

Corporate Governance Report

Annexure - I

1. Name of Listed Entity – **Gayatri Projects Limited**
 2. Quarter ending : **September 30, 2022**

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		NA	NA	13-03-1951	2	0	1	0
Mr.	TIKKAVARAPU VENKATA SANDEEP KUMAR REDDY	00005573	Executive Director	15-09-1989	01-10-2019	NA	NA	23-11-1966	3	0	6	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	96	30-04-1939	1	1	8	5
Mr.	SRIHARI VENNELAGANTI	01829513	Non-Executive -Independent Director	14-02-2022	14-02-2022	NA	7	13-08-1956	1	1	1	0
Mr.	SREERAMAKRISHNA GRANDHI	06921031	Non-Executive -Independent Director	04-01-2020	NA	NA	33	26-07-1952	4	4	5	1
Mrs.	PAMULA LATHA	08358726	Non-Executive -Independent Director	15-03-2022	15-03-2022	NA	6	20-01-1980	2	2	0	0
Mr.	MAN MOHAN GUPTA	09181309	Non-Executive - Nominee Director	15-06-2021	NA	NA	NA	22-04-1964	1	0	0	0

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

Disqualification of Directors under section 164 of the Companies Act, 2013					
Name of the Director	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
THIKKAVARAPU INDIRA REDDY	No				Active
TIKKAVARAPU VENKATA SANDEEP KUMAR REDDY	No				Active
JENNA REDDY BRIJ MOHAN REDDY	No				Active
HARIVITHAL RAO VENKATESHWAR RAO CHINTALAPATI	No				Active
SRIHARI VENNELAGANTI	No				Active
SREERAMAKRISHNA GRANDHI	No				Active
PAMULA LATHA	No				Active
MAN MOHAN GUPTA	No				Active

I. 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	
		SRIHARI VENNELAGANTI	Non-Executive - Independent Director	01-06-2022	
		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	31-08-2022
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	

II. 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)
30-05-2022		Yes	6	4	
	10-08-2022	Yes	6	4	71
	17-09-2022	Yes	6	4	37

III. 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	10-08-2022	YES	4	3	30-05-2022	71
Risk Management Committee	25-07-2022	YES	3	1	NA	

IV. 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

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (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	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

The Report of the Previous quarter ended June 30, 2022 had been placed before Board of Directors. No comments / observations / advice were received from the Board of Directors.

VII. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	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
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	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 20, 2022

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	NA		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months (Amount in Rs.)	
Promoter or any other entity controlled by them	0.00	2796380273	
Promoter Group or any other entity controlled by them	0.00	238451243	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation) (Amount in Rs.)
Promoter or any other entity controlled by them	NIL	0.00	26881791945
Promoter Group or any other entity controlled by them	NIL	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NIL	0.00	0.00
KMPs or any other entity controlled by them	NIL	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months (Amount in Rs.)
Promoter or any other entity controlled by them	Equity shares	0.00	124600000
Promoter Group or any other entity controlled by them	NIL	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NIL	0.00	0.00
KMPs or any other entity controlled by them	NIL	0.00	0.00
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	
Name	T V SANDEEP KUMAR REDDY		
Designation	CEO		
Place	HYDERABAD		
Date	20-10-2022		