



Date: 25.04.2017

<p>To, The General Manager, The Department of Corporate Relations, The Bombay Stock Exchange Limited., 25th Floor, Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001</p>	<p>To, The Secretary, National Stock Exchange of India Ltd. 5th Floor, Exchange Plaza Plot No.C/1, G Block Bandra Kurla Complex, Bandra (East) Mumbai -400 051.</p>
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Dear Sir/Madam,

Sub: Submission of Compliance Certificate under regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31.03.2017 – Reg.,
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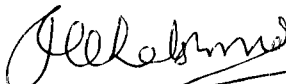
With reference to the above, please find enclosed Compliance Certificate under regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 for the half year ended 31.03.2017.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours truly,

For **GAYATRI PROJECTS LIMITED**


(CS I.V. LAKSHMI)
Company Secretary & Compliance Officer
Membership No.17607





Y. KOTESWARA RAO

Practicing Company Secretary

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

Phone: 040-40210182 (Office)

**CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015
FOR THE HALF YEAR ENDED 31ST MARCH, 2017**

I have examined all share Transfer Deeds, Memorandum of Transfer (MOT's), Registers, Files and other documents relating to **M/s. GAYATRI PROJECTS LIMITED**, maintained by M/s. Karvy Computershare Private Limited at Hyderabad, pertaining to transfer of Equity shares of the Company for the half year ended on 31st March 2017 for the purpose of issuing a certificate as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to new listing agreement entered into by **M/s. GAYATRI PROJECTS LIMITED**, with the NSE & BSE and basing on the information provided by the Company and hereby certify that the Company has delivered during the half year period ended on 31st March 2017.

- Share Certificates relating to share transfers received during the half year period ended 31-03-2017 as entered in the Memorandum of Transfers (MOT's), have been issued within 30 days from the respective dates of lodgment of each transfer deed, except those rejected on technical grounds.
- Share Certificates in respect of requests for sub-division, consolidation, exchange of old certificates, split, renewal have been issued within 30 days from the respective dates of lodgment.

Place: Hyderabad
Date: 25-04-2017



Y. KOTESWARA RAO

Company Secretary in Practice

ACS: 3785

C.P. NO.: 7427