

GHL/SE/2019-20

29th May, 2019

The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001	The Manager Listing Department The National Stock Exchange of India Limited Bandra Kurla Complex Bandra East, Mumbai-400 051
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Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended on 31st March, 2019

Ref: Scrip Code: 541546 (BSE) & Scrip Symbol: GAYAHWS (NSE)

With reference to the above stated subject and pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 please find enclosed copy of Annual Secretarial Compliance Report dated 29th May, 2019 for the Year ended 31st March, 2019 issued by Mr. C.N. Kranthi Kumar, Practising Company Secretary.

This is for your information and record.

Thanking you,
Yours faithfully,
For Gayatri Highways Limited


P. Raj Kumar
Company Secretary



GAYATRI HIGHWAYS LIMITED

(Formerly known as Gayatri Domicile Private Limited)

1st Floor, 6-3-1090, TSR Towers,
Rajbhavan Road, Somajiguda, Hyderabad – 500 082, Telangana.

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SECRETARIAL COMPLIANCE REPORT
of Gayatri Highways Limited for the year ended 31/03/2019

[pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Board of Directors

Gayatri Highways Limited,
CIN: L45100TG2006PLC052146,
Registered Address: 1st Floor, TSR Towers, 6-3-1090,
Rajbhavan Road, Somajiguda, Hyderabad, Telangana.

I, C.N.Kranthi Kumar, Company Secretary in Practice, having office at Hyderabad, Telangana, have examined:

- all the documents and records made available to me and explanation provided by Gayatri Highways Limited ("the listed entity"),
- the filings / submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31/03/2019 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



C.N.

- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not applicable as the Company has not issued any further share capital during the review period];**
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **[Not applicable as the Company has not bought back / propose to buy-back any of its securities during the review period];**
- (h) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable as the Company has not issued and share based employee benefits / esop during the review period];**
- (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable as the Company has not issued and listed any debt securities during the review period];**
- (j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **[Not applicable as the Company has not issued and listed any Non-Convertible and Redeemable Preference Shares during the review period];**
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 **[Not applicable as the Company has no such amounts to be transferred to investor protection and education fund during the review period];**
- (l) Others Act(s) - The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars / Guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
Nil	Nil	Nil	Nil



Handwritten signature/initials: C.N.

Note 1: Shareholding of promoter(s) and promoter group in dematerialized form

National Stock Exchange of India Limited vide reference number NSE/CML/38145 & circular reference number 0705/2018, dated 26/06/2018 notified that the Equity Shares of the Company were admitted to dealings on the National Stock Exchange (Capital Market Segment) with effect from 28/06/2018.

BSE Limited vide notice number 20180626-21 dated 26/06/2018 notified that the Equity Shares of the Company shall be listed and admitted to dealings on the BSE Limited with effect from 28/06/2018 in the list of "T" group of securities.

The shares of the promoters for the quarter ended June, 2018 were in physical form but not in dematerialized form as the ISIN was not active. As on 30/06/2018, dematerialization was in process.

The shares were dematerialized as on 06/07/2018, and the same was also reported in the Reconciliation of share capital audit for the quarter ended 30/06/2018 pursuant to Regulation 55A of Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and SEBI Circular No. D&CC/FITTC/Cir-16/2002 dated 31/12/2002 as amended.

Note 2: Composition of the Board

The listed entity has given clarification vide letter dated 16/10/2018 for the letter received from NSE vide Ref No.NSE/LISTCOMP/607 dated 15/10/2018 in the matter of composition of board of directors of the entity having optimum combination of executive and non-executive directors and atleast one women director on board that:

As on issuing of this Secretarial Compliance Report, neither NSE / BSE / SEBI has objected nor issued any notice / letter / direction in this regard.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / Remarks of the Practicing Company Secretary, if any
Nil	Nil	Nil	Nil	Nil



(d) The listed entity has taken the following actions to comply with the observations made in previous reports

[Not Applicable since this Secretarial Compliance Report is being issued for the first time and accordingly no action was required to be taken by the Company]:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31/03/2018	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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Signature:

C.N.Kranthi Kumar

Company Secretary in Practice

FCS No.9255, C P No.13889

Place: Hyderabad

Date: 29/05/2019

