

September 30, 2021



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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Letter received from SEBI

As directed by the Securities and Exchange Board of India (SEBI), we are enclosing letter dated September 24, 2021 received from SEBI which is received by company on 30.09.2021, which is self-explanatory. Necessary steps have/are been taken in this regard to ensure compliance.

This is for your information and record.

Thanking you,

For GAYATRI PROJECTS LIMITED

Chetan Kumar Sharma

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



Encl: As above



Atul Agarwal
Deputy General Manager
Compliance and Monitoring Division 3
Corporation Finance Department

**भारतीय प्रतिभूति
और विनियम बोर्ड**
**Securities and Exchange
Board of India**

SEBI/CFD/CMD3/OW/25393/1/2021
September 24, 2021

Gayatri Projects Ltd
6-3-1090, TSR Towers,
B-1, Rajbhavan Road Somajiguda,
Hyderabad, Telangana, 500082

Kind Attn: Mr. Chetan Kumar Sharma – Compliance officer and Company Secretary

Dear Sir,

Sub:- Administrative Warning violation of the provisions of SEBI (LODR) Regulations, 2015

1. This has reference to the terms of reference of the Risk Management Committee and RPT policy of Gayatri Projects Ltd (the Company).
2. It was inter-alia observed that
 - 2.1. The terms of reference of the Risk Management Committee of the Company, as disclosed in the Annual Report for FY 2019-2020 does not include cyber security risks. This has resulted in violation of Regulation 21(4) of SEBI (LODR) Regulations pertaining to Risk Management Committee.
 - 2.2. The company's RPT policy has a provision for ratification of RPTs by the Audit Committee, whereas according to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015., all RPTs should be entered only with prior approval of the Audit Committee and there is no scope for ratification of RPTs. This has resulted in violation of Regulation 23 of SEBI (LODR) Regulations pertaining to Related Party Transactions
3. It has been observed that the above actions of the Company are in violation of provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. In view of the above, you are hereby being warned to be careful in future and ensure strict compliance with the provisions of SEBI LODR Regulations.
5. You are advised to place this letter before the Company's board of directors in the upcoming board meeting and to disseminate this letter to the stock exchange.
6. The stock exchange is advised to take note of the contents of the letter.

Yours faithfully,


Atul Agarwal



CC:

BY email to stock exchanges

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पूर्व), मुंबई - 400 051.

दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर. एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.

Tel.: 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in