

GHL/SE/2023-24

19th April, 2023

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, 2023
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 19th April, 2023 for the Year ended 31st March, 2023 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

Registered & Corporate Office :
5th Floor, A Block, TSR Towers, 6-3-1090, Rajbhavan Road,
Somajiguda, Hyderabad, Telangana - 500082.
CIN : L45100TG2006PLC052146

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**Secretarial Compliance Report of Gayatri Highways Limited
for the year ended 31/03/2023**

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

- (a) all the documents and records made available to me and explanation provided by Gayatri Highways 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 31/03/2023 ("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 (Prohibition of Insider Trading) Regulations, 2015;



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- (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (e) Others Act(s) - The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.

The following Regulations, whose provisions and the circulars / guidelines issued thereunder, which are not applicable to the listed entity or there were no reportable events during the review period:-

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
- (f) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.

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.

There were no 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.



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Sr. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action
-	-	-	-	-	-

Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-

(b) The listed entity was not required to take any action(s) on compliance matter(s) as there were no observation(s) in the previous report issued for the financial year 2021-22 on 12-04-2022.

Sr. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action
-	-	-	-	-	-

Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-

I hereby report that, during the Review Period:-

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1	<p>Secretarial Standard</p> <p>The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)</p>	Yes	-
2	<p>Adoption and timely updation of the Policies</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. 	Yes	-



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	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	-
3	Maintenance and disclosures on Website <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	Yes Yes Yes	- - -
4	Disqualification of Director None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	-
5	To examine details related to Subsidiaries of listed entities (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes Yes	- -
6	Preservation of Documents The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-



7	<p>Performance Evaluation</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-
8	<p>Related Party Transactions</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	Yes NA	- As prior approval of Audit Committee obtained
9	<p>Disclosure of events or information</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10	<p>Prohibition of Insider Trading</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11	<p>Actions taken by SEBI or Stock Exchange(s), if any</p> <p>No Actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder.</p>	Yes	No actions were taken against the listed entity / promoters / directors / subsidiaries



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12	Additional Non-compliances, if any No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No any additional non-compliance were observed
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C.N. Kumar

UDIN: F009255E000136998

C.N.Kranthi Kumar
Company Secretary in Practice
FCS No.9255 CP No.13889
Unique Code No: I2014TL1227000
P R Certificate No.612/2019

Date: 19-04-2023
Place: Hyderabad

