

**Certificate by the Managing Director and Chief Financial Officer in respect of proposed
Related Party Transactions**

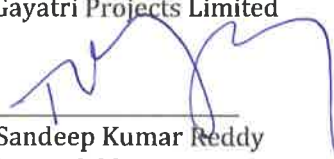
To
The Audit Committee
Gayatri Projects Limited

We, T.V.Sandeep Kumar Reddy, Chairman & Managing Director and N.Seshagiri Rao, Chief Financial Officer of the Company, hereby certify that, having considered the details of the proposed Related Party Transactions placed before the Audit Committee, including their nature, material terms and conditions, transaction values, basis of pricing and the rationale/justification for entering into such transactions, the terms of the proposed Related Party Transactions are in the interest of the Company.

This certificate is being furnished in accordance with the *Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions"* issued under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, and covers the proposed Related Party Transactions (RPTs) placed before the Audit Committee for its consideration at its meeting held on 3rd September 2026, as detailed below:

Sl. No.	Particulars of the Proposed Related Party Transaction
1	Approval for Material Related Party Transaction for availing an unsecured loan from Gayatri Highways Limited
2	Approval for Material Related Party Transaction for sale of investment
3	Approval of Material Related Party Transactions entered with Joint Ventures
4	Approval of Material Related Party Transactions to be entered with Joint Ventures

for Gayatri Projects Limited


T.V.Sandeep Kumar Reddy
Chairman & Managing Director
DIN: 00005573


N.Seshagiri Rao
Chief Financial Officer



Date: 3rd September 2026
Place: Hyderabad