



**GAYATRI
GAYATRI PROJECTS LIMITED**

CIN: L99999TG1989PLC057289

Regd. & Corp. Office: B-1, 1st Floor, TSR Towers, 6-3-1090, Rajbhavan Road, Somajiguda, Hyderabad-500082. Telangana., India., Tel +91 40 2331 0330, 2331 4284, 2331 4296, Fax: +91 40 2339 8435

Email: cs@gayatri.co.in, Web: gayatri.co.in

EGM NOTICE

NOTICE is hereby given that Extra Ordinary General Meeting of the Members of GAYATRI PROJECTS LIMITED will be held on Saturday, the 5th of September, 2015 at 11.30 a.m. at Surana Udyog Hall, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad - 500 004 to transact the following business as a special business:

RATIFICATIONS PERTAINING TO EGM (Extra Ordinary General Meeting) OF SHAREHOLDERS HELD ON 10TH JULY, 2015.

1. **Typo error in the investors names:** To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT consent of the members be and is hereby accorded to ratify the typo error with regard to swapping of the names of the investors, which were presented in tabular format in the resolution (Item no.1) passed by the shareholders in the Extraordinary General Meeting held on 10.07.2015

Details are as follows:

In item no.1 of the notice dated 16.06.2015 the details of the investors with PAN be read, considered and approved as follows:

Names of the Investors	PAN	Category
GMO Emerging Markets Fund, a series of GMO Trust	AAATG3065D	Non Promoter (FII)
GMO Emerging Markets Equity Fund, a sub fund of GMO Funds plc	AADCG3629B	Non Promoter (FII)

2. **Disclosure of identity of the ultimate beneficial owners of the allottees as per Regulation 73 (1) (e) of Chapter VII of SEBI (ICDR) Regulations, 2009 as amended form time to time.**

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT Consent of the members be and is hereby accorded to ratify the disclosure as per the Regulation 73 (1) (e) of Chapter VII of SEBI (ICDR) Regulations, 2009 as amended, as explained in point no. (v) of the explanatory statement of the EGM notice dated 16.06.2015

Details are as follows:

As per Regulation 73 (1) (e) of Chapter VII of SEBI (ICDR) Regulations, 2009 the company has to disclose the identity of the ultimate beneficial owners of the allottees (who are FII's). The same was not disclosed by the company due to the reason that the allottees are the Mutual Funds (UCITS) in their country of origin, but in India they were registered as FIIs (deemed FPI). As the mutual fund contains many unit holders and same is not possible to disclose the beneficial owners of the fund.

Point no. (v) of the the explanatory statement to the notice dated 16.06.2015 be read, considered and approved as follows:

(v) the identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

S.No.	Name of the Proposed Allottee (s)	Pre-Issue shareholding		Present Issue	Post Issue Shareholding		Identity of the ultimate beneficial owners
		No. of shares	%		No. of shares	%	
1	Mr. T. V. Sandeep Kumar Reddy	4579544	15.15	826762	5406306	15.23	N.A
2	Mrs. T. Indira Subbarami Reddy	10630932	35.17	797244	11428716	32.19	N.A
3	GMO Emerging Markets Fund, a series of GMO Trust (Deemed FPI)	--	--	3430000	3430000	09.66	Nil
4	GMO Emerging Markets Equity Fund, a sub fund of GMO Funds plc (Deemed FPI)	--	--	224000	224000	00.63	*being the allottees are mutual funds the details of the beneficial holders cannot be disclosed

There will not be any change of control due to issue of such equity shares and company has not issued or allotted any securities on preferential basis during the financial year 2014-2015 and till date.

*As per the Regulation 73 (1) (e) of Chapter VII of SEBI (ICDR) Regulations, 2009 as amended, the ultimate beneficial owners of the above allottees (FII's (deemed FPI)) were not disclosed as the said investors were the Mutual Funds (UCITS) in their country of origin, but in India they were registered as FIIs (deemed FPI). As the mutual fund contains many unit holders and same is not possible to disclose the beneficial owners of the fund."

"FURTHER RESOLVED THAT the above ratifications done by the members in item no.1 and 2 of this notice are in compliance with the disclosures required as per Chapter VII of SEBI (ICDR) Regulations 2009 as amended from time to time."

Place: Hyderabad

Date: 11.08.2015

By Order of the Board
For Gayatri Projects Limited

Sd/-
(CS I.V. Lakshmi),
Company Secretary & Compliance Officer

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Items set out in the Notice is annexed hereto:
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the meeting. A person can act as a proxy on behalf of members not exceeding fifty 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.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Notice of an Extra Ordinary General Meeting will be sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/ Depository Participants. The notice is also available on our website, i.e. www.gayatri.co.in. A physical copy of the notice will be sent to those members who have either opted for the same or have not registered their email addresses with the Company/Depository Participant. The members may obtain a physical copy of the notice, by sending a request to the Company Secretary at 6-3-1090, B-1, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082 or sending a request on the email address mentioned herein cs@gayatri.co.in
5. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company will be offering e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice. The detailed instructions for e-voting are given as a separate attachment to this notice.
6. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the beneficiary position on **07.08.2015**.
7. The members of the Company, holding shares either in physical form or in dematerialized form, as on **29.08.2015**, being the cut off date, may cast their vote electronically or physically.

**Annexure to the Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

Item No.1:

It is informed to the members that in the EGM notice dated 16.06.2015 the names of the investors were swapped while the PAN Nos.were correct. Hence the names of the investors be read as mentioned below and the same is to be ratified by the members.

Names of the Investors	PAN	Category
GMO Emerging Markets Fund, a series of GMO Trust	AAATG3065D	Non Promoter (FII)
GMO Emerging Markets Equity Fund, a sub fund of GMO Funds plc	AADCG3629B	Non Promoter (FII)

Item No.2:

The identity of the ultimate beneficial owners of the allottees (who are FII's) were not disclosed in the notice dated 16.06.2015 as the said investors are the Mutual Funds (UCITS) in their country of origin but in India they are registered as Foreign Institutional Investors (Deemed FPI's). As the mutual fund contain many unit holders and the same is not possible to disclose the beneficial owners of the fund in the explanatory statement. Now the company is giving the reason why the same was not disclosed in the earlier notice.

Hence the Point no. (v) of the explanatory statement accompanying the EGM notice dated 16.06.2015 be read as mentioned in item no.2 of this notice and the same is to be ratified by the members.

These ratifications have been proposed by BSE and NSE in order to remove typographical mistakes and some oversights in the previous EGM notice dated 16th June, 2015.

Your Directors recommend the members approval for the above special resolutions by way of ratification.

None of the Directors / KMP and their relatives are interested in the resolutions as set out in the Notice.

INSTRUCTIONS FOR E-VOTING:

- a) To use the following URL for e-voting: i) From Karvy website: <http://evoting.karvy.com>
- b) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
- c) Enter the login credentials [i.e., user id and password mentioned on the enclosed form. Your Folio No/ DP ID Client ID will be your user ID.
- d) After entering the details appropriately, click on LOGIN.
- e) You will reach the 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 value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password. in case you forget it. It is strongly recommended not to share your password with any other person and 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 i.e., Gayatri Projects Limited.
- g) On the voting page, enter the number of shares as on the cut off date (**August 29, 2015**) under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- h) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- i) Cast your vote by selecting an appropriate option and click on SUBMIT. 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, shareholders can login any number of times till they have voted on the resolution.
- j) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- k) Corporate/Institutional Members (corporate /FIs/ FII's/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to scrutinizer@gayatri.co.in with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name Event no."
- l) The Portal will be open for voting from: **9 A.M. on September 2, 2015 (Wednesday) to 5 P.M. on September 4, 2015 (Friday)**.
- m) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at Tel No. 1800 345 4001 (toll free).