

GHL/SE/2020-21

29th May, 2020

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, 2020
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 28th May, 2020 for the Year ended 31st March, 2020 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 know as Gayatri Domicile Private Limited)

Regd. & Corp. Office :
1st Floor, 6-3-1090, TSR Towers, Raj Bhavan Road, Somajiguda,
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SECRETARIAL COMPLIANCE REPORT

of

**Gayatri Highways Limited
for the year ended 31/03/2020**

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 31/03/2020 ("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 (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;

C.N.



- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- (f) 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 under 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.

Note: Composition of the Board of Directors

- Chairperson who is not a promoter and does not belong to promoter group, and is independent and non-executive.
 - Women director who is independent and non-executive.
 - Two directors who are independent and non-executive.
- (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) 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.



(d) 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 2018-19 on 29/05/019.

Notes forming part of this report -

1) Format:

The report is presented and submitted in format prescribed under Securities and Exchange Board of India [SEBI] Circular No. CIR/CFD/CMD1/27/2019 dated 08-02-2019 read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2) Management responsibility:

The management of the Company is responsible for compliance of all applicable the SEBI laws, regulations and circulars / guidelines issued thereunder.

3) Reporting responsibility:

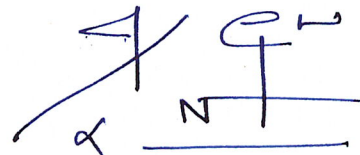
The Company Secretary in Practice is responsible only for checking and reporting the compliance status of the Company with the provisions of all applicable SEBI laws, regulations and circulars / guidelines issued thereunder.

4) Interpretation:

The words or expressions stated in bold, if any, shall bear the same meaning and context at the relevant paragraphs above, unless otherwise stated.

UDIN: F009255B000294694

Date: 28-05-2020



C.N. Kranthi Kumar
Company Secretary in Practice
FCS No. 9255 CP No. 13889
Peer Reviewed Unit
Certificate No. 612 / 2019

