



Dated: 30.05.2025

To The Secretary, Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Maharashtra, India Scrip Code: 532767	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 Scrip Code: GAYAPROJ
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Kind Attn: The General Manager

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2025 – reg.
Ref: Reg. 24A of SEBI (LODR) Regulations, 2015.
Scrip Code: 534796

Pursuant to Regulation 24A of SEBI (LODR) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD1 /27/2019 dated 8th February, 2019, we are herewith submitting the Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2025 issued by M/s. A.S. Ramkumar & Associates, Practicing Company Secretaries.

Kindly take the above on records.

Thanking you,

Yours Sincerely,

KANUPARTHI
SAI RAMESH
Digitally signed by
KANUPARTHI SAI
RAMESH
Date: 2025.05.30
17:52:46 +05'30'

CA Sai Ramesh Kanuparthi
Resolution Professional for Gayatri Projects Limited
IP Reg.No. IBBI/IPA-001/IPP00910/2017-2018/11510
AFA valid upto 07.12.2024
Address: Plot no.6-B, Beside TDP office,
Road No. 2 Banjara Hills, Hyderabad – 500034
Process specific Email Id: gplcirp@gmail.com
Regd. email Id: info@ksrfms.com

Regd. & Corp. Office:

Gayatri Projects Limited, B1, 6-3-1090, TSR Towers T +91 40 2331 0330/4284/4296 E cs@gayatri.co.in
Raj Bhavan Road, Somajiguda, Hyderabad 500 082 T.S F +91 40 2339 8435 www.gayatri.co.in
CIN: L99999TG1989PLC057289



A.S. RAMKUMAR & ASSOCIATES

Company Secretaries

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF GAYATRI PROJECTS LIMITED (under
CIRP)
(CIN L99999TG1989PLC057289)
FOR THE YEAR ENDED 31ST MARCH 2025**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **GAYATRI PROJECTS LIMITED (Undergoing CIRP under IBC)** (hereinafter referred as 'the listed entity'), having its Registered Office at B-1, T.S.R. Towers, 6-3-1090, Raj Bhavan Road, Somajiguda, Hyderabad - 500082, Telangana.

The Company is currently undergoing Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC), pursuant to the order passed by the Hon'ble National Company Law Tribunal (NCLT) Hyderabad Bench order dated 15.11.2022. Mr.Sai Ramesh Kanuparthi (having registration no. IBBI/IPA-001/IPP00910/2017-18/115100) has been appointed as Interim Resolution Professional/Resolution Professional by NCLT as per provisions of the IBC. In accordance with the provisions of the IBC, the powers of the Board of Directors have been suspended and are being exercised by the Interim Resolution Professional (IRP)/Resolution Professional (RP) appointed under the Code.

This report is based on the documents and information made available to us by the RP during the review period. Due to the ongoing CIRP and suspension of the Board, the scope of our verification was limited to the extent of such records and representations provided. Accordingly, the compliance verification has been undertaken to the best possible extent under the given circumstances

We 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 report,

For the year ended 31st March 2025 ("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; **(Not applicable to the Company during the review period);**
- (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; **(Not applicable to the Company during the review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the review period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the review period);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, I/We 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, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific Clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Regulations	34	Non-submission of Annual	NS E	Imposition of fine	Non-submission of Annual	84,000	Company is yet to pay the fine impose	As the Company is under CIRP, the	-



			Report for the FY 2023-2024			Report for the year ended 31 st March, 2024		d and submit the annual report as on date of this report.	company is not in a position to pay the penalties. It is in the process of making application for waiver of fine/penalty imposed.
2.	Regulations	33	Non-submission of Financial Results for the quarter ended 31 st December, 2024	NS E	Imposition of fine	Non-submission of Financial Results for the quarter ended 31 st December, 2024	1,20,000	Company is yet to pay the fine imposed and submit the annual report as on date of this report.	As the Company is under CIRP, the company is not in a position to pay the penalties. It is in the process of making application for waiver of fine/penalty



									imposed.	
3.	Regulations	31 and 13	Non-submission of Shareholding Pattern (31) and investor complaints (Reg 13) for the quarter ended 31 st March 2024	NS E	Imposition of fine	Non-submission of Shareholding Pattern and investor complaints for the quarter ended 31 st March 2024	44,000	Company has not paid the fine imposed. However, the requisite filings are submitted	As the Company is under CIRP, the company is not in a position to pay the penalties. It is in the process of making application for waiver of fine/penalty imposed.	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines including specific Clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										



II. We hereby report that, during the review period the Compliance status of the Listed Entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	The Company is currently under CIRP, with the Resolution Professional exercising the powers of the Board. Due to this, compliance with Secretarial Standards (SS-1 and SS-2) has been carried out to the extent applicable and practicable during the CIRP period, based on the information and records made available
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	All applicable policies required under SEBI Regulations have been adopted by the erstwhile management/BOD of the Company which are overseen by the Resolution Professional acting in place of the Board.
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	



4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the Listed Entity</p>	NA	As the Company is under CIRP, the Board of Directors are suspended and all the powers are vested with RP.
5.	<p><u>Details related to Subsidiaries of Listed Entities:</u></p> <p>(a) Identification of Material Subsidiaries (b) Disclosure requirements of material as well as other subsidiaries</p>	No	The Company is currently under CIRP, with the Resolution Professional exercising the powers of the Board. The requisite disclosures in relation to subsidiaries of listed entities are yet to be done
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	NA	As the Company is under CIRP, the Board of Directors are suspended, hence, the performance evaluation is not applicable.
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case no</p>	NA	As the Company is under CIRP, the Board of Directors are suspended, all the transactions are overseen by the resolution professional.



	prior approval has been obtained		
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The Listed Entity is in Compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	No	<p>As the Company is under CIRP, the Board of Directors are suspended and all the powers are vested with RP.</p> <p>Given the aforementioned, the Company was unable to comply with the requirements of SDD under PIT Regulations; however, the Company has endeavoured to protect unpublished price sensitive information through restricting its access on need-to-know basis only.</p> <p>Further, the Company intent to ensure SDD compliance and shall take suitable steps to assess available software options, for future, in which database is to be maintained.</p>
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	No	<p>There were certain non-compliances/deviation observed by Stock Exchanges for the review period as detailed in this report.</p>
12.	<u>Resignation of statutory auditors</u>	NA	-



	<p><u>from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>		
13.	<p><u>Additional Non-Compliances, if any:</u></p> <p>No any Additional non-compliances observed for all SEBI regulation/circular/guidance note etc.</p>	NA	Refer point (A)

PCS observations:

1. The Company is yet to appoint a Company Secretary and compliance officer under Regulation 6 of SEBI (LODR) Regulations, 2015.
2. Non submission of financial results for all quarters for the FY 2024-25
3. Non-submission of related party transactions for the FY 2024-2025
4. Non-submission of Annual report for the FY 2023-2024
5. Non-submission of Annual secretarial compliance report for the FY 2023-2024
6. Company has not appointed depository under PIT regulations.
7. Company is yet to adopt systematic SDD software under PIT regulations to monitor the insider trading and UPSI.
8. Non submission of Corporate Governance report for the quarter ended September, 2024
9. Non submission of Integrated Corporate Governance report for the quarter ended December, 2024 and March, 2025
10. Non submission of large corporate disclosure for the FY 2024-2025
11. Company has not convened the Annual General Meeting during the reporting year.
12. Non submission of Disclosure of Encumbered shares under regulation 31(4) of SEBI (SAST) Regulations, 2011 for the F.Y. 2023-24.
13. Delay in submissions of quarterly compliances as detailed below:

Sl. No	Regulation	Compliance	Due date	Submission date
1.	7(3)	Compliance Certificate jointly by Company & RTA	30.04.2024	11.10.2024
2.	40 (10)	Certificate by RTA obtained from PCS about propriety of transfer, etc. of shares	30.04.2024	11.10.2024

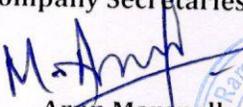


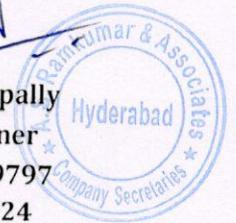
3.	13 (3) for the quarter ended 31.03.2024	Investor Complaints	21.04.2024	11.06.2024
4.	27(2) for the quarter ended 31.03.2024	Corporate Governance	21.04.2024	20.07.2024
5.	31(b) for the quarter ended 31.03.2024	Shareholding Pattern	21.04.2024	22.10.2024
6.	76 of SEBI (DP) Regulations for the quarter ended 31.03.2024	Reconciliation of Share Capital Audit Report	30.04.2024	11.10.2024
7.	31(b) for the quarter ended 30.06.2024	Shareholding Pattern	21.07.2024	22.10.2024
8.	76 of SEBI (DP) Regulations for the quarter ended 30.06.2024	Reconciliation of Share Capital Audit Report	30.07.2024	11.10.2024
10	31(b) for the quarter ended 30.09.2024	Shareholding Pattern	21.10.2024	22.10.2024

Assumptions & Limitation of scope and Review:

1. Owing to the limitations imposed by the ongoing CIRP and the suspension of the Board, the scope of our review was restricted to the extent of such information and documents provided. We have not independently verified the authenticity or completeness of the information submitted and have relied upon the representations made. Accordingly, this report is subject to the inherent limitations of availability and accessibility of records during the CIRP period, and no assurance is expressed beyond the information and documentation reviewed
2. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
3. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
4. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
5. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For M/s A.S. Ramkumar & Associates
Company Secretaries


Arun Marepally
Partner



Place: Hyderabad
Date: 30-05-2025
UDIN: F012423G000507907

M No. F12423, CP. No: 19797
Peer Review Cert. No.: 6152/2024