

Corporate Governance Report

1. Name of Listed Entity – Gayatri Projects Limited
2. Quarter ending : December 31, 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	Non-Executive - Chairperson	08-03-1996	30-09-2019			13-03-1951	3	0	3	0
Mr	TIKKAVARAPU VENKATA SANDEEP KUMAR REDDY	00005573	Executive Director	15-09-1989	01-10-2019		60	23-11-1966	3	0	5	1
Mr	JENNA REDDY BRIJ MOHAN REDDY	00012927	Executive Director	30-03-1994	01-10-2018		36	22-08-1941	1	0	4	0
Mr	HARIVITHAL RAO VENKATESHWAR RAO CHINTALAPATI	00012970	Non-Executive - Independent Director	04-11-2005	29-09-2019		60	30-04-1939	1	1	8	5
Mr	JAWAHARLAL NEHRU KARAMCHETTI	00940963	Non-Executive - Independent Director	14-11-2015		14-11-2019	60	01-06-1946	0	0	1	0
Mr	BIRENDRA KUMAR	08071170	Non-Executive - Non Independent Director	07-02-2018				09-07-1960	1	0	0	0
Mr	KALAIKURUCHI JAIRAJ	01875126	Non-Executive - Independent Director	06-08-2019		04-12-2019	60	25-05-1952	3	3	4	3
Ms	COMAL RAMACHANDRAN GAYATHRI	02872723	Non-Executive - Independent Director	06-08-2019		16-12-2019	60	27-09-1948	4	4	4	0

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	HARIVITHAL RAO VENKATESHWAR RAO CHINTALAPATI	Chairperson	07-11-2005	-
		JAWAHARLAL NEHRU KARAMCHETTI	Member	13-02-2016	14-11-2019
		TIKKAVARAPU INDIRA REDDY	Member	30-05-2019	-
					-
2. Nomination and Remuneration Committee	Yes	TIKKAVARAPU INDIRA REDDY	Member	23-06-2006	-
		JAWAHARLAL NEHRU KARAMCHETTI	Chairperson	30-05-2019	14-11-2019
		HARIVITHAL RAO VENKATESHWAR RAO CHINTALAPATI	Member	30-05-2019	-
					-
3. Stakeholders' Relationship Committee	Yes	HARIVITHAL RAO VENKATESHWAR RAO CHINTALAPATI	Chairperson	07-11-2005	-
		JENNA REDDY BRIJ MOHAN REDDY	Member	07-11-2005	-
		TIKKAVARAPU INDIRA REDDY	Member	30-05-2019	-
					-
4. Corporate Social Responsibility Committee	Yes	TIKKAVARAPU INDIRA REDDY	Chairperson	29-05-2014	-
		TIKKAVARAPU VENKATA SANDEEP KUMAR REDDY	Member	29-05-2014	-
		HARIVITHAL RAO VENKATESHWAR RAO CHINTALAPATI	Member	29-05-2014	-
					-
5. Risk Management Committee	Yes	TIKKAVARAPU INDIRA REDDY	Member	07-11-2014	-
		TIKKAVARAPU VENKATA SANDEEP KUMAR REDDY	Chairperson	07-11-2014	-
		HARIVITHAL RAO VENKATESHWAR RAO CHINTALAPATI	Member	07-11-2014	-
		SREEDHAR BABU PONNURU	Member	07-11-2014	-

Notes: Due to resignation of Independent Director, there was vacancy in the post of Chairperson of Nomination and Remuneration Committee. As on December 31, 2019, the vacancy was still to be filled. In Board meeting held on January 04, 2020, the Nomination and Remuneration Committee was reconstituted and the regular chairperson was appointed, as on date of this report, the Composition of Nomination and Remuneration Committee is as per SEBI (LODR) Regulations, 2015.

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)
06-08-2019		Yes			
14-08-2019		Yes			7
	14-11-2019	Yes	6	3	91
	16-11-2019	Yes	5	2	1

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	14-11-2019	Required quorum of 2 members was met	3	2	14-08-2019	91

Notes: - Due to resignation of Independent Directors, there was vacancy in the Board. As on December 31, 2019, the vacancy was still to be filled. In Board meeting held on January 04, 2020, two independent directors were appointed (disclosure already made to exchanges). The post of Women independent director is still vacant, the Company shall comply with the provision shortly.

Due to resignation of Independent Director, there was vacancy in the Audit Committee. As on December 31, 2019, the vacancy was still to be filled. In Board meeting held on January 04, 2020, the Audit Committee was reconstituted and as on Date, the Composition of Audit Committee is as per SEBI (LODR) Regulations, 2015.

- Due to resignation of Independent Director, there was vacancy in the Nomination and Remuneration Committee. As on December 31, 2019, the vacancy was still to be filled. In Board meeting held on January 04, 2020, the Nomination and Remuneration Committee was reconstituted and as on Date, the Composition of Nomination and Remuneration Committee is as per SEBI (LODR) Regulations, 2015.

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

Affirmations	Yes / No
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	No
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. No b. No c. Yes d. Yes
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 September 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: January 14, 2020