

July 8, 2020

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: Annual Secretarial Compliance Report for the year ended 31.03.2020 Reg.,
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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, 2020, issued by Mr. Y. Koteswara Rao, Practicing Company Secretary.

Kindly take the same on record.

Thanking you,

Yours truly,

For GAYATRI PROJECTS LIMITED

Chetan Kr. Sharma

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



Encl: As Above



Y. KOTESWARA RAO

Practicing Company Secretary

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

Phone: 040 40210182 (Office)

SECRETARIAL COMPLIANCE REPORT

GAYATRI PROJECTS LIMITED FOR THE YEAR ENDED 31.03.2020

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 31.03.2020 (“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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;





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- (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.	Reg.33 (Financial results)	Delayed submission of Standalone auditor's report along with financial results for quarter and year ended March 31, 2019 by Four days.	National Stock exchange of India Limited (NSE) as per their SOP, has levied fine of Rs. 20,000/- which the Company paid on August 07, 2019.
2.	Reg. 25(10) (Obligations with	Company has not taken Directors and Officers	The Company has reported the said noncompliance to Stock





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	respect to independent directors)	insurance (‘D and O insurance’) for all their independent directors for the Financial Year ended March 31, 2020.	Exchanges in its Corporate Governance Report for the Quarter and year ended March 31, 2020. For the Financial Year 2020-21, this regulation is not applicable on the Company as it does not fall in the top 500 listed entities by market capitalization calculated as on March 31 of the preceding financial year 2020 and therefore, the Company is not required to Company with Reg. 25 (10) for the FY 2020-21.
3.	Reg. 17 (Board of Directors)	Company was in the list of top 500 Companies and therefore, it was required to appoint woman independent director w.e.f April 01, 2019. However, Company made the said appointment only on August 06, 2019 in compliance with the regulation.	The Company has reported the said noncompliance to Stock Exchanges in its Corporate Governance Report for the Quarter ended June 30, 2019. The Company has later appointed Woman Independent Director on August 06, 2019 and has complied with the regulation.

- (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.	National Stock	Delayed	National Stock	The matter has been





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Exchange of India Limited	submission of Standalone auditor's report along with financial results for quarter and year ended March 31, 2019 by Four days.	exchange of India Limited (NSE) as per their SOP, has levied fine of Rs. 20,000/- which the Company paid on August 07, 2019.	closed by NSE after payment of fine by Company.
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(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: June 30, 2020



Signature:

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

ACS No : **3785**

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

UDIN: **A003785B000403151**