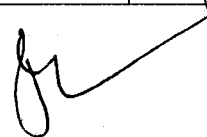


QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : GAYATRI PROJECTS LIMITED
Quarter ending on : 31/12/2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	-	
(A) Composition of Board	49 (IIA)	Yes	
(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
III. Audit Committee	49 (III)	-	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(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	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	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	Will be Complied in the next Annual Report
(D) Management		49 (VIII D)	Yes	Will be 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)	N.A	
IX. CEO/CFO Certification		49 (IX)	Yes	Will be Complied in the next Annual Report
X. Report on Corporate Governance		49 (X)	Yes	Will be Complied in the next Annual Report
XI. Compliance		49 (XI)	Yes	Will be Complied in the next Annual Report

