



GAYATRI

GAYATRI PROJECTS LIMITED

Regd. & Corp. Office:

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CIN : L99999TG1989PLC057289

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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 16.06.2016.

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 Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on 18.06.2016. The results of said postal ballot along with the Scrutinizer's report will be hosted on the Company's website on 18.06.2016 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 RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT:

1. TO ACQUIRE/PURCHASE 100 % SHAREHOLDING OF M/S. GAYATRI DOMICILE PRIVATE LIMITED AND THEREBY MAKING IT A WHOLLY OWNED SUBSIDIARY OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 186, and other applicable provisions if any of the Companies Act 2013, read with Rules prescribed there under, (including any statutory modification or re-enactment thereof for the time being in force), in compliance with the Listing Agreement entered with Stock Exchanges and subject to such approvals, consents, sanctions and permissions of the appropriate Authorities, Departments or Bodies as may be necessary, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) to acquire or purchase 20,000 Equity Shares of Rs.10/- each of M/s. Gayatri Domicile Private Limited for an investment up to Rs. 2,00,000 (Rupees Two Lakhs Only) to make it a wholly owned subsidiary of the Company.”

“**RESOLVED FURTHER THAT** the Board or Investment Committee/s or person/s as authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things and to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient including modifications thereof in its absolute discretion, to give full effect to the aforesaid resolution, including but not limited to settle any questions or difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

**Place: Hyderabad
Date: 14.05.2016**

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

EXPLANATORY STATEMENT

Pursuant to section 102 of the Companies Act, 2013.

Item No.1:

It is informed to the members that, as part of proposed restructuring of the Company, it is necessary to float a wholly owned subsidiary of the Company.

Hence it is proposed to acquire or purchase the 100% shareholding of M/s. Gayatri Domicile Private Limited and thereby making it a wholly owned subsidiary of the Company (GPL).

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution, in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Since the proposed investment exceeds the limit prescribed under Section 186 of the Companies Act, 2013 and to enable the company to achieve the above purpose, the Company will be required to obtain approval of the shareholders of the Company by way of Special Resolution through Postal Ballot.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of postal ballot for an amount not exceeding Rs.2,00,000 (Rupees Two Lakhs Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

Mr. T. V. Sandeep Kumar Reddy, Mrs. T. Indira Subbarami Reddy, directors of the Company are interested in the resolution as a promoters and major shareholders of M/s. Gayatri Domicile Private Limited.

None of the other Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Shareholding interest of the Directors/Promoters of the company in M/s. Gayatri Domicile Private Limited.

Name	Shares held	% of holding
T. V. Sandeep Kumar Reddy (DIN :00005573)	8000	40.00
T. Indira Subbarami Reddy (DIN : 0009906)	6000	30.00
T. Sarita Reddy	6000	30.00

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

**Place: Hyderabad
Date: 14.05.2016**

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