

Ref: GBL: SEC: 2014: CL-49:

Date: 13<sup>th</sup> January, 2015

To

Deputy Manager,  
Department of Corporate Affairs,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
MUMBAI -400 001.

Dear Sir,

Sub: Corporate Governance Report

Ref: Clause 49 of the Listing Agreement-Scrip code: 524564

With reference to the above mentioned subject, please find the enclosed Corporate Governance Report for the quarter ended 31<sup>st</sup> December, 2014 as per Clause 49 of the Listing Agreement.

This is for your information and records.

Thanking you,

Yours faithfully,

For GAYATRI BIOORGANICS LIMITED



S. Narasappa  
Company Secretary  
Encl: As above



Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company : GAYATRI BIOORGANICS LIMITED

Scrip Code : 524564

Quarter ending on : 31<sup>st</sup> December, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49(II)		
(A) Composition of Board	49(IIA)	Yes	Refer Note.1
(B) Independent Directors	49(IIB)	Yes	Refer Note.1
(C) Non-executive Directors' compensation & disclosures	49(IIC)		-
(D) Other provisions as to Board and Committees	49(IID)	Yes	-
(E) Code of Conduct	49(IIE)	Yes	-
(F) Whistle Blower Policy	49(IIF)	Yes	-
<b>III. Audit Committee</b>	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	Refer Note.2
(B) Meeting of Audit Committee	49(IIIB)	Yes	-
(C) Powers of Audit Committee	49(IIIC)	Yes	-
(D) Role of Audit Committee	49(IIID)	Yes	-
(E) Review of Information by Audit Committee	49(IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	Refer Note 3.
<b>V. Subsidiary Companies</b>	49(V)	N.A	Company does not have any Indian Subsidiary Company.
<b>VI. Risk Management</b>	49(VI)	No	Company will comply in the next quarter.
<b>VII. Related Party Transactions</b>	49(VII)	No	Company will comply in the next quarter.
<b>VIII. Disclosures</b>	49(VIII)		-
(A) Related party transactions	49(VIIIA)	Yes	Will be complied with in the Annual Report
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	Will be complied with in the Annual Report
(C) Remuneration of Directors	49(VIII C)	Yes	Will be complied with in the Annual Report
(D) Management	49(VIII D)	Yes	Will be complied with in the Annual Report
(E) Shareholders	49(VIII E)	Yes	Will be complied with in the Annual Report
(F) Proceeds from public issues, rights issue, preferential issues, etc	49(VIII F)	N.A	Will be complied with in the Annual Report
<b>IX. CEO/CFO Certification</b>	49(IX)	Yes	Will be complied with in the Annual Report



Continuous Sheet	X. Report on Corporate Governance	49(X)	Yes	Will be complied with at the AGM
	XI. Compliance	49(XI)	Yes	-

Note 1: Composition of Board Meeting

Sri T Sandeep Kumar Reddy	: Chairman**
Sri T G Pandya	: Director*
Sri. J.N. Karamchetti	: Director*
Smt. T. Sarita Reddy	: Director**
Sri. T.R. Raja Gopalan	: Director*
Sri. C.V. Rayudu	: Whole Time Director

\*Independent Non-Executive Director

\*\*Promoter Director

Note 2: Audit Committee

The following directors constitute the Audit Committee

Sri T.R. Rajagopalan	: Chairman
Sri T. G.Pandya	: Member
Smt T. Sarita Reddy	: Member

Note 3: Nomination and Remuneration Committee

The following directors constitute the Nomination and Remuneration Committee

Sri T. G.Pandya	: Chairman
Sri T.R. Rajagopalan	: Member
Sri J.N. Karamchetti	: Member

For GAYATRI BIOORGANICS LIMITED

S. Narasappa  
Company Secretary