

Date: January 17, 2017

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| To, The General Manager, The Department of Corporate Relations, The Bombay Stock Exchange Limited., 25th Floor, Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 | To, The Secretary, National Stock Exchange of India Ltd. 5th Floor, Exchange Plaza Plot No.C/1, G Block Bandra Kurla Complex, Bandra (East) Mumbai -400 051. |
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Dear Sir/Madam,

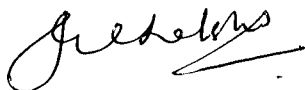
Sub: Submission of the copy of the notice of the postal ballot Reg.,
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Please find enclosed copy of the notice of the postal ballot with regard to subdivision of equity shares and Alteration of capital clause of the Memorandum of Association.

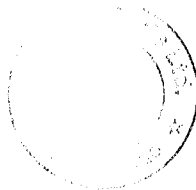
This is for your information and records.

Yours sincerely,

For Gayatri Projects Limited



**(CS I.V. LAKSHMI)
Company Secretary and Compliance Officer
Membership No.17607**





GAYATRI PROJECTS LIMITED

Regd. & Corp. Office:

6-3-1090, B-1, T.S.R. Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082, T.G. India

Tel: +91 40 2331 0330, 2331 4284, 2331 4296, Fax: +91 40 2339 8435

CIN : L99999TG1989PLC057289

E mail: cs@gayatri.co.in Web: www.gayatri.co.in

Dear Members,

Re: Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013 (“Act”) read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), that the resolution appended below is proposed to be passed by postal ballot.

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, notice is hereby given that the Company is seeking the consent of its members by passing the following resolution/s through postal ballot in respect of the special business as detailed below.

The proposed special business, along with the explanatory statement pursuant to Section 102 of the Companies Act, 2013, and a Postal Ballot Form is enclosed for your consideration. The Company has appointed Mr. Y. Koteswara Rao, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and electronic voting (“e-voting”) process thereto in accordance with the provisions of the Act and Rules made there under in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self-addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of business hours on 28.01.2017.

For Members opting for E-Voting:

In Compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow instructions on the e-voting printed in this Notice.

The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or Managing Director of the Company. The result of the voting by postal ballot will be declared in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on 31.01.2017. The results of said postal ballot along with the Scrutinizer's report will be hosted on the Company's website on 31.01.2017 and will be communicated to the BSE Ltd and National Stock Exchange of India Ltd. where the equity shares of the Company are listed. The results of postal ballot shall also be announced through newspaper advertisement.

SPECIAL BUSINESS TO BE PASSED THROUGH POSTAL BALLOT:

1. SUB-DIVISION OF EQUITY SHARES OF THE COMPANY AS PER THE PROVISIONS OF SECTION 61 OF THE COMPANIES ACT, 2013 FROM FACE VALUE OF Rs. 10/- TO Rs. 2/-.

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 Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s), amendment or re-enactment thereof for the time being in force) and relevant provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed and applicable guidelines issued by the Securities and Exchange Board of India (SEBI) and other regulatory/statutory authorities and all other applicable rules and regulations, and in accordance with the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board"), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of Rs.10/- (Rupees

Ten only) into 5 (Five) Equity Shares of Face value of Rs.2/- (Rupees Two only) each fully paid-up and consequently, the Authorized Share Capital of the Company of Rs. 80,00,00,000/- (Rupees Eighty Crores only) would comprise of 40,00,00,000 (Forty Cores) Equity Shares of Rs. 2/- (Rupees Two only) each with effect from the "Record Date" to be determined by the Board for this purpose.

RESOLVED FURTHER THAT pursuant to the subdivision of the Equity Shares of the Company, each Equity Share of the Face value of Rs. 10/- (Rupees Ten only) as existing on the Record Date shall stand subdivided into 5 (Five) Equity Shares of the Face value of Rs. 2/- (Rupees Two only) each fully paid-up, with effect from the Record Date.

RESOLVED FURTHER THAT on sub-division, 5 (Five) Equity Shares of the Face value of Rs.2/- (Rupees Two only) each be issued in lieu of one Equity Share of Rs.10/- (Rupees Ten only) each and such Equity shares shall rank pari passu in all respects including dividend and carry the same rights as the existing fully paid Equity Shares of Rs.10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs.10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of Rs.2/- (Rupees Two only) each on subdivision and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants in lieu of the existing credits representing the Equity Shares before sub-division, at free of cost to the shareholders.

RESOLVED FURTHER THAT the Issue and Allotment Committee of the Board, be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to delegate all or any of its powers to any Committee thereof or to any Director(s) or Company Secretary, as it may deem appropriate in this regard."

2. ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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 contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments or re-enactment thereof for the time being in force) and relevant provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed and subject to the approvals, consents, permissions and sanctions, if any, required from any authority, consent of the Members be and is hereby accorded to amend the existing Clause V of the Memorandum of Association of the Company by deletion of the existing Clause V and by substitution thereof with the following Clause V.

V. The authorized Share Capital of the Company shall be Rs.80,00,00,000/- (Rupees Eighty Crores only) divided into 40,00,00,000 (Forty Crores only) equity shares of Rs.2/- (Rupees Two only) each with powers to increase, reduce, convert, sub-convert, sub-divide and consolidate the same and with power to issue any of the shares in the Capital original or increased with or subject to preferential, special or qualified rights or conditions as regards dividends, repayment of capital or otherwise in accordance with the provisions of the Companies Act, 1956 and Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

**By Order of the Board
For Gayatri Projects Limited**

**Place: Hyderabad
Date: 26.12.2016**

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

EXPLANATORY STATEMENT

Pursuant to section 102 of the Companies Act, 2013.

Item No.1 & 2:

The Equity Shares of the Company are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). With a view to broad base the investor base by encouraging the participation of the small investors and also to increase the liquidity of equity shares of the Company, the Board of Directors at its meeting held on 26-12-2016 have approved the sub-division of each equity share of face value of Rs.10/- (Rupees Ten only) of the Company into 5 (Five) equity shares of face value Rs.2/-(Rupees Two only) each, subject to your approval.

Accordingly, each issued equity share of nominal value Rs.10/- (Rupees Ten only) of the Company existing on the Record Date shall stand sub-divided into 5 (Five) equity shares of nominal value Rs.2/-(Rupees Two only) each. The Record Date for the aforesaid sub-division of the equity shares will be fixed by the Board / Issue and Allotment Committee after the approval of the Members.

At present, the Authorized Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores only) divided into 8,00,00,000 (Eight Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each. The issued, Subscribed and Paid-up Share Capital of the Company is Rs.35,45,03,800/- (Rupees Thirty Five Crores Forty Five Lakhs Three Thousand Eight Hundred Only) divided into 3,54,50,380 (Three Crores Fifty Four Lakhs Fifty Thousand Three Hundred and Eighty) Equity Shares of Rs. 10/- (Rupees Ten only) each. The proposed sub-division of equity shares of the Company from Rs.10/- (Rupees Ten only) per equity share to Rs.2/- (Rupees Two only) per equity share, requires amendment to the Memorandum of Association of the Company.

Accordingly, Clause V of the Memorandum of Association proposed to be altered in the manner set out in the Resolution at Item No.2, to reflect the alteration in the authorized share capital of the Company, i.e., from 80,00,00,000/- (Rupees Eighty Crores only) divided into 8,00,00,000 (Eight Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each to 80,00,00,000 (Rupees Eighty Crores Only) divided into 40,00,00,000 (Forty Crores Only) Equity Shares of Rs. 2/- each.

The draft Memorandum of Association of the Company is available for your inspection at the Registered Office of the Company, at any time during the working hours on any working day till the closure of e-voting period. The same is also placed on the website of the Company.

Accordingly, the Board seeks approval of the Members for Resolutions at Item Nos. 1 and 2 for the proposed sub-division of each Equity Share of nominal value of Rs. 10/- (Rupees Ten only) each of the Company into 5 (Five) Equity Shares of Rs.2/- (Rupees Two only) each and the consequent amendments to Clause V of the Memorandum of Association of the Company by way of Ordinary resolution.

The Directors, the Key Managerial Personnel and their relatives are not interested in the resolutions at Item No.1 and 2 except to the extent of shares held by them, if any, in the Company.

However, there is no contract or agreement involved in the above business.

**By Order of the Board
For Gayatri Projects Limited**

**Place: Hyderabad
Date: 26.12.2016**

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

Instructions for Voting:

1. Voting through Physical Postal Ballot Form

- a. In terms of Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, and with a view to ensure participation of all Members of the Company in passing of the resolution, the item of businesses set out in the notice above may be passed by way of a Postal Ballot.
- b. A Member desiring to exercise voting by Postal Ballot may complete this Postal ballot Form (in Original-) and send it directly to the Scrutinizer in the enclosed pre-printed address Envelope. Postage will be born and paid by the Company. However envelopes containing Postal ballots, if sent by courier at the expenses of the registered Member, will also be accepted. Please note that if any extraneous paper is found in such envelope the same would not be considered by the scrutinizer and may be destroyed and the Company and/ or the Scrutinizer shall not be held responsible for the same.
- c. A tick mark (✓) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Incomplete or unsigned Postal ballots will be rejected. Tick mark (v) in both the boxes would render your ballot invalid. Please note that (X) mark or any other mark other than (tick) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.
- d. This form should be completed and signed by the Member. In case of joint holdings, this form should be completed and signed (as per the signature registered with the Company) by first named Member and in his absence, by the next named Member.
- e. In case of shares held by the companies, trust, societies and corporate members etc, duly completed Postal Ballot form should also be accompanied by a certified copy of the Board resolution/Other Authority together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
- f. The Postal Ballot Form duly completed and signed should be forwarded (in Original) to the Scrutinizer appointed by the Board of Directors, at the Registered Office of the Company so as to reach the Scrutinizer not later than **28.01.2017**. For this purpose, a self-addressed postage prepaid envelope is enclosed herewith. Please note that any response received from the Members after **Saturday, 28th January, 2017** will be treated as if the reply from such Member has not been received and shall not be counted for the purpose of passing the Resolution. Accordingly, Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit. Please note that photocopy of a Ballot Form will not be accepted and a Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed and signed should reach the Scrutinizer not later than the time specified above.
- g. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on **23.12.2016**.
- h. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
- i. The self-addressed envelope bears the address of the Scrutinizer appointed on the authority of the Board of Directors of the Company.

2. Voting through Electronic Means

The procedure and instructions for the voting through electronics means are as follows:

- i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- ii. Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- iii. Members can cast their vote online from **December 30, 2016 at 9.00 a.m. to January 28, 2017 at 5.00 p.m.**
- iv. After entering these details appropriately, click on "LOGIN".
- v. Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of 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 no., email ID etc. on 1st 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.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt to select the 'Event' i.e. '**Gayatri Projects Limited**'.
- viii. If you had logged on to "https://evoting.karvy.com" and cast your vote earlier for any company where the System Provider was Karvy Computershare Private Limited, then your existing login id and password given earlier are to be used.
- ix. On the voting page, you will see Resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the Member do not want to cast, select 'ABSTAIN') After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- x. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
- xi. Corporate/Institutional Members (Corporate/FIs/Foreign Portfolio Investors/trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail **scrutinizer@gayatri.co.in**.
- xii. 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 <https://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at 040-67162222 or at 1800 345 4001 (toll free).
- xiii. **In case of members receiving Postal Ballot Form by Post:**
 - a. Initial password is provided at the bottom of the Postal Ballot Form
 - b. Please follow all steps from (ii) to (xi) as mentioned above to cast vote.