

May 27, 2022

To The Secretary, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Maharashtra, India <u>Scrip Code: 532767</u>	To The Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Maharashtra, India <u>Scrip Code: GAYAPROJ</u>
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Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report Compliance Certificate under Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2022

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With reference to the Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, 2022, issued by Mr. Y. Koteswara Rao, Practicing Company Secretary.

Kindly take the same on record.

Thanking you,

Yours truly,

For GAYATRI PROJECTS LIMITED

Chetan Kumar Sharma

**Chetan Kumar Sharma
Company Secretary &
Compliance Officer**



Encl.: As Above



SECRETARIAL COMPLIANCE REPORT

GAYATRI PROJECTS LIMITED FOR THE YEAR ENDED 31.03.2022

To,
Ms/. GAYATRI PROJECTS LIMITED
B1, 6-3-1090, TSR Towers, 1st Floor
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 31.03.2022 (“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;





Y. KOTESWARA RAO

Practicing Company Secretary

H. No. 48-345, Ganesh Nagar Colony,
Chinthal, HMT Road, Hyderabad – 500 054

Phone: 040 402 10182 (Office)

- (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;

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
1	First proviso to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements), 2015 relating to the Composition of Board of Directors	The Company had not appointed woman independent director on the Board within 3 months form the resignation of Woman Independent Director.	Non-compliance or delay in compliance as per SEBI SOP Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/12, dated January 22, 2020. BSE Limited vide its email dated May 20, 2022 ref.: SOP-Review NSE vide its letter dated May 20, 2022 ref.: NSE/LIST-SOP/COMB/FINES/0823





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- (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.
1.	a) National Stock Exchange of India Limited b) BSE Limited	First proviso to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements), 2015 relating to the Composition of Board of Directors – Non Appointment of Woman Independent Director on Board within three months of resignation of Woman Independent Director. a. for the quarter ended March 31, 2022 for a period of 70 days	NSE and BSE levied a fine of Rs. 4,13,000/- each for the quarter ended March 31, 2022 and to pay the same with 15 days. NSE directed to place the matter before the promoters and also to place the non-compliance and action taken by exchange before the Board in its next Board Meeting and comments made by the Board shall be duly informed to the Exchange for dissemination. BSE directed to bring the provisions of the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 to the notice of the promoters and advised to ensure that the subject matter of non-compliance which has been identified and indicated by the Exchange and any subsequent action taken by the Exchange in this regard shall be placed before the Board of Directors of the company in its next meeting. Comments made by the board shall be duly informed to	The company has paid the fine amount of INR 4,13,000/- each to NSE and BSE. The Company has informed that they shall place the matter of payment of fine before the Board its next Board Meeting and the comments of the Board shall be disseminated to the Exchanges for dissemination. The Company has rectified the non-compliance by appointing Woman Independent Director on the Board w.e.f March 15, 2022.





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			the Exchange for dissemination.	
NIL				

- (d) The listed entity had already taken appropriate actions to comply with the observations made in the previous reports. The comments of the practicing company secretary in previous reports, which were reported in the reports issued for the financial year ended 31.03.2020 and 31.03.2021, need no further comments as there are no further observations:

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
NIL				

Place: Hyderabad
Date: May 25, 2022



Signature:

Name of PCS: **Y. KOTESWARA RAO**

ACS No. : **3785**

C.P. No. : **7427**

UDIN:A003785D000387608