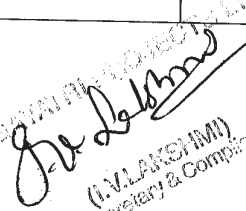


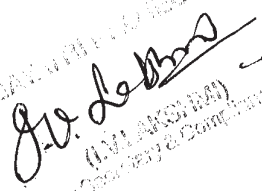
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company : GAYATRI PROJECTS LIMITED**  
**Quarter ending on : 30/09/2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)	-	
(A) Composition of Board	49 (IIA)	Yes	On 03.09.2015 company has appointed as nominee director (Bank of Baroda) as a result one more independent director needs to be appointed to comply with the clause 49 of the Listing Agreement and the company is in the process of identifying the independent director and the same will be complied in the next board meeting.
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	Company has adopted the code of conduct and the same is available on the website
(F) Whistle Blower Policy	49 (IIF)	Yes	Company has adopted the Whistle Blower Policy and the same is available on the website
<b>III. Audit Committee</b>	49 (III)	-	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	

  
 (G. LAKSHMI)  
 Company Secretary & Compliance Officer

(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)	-	
(A) Related party transactions	49 (VIII A)	Yes	Company has adopted the Policy for Consideration and Approval of Related Party Transactions and the same is available on the website.
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A	The Company is preparing its financial statements in compliance with the applicable accounting standards and the relevant provisions of the Companies Act.
(C) Remuneration of Directors	49 (VIII C)	Yes	Complied in the next Annual Report
(D) Management	49 (VIII D)	Yes	Complied in the next Annual Report
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, right issue, preferential issues, etc	49 (VIII F)	Yes	Company has Raised Rs.106,44,21,599/- through Preferential Issue
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Complied in the next Annual Report
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Complied in the next Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	Complied in the next Annual Report

  
 (J.V. DEBNATH)  
 Director (Finance & Compliance)