



## GAYATRI PROJECTS LIMITED

**Regd. & Corp. Office:** 6-3-1090, B-1, T.S.R. Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, Telangana. 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

### NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

**NOTICE** is hereby given that the resolution set out below is proposed to be passed by the members of Gayatri Projects Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts

and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Y. Koteswara Rao (Membership No. ACS 3785 and C. P. No. 7427), Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (formerly known as Kfin Technologies Private Limited) (“KFinTech” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on WEDNESDAY, May 11, 2022, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Friday, May 13, 2022 and will be displayed on the Company's website [www.gayatri.co.in](http://www.gayatri.co.in) and will also be communicated to the Stock Exchanges, National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”) and KFinTech. The Company will also display the results of the Postal Ballot at its Registered Office.

## SPECIAL BUSINESS

### Item No. 01:

#### **Appointment of Mr. Srihari Vennelaganti (DIN: 01829513) as an Independent Director of the Company**

To consider and pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Mr. Srihari Vennelaganti (DIN: 01829513), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to February 13, 2027;

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

### Item No. 02:

#### **Appointment of Mrs. Pamula Latha (DIN: 08358726) as an Independent Director of the Company**

To consider and pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), of

Mrs. Pamula Latha (DIN: 08358726), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to March 14, 2027;

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

#### **By Order of the Board of Directors**

Chetan Kumar Sharma

Company Secretary and Compliance Officer

Hyderabad, April 11, 2022

#### **Registered Office:**

B1, TSR TOWERS, 6-3-1090,  
RAJBHAVAN ROAD, SOMAJIGUDA  
HYDERABAD 500082, India

#### **Notes:**

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, April 08, 2022 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at **www.gayatri.co.in**, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively,

- and on the website of KFin Technologies Limited (formerly known as Kfin Technologies Private Limited) ("KFinTech") at <https://evoting.kfintech.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent (RTA), KFin Technologies Ltd at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by giving details of folio number, e-mail address and self-attested copy of PAN card.
  5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
  6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
  7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of KFinTech as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
  8. The e-voting period commences at 9:00 a.m. (IST) on Tuesday, April 12, 2022 and ends at 5:00 p.m. (IST) on Wednesday, May 11, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
  9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, May 11, 2022.
  10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [cs@gayatri.co.in](mailto:cs@gayatri.co.in).
- PROCEDURE FOR 'E-VOTING':**
- 1. E-VOTING FACILITY:**
- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolution by electronic means.
  - ii. The e-voting facility will be available during the following period:
    - **Commencement of e-voting:** 9:00 a.m. (IST) on Tuesday, April 12, 2022
    - **End of e-voting:** 5:00 p.m. (IST) on Wednesday, May 11, 2022.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
  - iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.
- 2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

- i. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
- ii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:

### **PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES**

#### **National Securities Depository Limited (NSDL)**

1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:
  - i. Type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
  - ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.
  - iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
  - iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side.
  - v. Click on “Active E-voting Cycles” option under E-voting.
  - vi. You will see Company Name: “Gayatri Projects Limited” on the next screen. Click on the e-Voting link available against Gayatri Projects Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
2. Users not registered for IDeAS e-Services facility of

NSDL may follow the following procedure:

- i. To register, type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
  - ii. Select option “Register Online for IDeAS” available on the left hand side of the page
  - iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
  - iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
3. Users may directly access the e-Voting module of NSDL as per the following procedure:
    - i. Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>
    - ii. Click on the button “Login” available under “Shareholder/Member” section.
    - iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/ e-mail address is registered in your demat account) and Verification Code as shown on the screen.
    - iv. On successful authentication, you will enter the e-voting module of NSDL. Click on “Active E-voting Cycles / VC or OAVMs” option under E-voting. You will see Company Name: “Gayatri Projects Limited” on the next screen. Click on the e-Voting link available against Gayatri Projects Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

#### **Central Depository Services (India) Limited (CDSL)**

1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:
  - i. Type in the browser / Click on any of the following links: <https://web.cdslindia.com/myeasi/home/>

login

or

www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)

- ii. Enter your User ID and Password for accessing Easi / Easiest.
  - iii. You will see Company Name: "Gayatri Projects Limited" on the next screen. Click on the e-Voting link available against Gayatri Projects Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:
- i. To register, type in the browser / Click on the following link: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
  - ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.
  - iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
3. Users may directly access the e-Voting module of CDSL as per the following procedure:
- i. Type in the browser / Click on the following links: [www.cdslindia.com/](http://www.cdslindia.com/) <https://www.evotingindia.com>
  - ii. Provide Demat Account Number and PAN.
  - iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
  - iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Gayatri Projects Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

### **PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT**

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Gayatri Projects Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

#### **Contact details in case of any technical issue on NSDL Website**

Members facing any technical issue during login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 / 1800 22 44 30.

#### **Contact details in case of any technical issue on CDSL Website**

Members facing any technical issue during login can contact CDSL helpdesk by sending a request at the [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 or 022-23058542-43.

### **iii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

- I.(A) In case a member receives an e-mail from the Company / KFinTech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:



- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
  - b. Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for 'e-voting', you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-309-4001 (from 9:00 a.m. IST to 6:00 p.m. IST on all working days) for assistance on your existing password.
  - c. After entering these details appropriately, click on "LOGIN".
  - d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise 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, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice 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.
  - e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for GAYATRI PROJECTS LIMITED. SHAREHOLDERS TO SELECT THE RESPECTIVE EVENS AND VOTE DEPENDING UPON THEIR SHAREHOLDING.
  - g. On the voting page, enter the number of shares as on the Cut-Off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
  - h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - 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.
  - k. Once you confirm, you will not be allowed to modify your vote.
  - l. Corporate / Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: [scrutinizer@gayatri.co.in](mailto:scrutinizer@gayatri.co.in). Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".
- (B) In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:
- a. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent (RTA), Kfin Technologies Ltd at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by giving details of folio number, e-mail address and self-attested copy of PAN card.
  - b. Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s)



- are requested to register / update their e-mail address with the Depository Participant(s) where they maintain their demat accounts.
- c. After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
  - d. Follow the instructions at I.(A). (a) to (l) to cast your vote.
- II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- III. Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech 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 E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL: MYEPWD IN12345612345678  
Example for CDSL: MYEPWD 1402345612345678  
Example for Physical: MYEPWD XXXX123456789
  - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate password.
  - c. Member may call on KFinTech’s toll-free number 1800-309-4001 (from 9:00 a.m. IST to 6:00 p.m. IST on all working days).
  - d. Member may send an e-mail request to [anandan.k@kfintech.com](mailto:anandan.k@kfintech.com). After due verification of the request, User ID and password will be sent to the member.
  - e. If the member is already registered with KFinTech’s e-voting platform, then he/she/it can use his/her/its existing password for logging-in.
- IV. In case of any query on e-voting, members may

refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e - voting : <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.

- V. Members are requested to note the following contact details for addressing e-voting related grievances:

Shri. Ganesh Chandra Patro, Senior Manager, KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 Phone No.: +91 40 6716 2222 Toll-free No.: 1800-309-4001 (from 9:00 a.m. IST to 6:00 p.m. IST on all working days) E-mail: [anandan.k@kfintech.com](mailto:anandan.k@kfintech.com).

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

**Item No. 01**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, had approved the appointment of Mr. Srihari Vennelaganti (DIN: 01829513) as an Additional Director, designated as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from February 14, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever

is earlier. Accordingly, the appointment of Mr. Srihari Vennelaganti requires the approval of the members of the Company within a period of three months from his date of appointment i.e February 14, 2022.

Mr. Srihari Vennelaganti to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Srihari Vennelaganti that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Srihari Vennelaganti for the office of a director of the Company respectively.

In the opinion of the Board, Mr. Srihari Vennelaganti fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Srihari Vennelaganti is independent of the management and possesses appropriate skills, experience and knowledge. Mr. Srihari Vennelaganti has more than 40 years of experience in the field of Finance & Accountancy and Corporate Governance in diversified sectors in India and overseas. Considering the qualification, experience and Knowledge of Mr. Srihari Vennelaganti and his areas of expertise his appointment as an Independent Director on the Board of the Company, is in the interest of the Company.

Details of Mr. Srihari Vennelaganti is provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

Copy of the letter of appointment of Mr. Srihari Vennelaganti setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to [cs@gayatri.co.in](mailto:cs@gayatri.co.in).

Save and except Mr. Srihari Vennelaganti, none of the other

Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the ordinary resolution set out at Item No. 01 of the Notice for approval by the members.

#### **Item No. 02**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had also approved the appointment of Mrs. Pamula Latha (DIN: 08358726) as an Additional Director, designated as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from March 15, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mrs. Pamula Latha requires the approval of the members of the Company within a period of three months from her date of appointment i.e March 15, 2022.

Mrs. Pamula Latha to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. The Company has also received declaration from Mrs. Pamula Latha that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mrs. Pamula Latha for the office of a director of the Company.

In the opinion of the Board, Mrs. Pamula Latha fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs.



Pamula Latha is independent of the management and possesses appropriate skills, experience and knowledge. Mrs. Pamula Latha has more than 10 years of experience in corporate Secretarial and Legal field. She brings diversity in terms of composition as well as diversified experience on the Board of the Company. Considering the qualification, experience and Knowledge of Mrs. Pamula Latha in her areas of expertise, her appointment as an Independent Director on the Board of the Company, is in the interest of the Company.

Details of Mrs. Pamula Latha is provided in the “Annexure” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

Copy of the letter of appointment of Mrs. Pamula Latha setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to **cs@gayatri.co.in**.

Save and except Mrs. Pamula Latha, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the ordinary resolution set out at Item No. 02 of the Notice for approval by the members.

**By Order of the Board of Directors**

Chetan Kumar Sharma  
Company Secretary and Compliance Officer  
Hyderabad, April 11, 2022

**Registered Office:**

B1, TSR TOWERS, 6-3-1090,  
RAJBHAVAN ROAD, SOMAJIGUDA  
HYDERABAD 500082, India.

**ANNEXURE TO THE NOTICE DATED APRIL 11, 2022**

<b>Particulars</b>	<b>Details of Directors seeking appointment through the Postal Ballot</b>	
Name	Mr. Srihari Vennelaganti	Mrs. Pamula Latha
Category	Non-Executive Independent Director	Non-Executive Independent Director
Age	65 years	42 years
Qualification	Chartered Accountant	LLB, ACS, Post Graduate in Physical Organic Chemistry and Graduate in Industrial Chemistry
Nature of Expertise / Experience	More than 40 years of experience in the field of Finance & Accountancy and Corporate Governance in diversified sectors in India and overseas	10 Years of experience in Corporate Secretarial and Legal Compliances.
Terms and conditions of appointment / reappointment	Appointment as Independent Director for a period of Five years with effect February 14, 2022	Appointment as Independent Director for a period of Five years with effect March 15, 2022
Details of Remuneration paid and last drawn remuneration (including sitting fees) during Financial Year 2021-2022	Sitting Fee of Rs. 60,000	Sitting Fee of Rs. 30,000

Remuneration proposed to be paid	The Non-Executive Independent Directors will be paid sitting fees for attending each meeting of the Board or a Committee thereof, as approved and revised by the Board from time to time.	The Non-Executive Independent Directors will be paid sitting fees for attending each meeting of the Board or a Committee thereof, as approved and revised by the Board from time to time.
Date of First Appointment in the Board	February 14, 2022	March 15, 2022
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
No. of Board Meetings attended during the year 2021-2022	Two (2)	One (1)
Directorships of other Boards as on date of notice	NIL	1. SATHAVAHANA ISPAT LTD.
Membership / Chairmanship of Committees of other Boards as on date of notice	NIL	NIL

**Profile of Directors seeking appointment through the Postal Ballot:**

**Mr. Srihari Vennelaganti**

Mr. Srihari Vennelaganti, aged 65 years, is a Chartered Accountant (qualified in 1980) and a member of the Institute of Chartered Accountant of India. Has more than 40 years of experience in the field of Finance & Accountancy and Corporate Governance in diversified sectors in India and overseas. Currently, he is engaged in Consultancy in Strategic Finance and Corporate Governance as an independent advisor. Previously, he has worked as Chief Financial Officer at various corporates involved in diverse activities such as software, manufacturing, mining, construction, etc. He has been appointed as an Independent Director on the Board of the Company w.e.f 14.02.2022.

**Mrs. Pamula Latha**

Mrs. Pamula Latha is a Graduate in Law, Graduate in Industrial Chemistry, Post Graduate in Physical Organic Chemistry from Osmania University and an Associate member of Institute of Company Secretaries of India, New Delhi. She has worked as Company Secretary at various leading Infrastructure and Pharma companies based at Hyderabad since 2012. She is a very dynamic lady with 10 Years of experience in Corporate Secretarial and Legal Compliances. She has been appointed as an Independent Director on the Board of the Company w.e.f 15.03.2022.

**By Order of the Board of Directors**

Chetan Kumar Sharma  
 Company Secretary and Compliance Officer  
 Hyderabad, April 11, 2022

**Registered Office:**

B1, TSR TOWERS, 6-3-1090,  
 RAJBHAVAN ROAD, SOMAJIGUDA  
 HYDERABAD 500082, India.