

Date: 27th May, 2019

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| To, The General Manager, The Department of Corporate Relations, The Bombay Stock Exchange Limited., 25th Floor, Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 | To, The Secretary, National Stock Exchange of India Ltd. 5th Floor, Exchange Plaza Plot No.C/1, G Block Bandra Kurla Complex, Bandra (East) Mumbai -400 051. |
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Dear Sir/Madam.

Sub: Annual Secretarial Compliance Report for the year ended 31.03.2019 Reg.,

Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019

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With reference to the above subject and in terms of the SEBI Circular vide: CIR/CFD/CMD1/27/2019 dated February 08, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019, issued by Mr.Y. Koteswara Rao, Practicing Company Secretary.

Kindly take the same on record.

Thanking you,

Yours truly,

For GAYATRI PROJECTS LIMITED


(CS I.V.LAKSHMI)

Company Secretary & Compliance officer

Membership No. ACS 17607





Y. KOTESWARA RAO

Practicing Company Secretary

H. No. 48-345, Ganesh Nagar Colony,
Chimhal, HMT Road, Hyderabad - 500 05-1

Phone: 040 40210182 (Office)

SECRETARIAL COMPLIANCE REPORT OF
GAYATRI PROJECTS LIMITED FOR THE YEAR ENDED 31.03.2019

To

M/s. GAYATRI PROJECTS LIMITED

6-3-1090, TSR Towers, B-1, Rajbhavan Road, Somajiguda

Hyderabad- 500082

I Y. Koteswara Rao have examined:

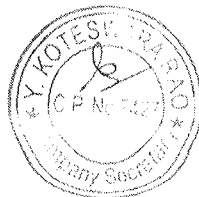
- (a) All the documents and records made available to us and explanation provided by Gayatri Projects Limited ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, 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 :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations ,2018;





Y. KOTESWARA RAO

Practicing Company Secretary

H. No. 48-345, Ganesh Nagar Colony,

Chinthal, HMT Road, Hyderabad - 500 054

Phone: 040 40210182 (Office)

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 there under, 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 | | | |

- (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/our 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 | | | | |

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

| Sr.No | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|--------------------------------|--|--|--|--|
| NOT APPLICABLE FOR THIS PERIOD | | | | |

Place: Hyderabad

Date: 24.05.2019



Signature:

Name of Practicing

Company Secretary: **Y. KOTESWARA RAO**

ACS No : 3785

C.P. No. : 7427