 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	Non-Executive - Non Independent Director	08-03-1996	30-09-2019	NA	NA	13-03-1951	3	0	3	0
Mr.	TIKKAVARAPU VENKATA SANDEEP KUMAR REDDY	00005573	Executive Director	15-09-1989	01-10-2019	NA	NA	23-11-1966	3	0	5	1
Mr.	JENNA REDDY BRIJ MOHAN REDDY	00012927	Executive Director	30-03-1994	01-10-2018	NA	NA	20-08-1941	1	0	4	0
Mr.	HARIVITHAL RAO VENKATESHWAR RAO CHINTALAPATI	00012970	Non-Executive - Independent Director	04-11-2005	29-09-2019	NA	66	30-04-1939	1	1	8	5
Mr.	VENKATA RAMANACHARY KARAMCHETU	08658826	Non-Executive - Independent Director	04-01-2020	NA	NA	3	08-02-1952	1	1	0	0
Mr.	BIRENDRA KUMAR	08071170	Non-Executive - Nominee Director	07-02-2018		NA	NA	09-07-1960	1	0	0	0
Mrs.	RAMA DEVI NANDURI	08699570	Non-Executive - Independent Director	14-02-2020	NA	NA	1	10-05-1953	1	1	0	0
Mr.	SREERAMAKRISHNA GRANDHI	06921031	Non-Executive - Independent Director	04-01-2020	NA	NA	3	26-07-1952	4	4	5	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	HARIVITHALRAO VENKATESHWARRAO CHINTALAPATI	Non-Executive - Independent Director	07-11-2005	
		SREERAMAKRISHNA GRANDHI	Non-Executive - Independent Director	04-01-2020	
		TIKKAVARAPU VENKATA SANDEEP KUMAR REDDY	Executive Director	04-01-2020	
2. Nomination and Remuneration Committee	Yes	THIKKAVARAPU INDIRA REDDY	Non-Executive - Non Independent Director	23-06-2006	
		SREERAMAKRISHNA GRANDHI	Non-Executive - Independent Director	04-01-2020	
		HARIVITHALRAO VENKATESHWARRAO CHINTALAPATI	Non-Executive - Independent Director	30-05-2019	
3. Risk Management Committee	Yes	TIKKAVARAPU VENKATA SANDEEP KUMAR REDDY	Executive Director	07-11-2014	
		THIKKAVARAPU INDIRA REDDY	Non-Executive - Non Independent Director	07-11-2014	
		HARIVITHALRAO VENKATESHWARRAO CHINTALAPATI	Non-Executive - Independent Director	07-11-2014	
		SREEDHAR BABU PONNURU	Member	07-11-2014	
4. Stakeholders' Relationship Committee	Yes	HARIVITHALRAO VENKATESHWARRAO CHINTALAPATI	Non-Executive - Independent Director	07-11-2005	
		JENNA REDDY BRIJ MOHAN REDDY	Executive Director	07-11-2005	
		THIKKAVARAPU INDIRA REDDY	Non-Executive - Non Independent Director	30-05-2019	
5. Corporate Social Responsibility Committee	Yes	THIKKAVARAPU INDIRA REDDY	Non-Executive - Non Independent Director	29-05-2014	
		TIKKAVARAPU VENKATA SANDEEP KUMAR REDDY	Executive Director	29-05-2014	
		ARIVITHALRAO VENKATESHWARRAO CHINTALAPATI	Non-Executive - Independent Director	29-05-2014	

### 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)
14-11-2019		Yes	6	3	
16-11-2019		Yes	5	2	1
	04-01-2020	Yes	6	3	48
	14-02-2020	Yes	5	4	40

### 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	14-02-2020	YES	2	2	14-11-2019	91
Nomination and Remuneration Committee	04-01-2020	YES	3	2		40
	14-02-2020		3	2		
Risk Management Committee	20-03-2020	YES	3	2		
Stakeholders' Relationship Committee	20-03-2020	YES	3	1		

**V. Related Party Transactions**

Subject	Compliance Status (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 a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders' Relationship Committee d. Risk Management Committee	A. Yes B. Yes C. Yes D. Yes
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:** Chetan Kumar Sharma

**Designation:** Company Secretary & Compliance Officer

**Date:** May 15, 2020

Name of Listed Entity – **Gayatri Projects 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
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	www.gayatri.co.in
b) Terms and conditions of appointment of independent directors	Yes	www.gayatri.co.in
c) Composition of various committees of board of directors	Yes	www.gayatri.co.in
d) Code of conduct of board of directors and senior management personnel	Yes	www.gayatri.co.in
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.gayatri.co.in
f) Criteria of making payments to non-executive directors	Yes	www.gayatri.co.in
g) Policy on dealing with related party transactions	Yes	www.gayatri.co.in
h) Policy for determining 'material' subsidiaries	Yes	www.gayatri.co.in
i) Details of familiarization programmes imparted to independent directors	Yes	www.gayatri.co.in
j) Email address for grievance redressal and other relevant details	Yes	www.gayatri.co.in
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.gayatri.co.in
l) Financial results	Yes	www.gayatri.co.in
m) Shareholding pattern	Yes	www.gayatri.co.in
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	Yes	www.gayatri.co.in
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47(1)	Yes	www.gayatri.co.in
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.gayatri.co.in
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.gayatri.co.in
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.gayatri.co.in
b) Materiality Policy as per Regulation 30	Yes	www.gayatri.co.in
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.gayatri.co.in

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)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
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)	Yes	
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)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
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)	No	The Company is in the process of complying with the regulation.
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.

<b>Name: CHETAN KUMAR SHARMA</b>
<b>Designation: Company Secretary and Compliance Officer</b>
<b>Date: May 15, 2020</b>