



## GAYATRI PROJECTS LIMITED

CIN : L99999TG1989PLC057289

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

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

### POSTAL BALLOT FORM

(Please read the instructions before filling the form)

Serial No :

1. Name and registered address of the sole / first named Member (in BLOCK LETTERS) :

2. Name(s) of the joint Member(s), if any :

3. Registered Folio Number/ DP ID No./Client ID No.\* :  
\*(Applicable to investors holding Shares in dematerialized form)

4. Number of Share(s) held :

I/We hereby exercise my / our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Sr.No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To acquire/purchase shares held by M/s. AMP Capital Mauritius Limited in M/s. Gayatri Infra Ventures Limited thereby increasing the stake in M/s. Gayatri Infra Ventures Limited upto 100%.			
2	Alteration/substitution of Memorandum of Association .			
3	Alteration/substitution of Articles of Association.			

Place :

Date :

\_\_\_\_\_  
Signature of the Member  
(Refer Instruction No. 1d overleaf)

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Following Particulars to be used only in case Member opts for e-voting

#### ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD/PIN

Note: Please read the instructions printed overleaf carefully before exercising your vote.

## 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 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 vote 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 borne 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 (v) 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 (✓) 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 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 04.01.2016. For this purpose, a self-addressed postage prepaid envelope is enclosed herewith. Please note that any response received from the Members after Monday, 04th January, 2016 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 27.11.2015
- 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 5, 2015 at 9.00 a.m. to January 4, 2016 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. 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, system will prompt to select the 'Event' i.e. 'Gayatri Projects Limited'.
- viii. If you had logged on to "https://evoting.karvy.com" and casted 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 institutional 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](mailto: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 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.