

GHL/SE/2018-19

31<sup>st</sup> August, 2018

The General Manager Department of Corporate Services <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001	The Manager Listing Department <b>The National Stock Exchange of India Limited</b> Bandra Kurla Complex Bandra East, Mumbai-400 051
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Dear Sir/Madam,

**Sub: 12<sup>th</sup> Annual General Meeting of the members of the Company**


This is to inform that the 12<sup>th</sup> Annual General Meeting of the members of the Company will be held on Friday, 28<sup>th</sup> September, 2018 at 2:30 P.M at K L N Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Red Hills, Hyderabad-500 004, Telangana.

The Notice of the Annual General Meeting is attached herewith.

The Company will provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting").

This is for your information and record.

Thanking you,  
Yours faithfully,  
For Gayatri Highways Limited

  
P. Raj Kumar  
Company Secretary



**GAYATRI HIGHWAYS LIMITED**

(Formerly known as Gayatri Domicile Private Limited)

1<sup>st</sup> Floor, 6-3-1090, TSR Towers,  
Rajbhavan Road, Somajiguda, Hyderabad – 500 082, Telangana.

**CIN : U45100TG2006PLC052146**

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**W** [www.gayatrihighways.com](http://www.gayatrihighways.com)

## NOTICE

Notice is hereby given that the 12<sup>th</sup> Annual General Meeting of the Members of M/s. Gayatri Highways Limited will be held on Friday 28<sup>th</sup> September, 2018 at 2.30 p.m. at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce & Industry (FTAPCCI), Red Hills, Hyderabad - 500 004, Telangana State, India to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31<sup>st</sup> March, 2018 and the Board's Report and Auditor's report thereon.
2. To appoint a Director in place of Mr. P. Purnachander Rao (DIN: 02230190), who retires by rotation and being eligible offer himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013, read with relevant Rules made thereunder, and pursuant to the recommendation of the Audit Committee and the resolution passed by the members in their AGM held on 12<sup>th</sup> December, 2017, the appointment of M/s. G.S. Sai Babu & Associates, Chartered Accountants, (Registration No.0147207S) Hyderabad who were appointed as the Statutory Auditors of the Company to hold the office as such till the conclusion of 16<sup>th</sup> Annual General Meeting, be and is hereby ratified and the Board of Directors of the Company be and are hereby authorised to fix the remuneration payable to the Statutory Auditors.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### SPECIAL BUSINESS

4. To appoint Mr. M.V. Narasimha Rao as an independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. M.V. Narasimha Rao (DIN: 06761474), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years i.e., from 7<sup>th</sup> February, 2018 to 6<sup>th</sup> February, 2023 and he shall not be liable to retire by rotation."

**FURTHER RESOLVED THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**5. To appoint Mr. G. Jagannadha Rao as an independent Director.**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. G. Jagannadha Rao (DIN: 01059819), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years i.e., from 7<sup>th</sup> February, 2018 to 6<sup>th</sup> February, 2023 and he shall not be liable to retire by rotation.”

**FURTHER RESOLVED THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To appoint Ms. P. Laxmi as an independent Director.**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Ms. P. Laxmi (DIN: 08051632), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years i.e., from 7<sup>th</sup> February, 2018 to 6<sup>th</sup> February, 2023 and she shall not be liable to retire by rotation.”

**FURTHER RESOLVED THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By the Order of the Board,  
For **Gayatri Highways Limited**

**P. Raj Kumar**  
Company Secretary  
Membership No. A23289

Place: Hyderabad  
Date: 13<sup>th</sup> August, 2018

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Profile of Mr. P. Purnachander Rao, Mr. M.V. Narasimha Rao, Mr. G. Jagannadha Rao and Ms. P. Laxmi being appointed as Directors is given in the Explanatory Statement and Report on Corporate Governance.
5. The Company's Equity shares are listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 and National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 and the Company has paid the Listing Fees to the said Stock Exchanges.
6. The Register of Members and Share Transfer Books of the Company will be closed from 22<sup>nd</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both days inclusive).
7. The Shareholders/ Proxies are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall.
8. Members/ proxies should bring their copy of the Annual Report for reference at the meeting.
9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members seeking any information with regard to the Accounts are requested to write to the Company at least seven days before the meeting, so as to enable the Management to keep the information ready at the meeting.
11. Shareholders are requested to furnish their e-mail IDs to enable the Company to forward all the requisite information in electronic mode and support the green initiative. In case of the Shareholders holding shares in demat form the email IDs of the shareholders registered with DP and made available to the Company shall be the registered email IDs unless communication is received to the contrary.
12. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents, Karvy Computershare Private Limited.

13. The Company's Registrar & Share Transfer Agent (RTA) is Karvy Computershare Private Limited.
14. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at M/s Karvy Computershare Private Limited (Unit: Gayatri Highways Limited) Karvy Selenium Tower B, Plot No 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana State, India.
15. Register of Directors and their shareholding Under Section 170 of the Companies Act, 2013 and the rules made thereunder and Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the rules made thereunder are available for inspection at the registered office of the Company.
16. Members are requested to notify immediately any change of address and change in bank details etc :
  - i) To their DP in respect of Shares held in dematerialized form
  - ii) To RTA i.e. M/s. Karvy Computershare Private Limited in respect of their physical shares, if any, quoting their folio number.
17. The notice of the AGM along with the Annual Report for the financial year 2017-18 is being sent by electronic mode to those members whose e-mails addresses are registered with the company/ depositories unless any member has requested for the physical copy of the same.
18. The Annual Report is also available at the Company's Website [www.gayatrihighways.com](http://www.gayatrihighways.com).
19. Road map showing directions to reach the venue of the AGM is given at the end of this notice.
20. **Voting through electronic means**

In terms of the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system and poll to members holding shares as on 21<sup>st</sup> September, 2018 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process and poll.

21. **The instructions for voting are as under:**

A) **The procedure and instructions for remote e-voting are as under:**

- a) Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
- b) Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM or mentioned on the attendance sheet accompanying the Notice of AGM in case email id is not registered and physical copy of the Annual Report is being received by you. **The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date**). Your Folio No./DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for remote e-voting, you shall use your existing User ID and password for casting your vote.
- c) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 21<sup>st</sup> September, 2018, may obtain the User id and password in the manner as mentioned below:
  - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL : MYEPWD <SPACE> IN12345612345678

Example for CDSL : MYEPWD <SPACE> 1402345612345678

Example for Physical : MYEPWD <SPACE> XXXX1234567

- b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call Karvy’s toll free number 1-800-3454-001.
- d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)

If the member is already registered with Karvy for remote e-voting, he can use his existing User ID and password for casting the vote without any need for obtaining any new User ID and password.

- d) After entering these details appropriately, click on “LOGIN”.
- e) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- f) You need to login again with the new credentials.
- g) On successful login, the system will prompt you to select the Event Number for **Gayatri Highways Limited**.
- h) On the voting page you will see the Resolution Description and the options “FOR/AGAINST/ABSTAIN” for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option “ABSTAIN” in case you do not want to cast vote.
- i) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- j) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- k) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - 1. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: [kranthisarkar369@gmail.com](mailto:kranthisarkar369@gmail.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_EVENT NO.”
- l) Once the vote on a resolution is casted by a Member, the Member shall not be allowed to change it subsequently. **Further, the Members who have casted their vote through remote e-voting shall not be allowed to vote again at the Meeting.**

- m) In case of any query pertaining to e-voting, please contact Karvy's toll free no. 1-800-34-54-001 or visit the FAQ's section available at Karvy's website <https://evoting.karvy.com>.
- n) In case of grievances connected to the remote e-voting, please contact Mr. Anandan K, Manager at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 at email id [Anandan.k@karvy.com](mailto:Anandan.k@karvy.com) contact no. - 040-67161591.

## B. General Instructions

- (i) Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes through e-voting.
  - (ii) Members opting for e-voting, for which the USER ID and initial password are provided in a separate sheet. Please follow steps from Sl. No.(21) under heading 'A' above to vote through e-voting platform.
  - (iii) The e-voting period commences from 10.00 a.m. (IST) on 24<sup>th</sup> September, 2018 and ends on 5.00 p.m. (IST) on 27<sup>th</sup> September, 2018. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 21<sup>st</sup> September, 2018 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (iv) The Company has appointed C.N. Kranthi Kumar, Practicing Company Secretary (Membership No. FCS9255, CP No.13889), having address at Flat No. 402, 4th Floor, Maruti Raghavendra Nilayam, H.No.1-8-7/3, Street No. 13, Chikkadpally, Hyderabad-500020, Telangana, India as the Scrutinizer to the voting process (e-voting and poll) in a fair and transparent manner.
  - (v) The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the Annual General meeting unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit the Report to the Chairman of the Company.
  - (vi) In the event of a poll, please note that the members who have exercised their right to vote by electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
  - (vii) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 12<sup>th</sup> Annual General Meeting of the Company scheduled to be held on 28<sup>th</sup> September, 2018, the results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gayatrihighways.com](http://www.gayatrihighways.com) and on the website of Karvy, [www.evoting.karvy.com](http://www.evoting.karvy.com), within 48 hours of conclusion of Annual General Meeting.
  - (viii) That the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - (ix) To receive communications through electronic means, including annual reports and notices, members are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. However, if shares are held in physical form, members are advised to register their e-mail address with Karvy Computershare Private Limited on [Anandan.k@karvy.com](mailto:Anandan.k@karvy.com) or contact Mr. Anandan K, Manager, Contact No. 040-67161591, at [Unit: Gayatri Highways Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, India.
22. The Company is not providing Video Conferencing facility for this meeting.



23. The Company has implemented the “Green Initiative” in terms of Section 101 of the Companies Act, 2013 to enable electronic delivery of notices/ documents and annual reports to shareholders. The e-mail addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/ CDSL will be deemed to be your registered e-mail address for serving notices/ documents including those covered under Section 101 of the Companies Act, 2013. The Notice of AGM and the copies of audited financial statements, Board’s Report, Auditors’ Report etc. will also be displayed on the website [www.gayatrihighways.com](http://www.gayatrihighways.com) of the Company. Members holding shares in electronic mode are, therefore, requested to ensure to keep their e-mail addresses updated with the Depository Participant. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Company at Company’s e-mail address at [cs@gayatrihighways.com](mailto:cs@gayatrihighways.com) quoting their folio number(s). In case any member desire to get hard copy of Annual Report, they can write to Company at registered office address or email at [cs@gayatrihighways.com](mailto:cs@gayatrihighways.com) OR [anandan.k@karvy.com](mailto:anandan.k@karvy.com).



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4**

Mr. M.V. Narasimha Rao was appointed as an Additional Director of the Company w.e.f. 7<sup>th</sup> February, 2018 by the Board of Directors at their meeting held on 7<sup>th</sup> February, 2018 under Section 161 of the Companies Act, 2013. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Mr. M.V. Narasimha Rao. The Company has received: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. M.V. Narasimha Rao to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. M.V. Narasimha Rao fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management.

The Resolution set out at Item No.4 of the notice is put forth for consideration of the members as an ordinary resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Mr. M.V. Narasimha Rao as an Independent Director. The terms and conditions of appointment of Mr. M.V. Narasimha Rao shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

**Profile of Mr. M.V. Narasimha Rao**

Mr. M.V. Narasimha Rao has done B. Tech, Civil Engineering, from J.N.T.U College of Engineering, Kakinada, M.E. (Structural Engineering), from Osmania University, Hyderabad, M.B.A (Finance), from Madras University, and Post Graduate Diploma, Alternative Dispute Resolution, ICADR, from NALSAR University.

Work Experience: at present he is the chairman in the Dispute Board of AP Road Development Corporation and Sr. Director in Sheladia Associates Inc. He has also worked as a Resident Engineer for Louis Berger Inc. Afghanistan, General Manager for National Highways Authority of India and Executive Engineer for Roads & Buildings Department, Andhra Pradesh.

Membership in Professional Associations and Publications: Life Fellow, Institution of Engineers (India), Life Member, Indian Road Congress and Life Member, Indian Geotechnical Society.

Mr. M.V. Narasimha Rao is not holding any equity shares of the Company and he is not related to other Directors of the Company.

Except Mr. M.V. Narasimha Rao, no other Director on the Board or Manager or the key managerial personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No. 4 of the Notice.

Your Directors recommend the resolution for your approval.

**Item No. 5**

Mr. G. Jagannadha Rao was appointed as an Additional Director of the Company w.e.f. 7<sup>th</sup> February, 2018 by the Board of Directors at their meeting held on 7<sup>th</sup> February, 2018 under Section 161 of the Companies Act, 2013. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Mr. G. Jagannadha Rao. The Company has received: i) consent in writing to act as



a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. G. Jagannadha Rao to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. G. Jagannadha Rao fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management.

The Resolution set out at Item No.5 of the notice is put forth for consideration of the members as an ordinary resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Mr. G. Jagannadha Rao as an Independent Director. The terms and conditions of appointment of Mr. G. Jagannadha Rao shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

#### **Profile of Mr. G. Jagannadha Rao**

Mr. G. Jagannadha Rao has done B.Tech in civil Engineering from College of Engineering, Kakinada, J. N. T. University and M. Tech, Structural Engineering from J. N. T. University, Hyderabad and has over 40 years of work experience in R & B Department, retired as Engineer in Chief R&B Admn., SH and MD, APRDC.

Mr. G. Jagannadha Rao is not holding any equity shares of the Company and he is not related to other Directors of the Company.

Except Mr. G. Jagannadha Rao, no other Director on the Board or Manager or the key managerial personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No. 5 of the Notice.

Your Directors recommend the resolution for your approval.

#### **Item No. 6**

Ms. P. Laxmi was appointed as an Additional Director of the Company w.e.f. 7<sup>th</sup> February, 2018 by the Board of Directors at their meeting held on 7<sup>th</sup> February, 2018 under Section 161 of the Companies Act, 2013. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Ms. P. Laxmi. The Company has received: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Ms. P. Laxmi to the effect that she is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. P. Laxmi fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and she is independent of the management.

The Resolution set out at Item No.6 of the notice is put forth for consideration of the members as an ordinary resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Ms. P. Laxmi as an Independent Director. The terms and conditions of appointment of Ms. P. Laxmi shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

**Profile of Ms. P. Laxmi**

Ms. P. Laxmi has done B. E. Civil Engineering (1977) College of Engineering, Osmania University, Hyderabad, M. Tech (Structural Engineering) from P.G. School of Continuing Technological Education, Jawaharlal Nehru Technological University, Hyderabad, and Post Graduate Diploma, Alternative Dispute Resolution, ICADR, NALSAR.

Ms. P.Laxmi is a Civil Engineer with Post Graduation in Structural Engineering has over 40 years of rich professional experience in the design, construction supervision and Contract Management of large number and various types of road and bridge projects, particularly on 4-lane roads and Expressways. She is fully conversant with the IRC & ASHTO Specifications and ASTM Standards as well as Indian Road Congress Standard design procedures and Indian Ministry of Surface Transport Specifications involved in the design and execution of Caissons, Wells and Pile foundations with Reinforced Cement Concrete and Pre-stressed Concrete Superstructure bridges as well as Highways using modern state of the art construction equipment and specifications. She has excellent knowledge and hands on experience in BOT Projects over 5 Years, Construction Supervision of different components of highways and bridges, organization, elaboration of reports and handling of contractor's Monthly statements; Management and Planning, allocation of resources as well as costing and cost control. She also has experience in Quality Assurance systems and Quality Control procedures. She is well versed with Project Management and Contract Administration of projects and is updated with modern technology. She is well conversant with FIDIC conditions of contract and can handle contract related correspondence and arbitration matters with ease. She has knowledge on all three aspects of a construction project Client, Consultant and Concessionaire / Contractor.

Ms. P. Laxmi is not holding any equity shares of the Company and she is not related to other Directors of the Company.

Except Ms. P. Laxmi, no other Director on the Board or Manager or the key managerial personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No. 6 of the Notice.

Your Directors recommend the resolution for your approval.

By Order of the Board of Directors,  
for **Gayatri Highways Limited**

**P. Raj Kumar**  
Company Secretary  
M.No: A23289

Place: Hyderabad  
Date: 13<sup>th</sup> August, 2018

**Annexure to the Notice dated 13<sup>th</sup> August, 2018**

Brief Resume of Directors seeking Appointment / Re-Appointment at the ensuing Annual General Meeting on 28<sup>th</sup> September, 2018.

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

S.No	Particulars	Name of the Director			
		Mr. P. Purnachander Rao	Mr. M.V. Narasimha Rao	Mr. G. Jagannadha Rao	Ms. P. Laxmi
1	DIN	02230190	06761474	01059819	08051632
2	Date of birth and Age	10 <sup>th</sup> June, 1949 69 Years	12 <sup>th</sup> December, 1956 61 Years	16 <sup>th</sup> August, 1957 60 Years	11 <sup>th</sup> February, 1955 63 Years
3	Qualification	Matriculation	B. Tech, Civil Engineering, J.N.T.U College of Engineering, Kakinada, ME (Structural Engineering), MBA (Finance) and PG Diploma in Alternative Dispute Resolution from NALSAR.	B.Tech in civil Engineering from College of Engineering, Kakinada, J. N. T. University during and M. Tech, Structural Engineering from J. N. T. University, Hyderabad.	B. E. Civil Engineering (1977) College of Engineering, Osmania University, Hyderabad, M. Tech (Structural Engineering) from P.G. School of Continuing Technological Education, Jawaharlal Nehru Technological University, Hyderabad, and Post Graduate Diploma, Alternative Dispute Resolution, ICADR, NALSAR.
4	Experience and expertise in specific functional areas	He has over 2 decades of experience in the Infrastructure Sector.	Over 39 years of experience. He has also worked as a Resident Engineer for Louis Berger Inc. Afghanistan, Gneral Manager for National Highways Authority of India and and Executive Engineer for Roads & Buildings Department, Andhra Pradesh. At present he is the chairman in the Dispute Board of AP Road Development Corporation and Sr. Director in Sheladia Associates Inc.	Over 40 years of experience. He has also worked as a Resident Engineer for ADB Project at Visakhapatnam. Dy. General Manager for National Highways Authority of India, Executive Engineer, NH Division, Visakhapatnam, Superintending Engineer in R&B Department and took charge as Engineer in Chief R&B Admn., SH and MD, APRDC in May 2017 and continued till retirement.	Over 40 years of rich professional experience in the design, construction supervision and Contract Management of large number and various types of road and bridge projects.

5	Brief Resume	Resume is given in the Corporate Governance forming part of Annual Report.	Resume is given in the Explanatory Statement and Corporate Governance forming part of Annual Report.	Resume is given in the Explanatory Statement and Corporate Governance forming part of Annual Report.	Resume is given in the Explanatory Statement and Corporate Governance forming part of Annual Report.
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to Directors, Manager and other Key Managerial Personnel of the company.	Not related to Directors, Manager and other Key Managerial Personnel of the company.	Not related to Directors, Manager and other Key Managerial Personnel of the company.	Not related to Directors, Manager and other Key Managerial Personnel of the company.
7	Nature of appointment (appointment / reappointment)	Retires by rotation and offers himself for re appointment.	Appointment	Appointment	Appointment
8	Terms and Conditions of appointment / re-appointment	Appointment as a Non- Executive Director subject to retirement by rotation.	Terms and conditions of appointment are as per the resolution at Item No. 4 of the Notice convening Annual General Meeting on 28 <sup>th</sup> September, 2018 read with explanatory statement thereto.	Terms and conditions of appointment are as per the resolution at Item No. 5 of the Notice convening Annual General Meeting on 28 <sup>th</sup> September, 2018 read with explanatory statement thereto.	Terms and conditions of appointment are as per the resolution at Item No. 6 of the Notice convening Annual General Meeting on 28 <sup>th</sup> September, 2018 read with explanatory statement thereto.
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Sitting fees paid to Mr. P. Purnachander Rao is given in Corporate Governance Report.	Sitting fees paid to Mr. M.V. Narasimha Rao is given in Corporate Governance Report. As a Non-Executive Independent Director, he is entitled to sitting fees for attending meetings of the Board/Committee as may be approved by the Board of Directors from time to time.	Sitting fees paid to Mr. G. Jagannadha Rao is given in Corporate Governance Report. As a Non-Executive Independent Director, he is entitled to sitting fees for attending meetings of the Board/Committee as may be approved by the Board of Directors from time to time.	Sitting fees paid to Ms. P. Laxmi is given in Corporate Governance Report. As a Non-Executive Independent Director, she is entitled to sitting fees for attending meetings of the Board/ Committee as may be approved by the Board of Directors from time to time.
10	Date of first appointment on the Board	30 <sup>th</sup> March, 2015	7 <sup>th</sup> February, 2018	7 <sup>th</sup> February, 2018	7 <sup>th</sup> February, 2018
11	Shareholding in the company	Holds 75 equity shares	Nil	Nil	Nil
12	The number of Meetings of the Board attended during the year.	9 out of 9	1 out of 1	Nil	Nil



13	Directorship Details of the Board	<p>1) Cosmo Chemagro Agencies Pvt Ltd.  2) Rajiv Realtors Pvt Ltd.  3) Sucheer Infra Projects Pvt Ltd.  4) Tycoon Infratech Pvt Ltd.  5) Deep Land Holdings Pvt Ltd.  6) Sivadevi Urban Properties Pvt Ltd.  7) Chamundeswari Builders Pvt Ltd.  8) Gayatri Hotels and Theatres Pvt Ltd.  9) Idealistic Infrabuild Pvt Ltd.  10) Okay Infrasys Pvt Ltd.  11) Infraways Engineering Company Pvt Ltd.  12) Gayatri Fin-Holdings Pvt Ltd.  13) Indira Constructions Private Limited.  14) Maheswari Film Productions Private Ltd.  15) Indira Publications Private Limited.  16) Bhandara Thermal Power Corporation Limited.</p>	<p>1) Sai Maatarini Tollways Limited.  2) Gayatri Jhansi Roadways Limited.  3) Gayatri Lalitpur Roadways Limited.  4) Indore Dewas Tollways Limited.  5) Hyderabad Expressways Limited.  6) Cyberabad Expressways Limited.  7) Gayatri Energy Ventures Pvt. Ltd.  8) HKR Roadways Limited.  9) Axis Wind Farms (Anantapur) Private Limited.  10) Axis Wind Farms (Rayalaseema) Private Limited  11) Axis EPC Private Limited.</p>	1) HKR Roadways Limited	Nil
14	Membership/ Chairmanship of Committees of other Boards	Nil	<p><b>1) Member:</b>  <b>a) Audit Committee of</b>  1) Indore Dewas Tollways Limited.  2) Hyderabad Expressways Limited.  3) Cyberabad Expressways Limited.  4) Sai Maatarini Tollways Limited.  5) Gayatri Energy Ventures Private Limited.    <b>b) Nomination and Remuneration Committee of</b>  1) Sai Maatarini Tollways Limited.  2) Gayatri Energy Ventures Private Limited.</p>	Member of HKR Roadways Ltd- Audit Committee & Nomination and Remuneration Committee.	Nil

			<p><b>c) CSR Committee of</b> 1) Gayatri Energy Ventures Private Limited.</p> <p><b>II) Chairperson:</b></p> <p><b>a) Audit Committee of</b> 1) Gayatri Jhansi Roadways Limited. 2) Gayatri Lalitpur Roadways Limited. 3) HKR Roadways Limited.</p> <p><b>b) Nomination and Remuneration Committee of</b> 1) Gayatri Jhansi Roadways Limited. 2) Gayatri Lalitpur Roadways Limited. 3) Indore Dewas Tollways Limited. 4) HKR Roadways Limited. 5) Hyderabad Expressways Limited. 6) Cyberabad Expressways Limited.</p> <p><b>c) CSR Committee of</b> 1) Hyderabad Expressways Limited.</p>		
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By Order of the Board of Directors,  
for **Gayatri Highways Limited**

**P. Raj Kumar**  
Company Secretary  
M.No: A23289

Place: Hyderabad  
Date: 13<sup>th</sup> August, 2018

**GAYATRI HIGHWAYS LIMITED**

Reg Office: 6-3-1090, 1<sup>st</sup> Floor, TSR Towers, Rajbhavan Road, Somajiguda-50082, Hyderabad, Telangana.

**Form No. MGT-11**

**PROXY FORM**

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014

CIN : U45100TG2006PLC052146  
Name of the Company : Gayatri Highways Limited  
Registered office : 6-3-1090, 1<sup>st</sup> Floor, TSR Towers, Rajbhavan Road,  
Somajiguda-50082, Hyderabad, Telangana.

Name of the member (s):

Registered Address:

E-mail Id:

Folio No./Client ID:

DP ID:

I/We being the member(s) of ..... shares of the above mentioned Company hereby appoint:

1. Name:..... Address: .....  
..... Email  
ID.....  
Signature.....or failing him/her:
2. Name:..... Address: .....  
..... Email  
ID.....  
Signature.....or failing him/her:
3. Name:..... Address: .....  
..... Email  
ID.....  
Signature.....or failing him/her:





as my/our proxy to attend and vote (on a Poll) for me /us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting of the Company to be held on Friday, the 28<sup>th</sup> September, 2018 at 2.30 P.M. at K L N Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Red Hills, Hyderabad-500 004, Telangana State, and at any adjournment thereof in respect of such resolutions as are indicated below:-

S. No.	Resolutions	For*	Against*
	<b>ORDINARY BUSINESS</b>		
1.	To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2018 and the Board's Report and Auditor's report thereon.		
2.	To appoint a Director in place of Mr. P. Purnachander Rao (DIN: 02230190), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.		
	<b>Special Business</b>		
4.	To appoint Mr. M.V. Narasimha Rao (DIN: 06761474)) as an Independent Director.		
5.	To appoint Mr. G. Jagannadha Rao (DIN: 01059819) as an Independent director.		
6.	To appoint Ms. P. Laxmi (DIN: 08051632) as an Independent director.		

Signed this .....day of ..... 2018

Affix  
Revenue  
Stamp

Signature of Shareholder).....

Signature of Proxy holder(s).....

**Notes:**

The instrument of Proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

## GAYATRI HIGHWAYS LIMITED

Reg Office: 6-3-1090, 1<sup>st</sup> Floor, TSR Towers, Rajbhavan Road, Somajiguda-50082, Hyderabad, Telangana.  
CIN: U45100TG2006PLC052146

### ATTENDANCE SLIP

12<sup>th</sup> Annual General Meeting, Friday, the 28<sup>th</sup> September, 2018 at 2.30 P.M

Regd. Folio No.		*DP ID	
No. of Equity Shares		*Client ID	

Name of the Shareholder

Name of the Proxy

I/We hereby record my / our presence at the 12<sup>th</sup> Annual General Meeting of the members of the Company held on Friday, the 28<sup>th</sup> September, 2018 at 2.30 P.M. at K L N Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Red Hills, Hyderabad-500 004, Telangana State.

#### SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

If, Member, Please sign here

If, Proxy, Please sign here

**Note:** This form should be signed and handed over at the Meeting Venue.

\*Applicable for investors holding shares in electronic form.


**ROUTE MAP TO THE AGM VENUE**

TSR Towers to FTAPCCI, Hyderabad, Telangana

Drive 3.1 km, 12 min



Map data ©2015 Google 500 m

 via Raj Bhavan Rd and NH 9 **12 min**  
9 min without traffic · 3.1 km

**Details**

 via Raj Bhavan Rd 14 min

 Hyderabad Decan Local >  16 min