



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

NOTICE is hereby given that Extra Ordinary General Meeting of the Members of GAYATRI PROJECTS LIMITED will be held on Friday, the 10th of July, 2015 at 11.30 a.m. at KLN Prasad Auditorium, 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:

1. Issue of Equity Shares on Preferential Basis : To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of Chapter VII – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred to as the “ICDR Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot **36,54,000 (Thirty Six Lacs Fifty Four Thousand) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs.193.20/- (Rupees One Hundred and Ninety Three and Paise Twenty Only)** per equity share in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, to certain persons / entities as mentioned below (hereinafter referred to as the “Investors” or the “Proposed Allottees”) whether they are Shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

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

“RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the “Relevant Date”, for determining the minimum price of the equity shares being allotted to the Proposed Allottees, on a preferential basis, is 10th June, 2015 being the date which is 30 (Thirty) days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.”

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Issue and Allotment Committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

2. Issue of equity shares to the promoters by way of conversion of unsecured loan of Rs. 33.00 Crores.

To consider and if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and the provisions of Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 as amended from time to time (hereinafter referred to as “the Regulations”) and any other applicable guidelines/regulations issued by the Securities and Exchange Board of India (SEBI) and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities, other applicable laws, Reserve Bank of India under the Foreign Exchange Management Act, 1999 (including any statutory modification or enactment thereof, for the time being in force), and the enabling provisions of the Memorandum and Articles of Association of the Company and the provisions of the Listing Agreement entered into with the concerned Stock Exchange(s) where the shares of the Company are listed and subject to such terms and conditions as may be determined by the Board of Directors of the Company (herein after referred to as “The Board” which expression shall include a committee, constituted for the time being in force, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the Company be and is hereby accorded and the

Board be and is hereby authorized to create, offer, issue and allot **16,24,006 (Sixteen Lacs Twenty Four Thousand and Six Only) Equity Shares, having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs.193.20/- (Rupees One Hundred and Ninety Three and Paise Twenty Only)** per equity share in accordance with Regulation 76(1) of the ICDR Regulations and applicable law on preferential basis to the promoters of the Company, by way of conversion of existing unsecured loan of Rs.33.00 Crores extended by the promoters as a part of promoters contribution to the Restructuring Package approved by the "Joint Lenders Forum" (JLF) (Company's bankers), and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the "Relevant Date", for determining the minimum price of the equity shares being allotted to the promoters, on a preferential basis, is 10th June, 2015 being the date which is 30 (Thirty) days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act."

"RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the SEBI (ICDR) Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Issue and Allotment Committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution."

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

**Place: Hyderabad
Date: 16.06.2015**

**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 Item No. 1 & 2 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 at the end of 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 12.06.2015.
7. The members of the Company, holding shares either in physical form or in dematerialized form, as on 03.07.2015, being the **cut off date**, may cast their vote electronically.

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

ITEM NO. 1 & 2:

Your Company is into Infra sector and funds are required to augment its working capital and capital expenditure needs as well as to improve its financial ratios in compliance with Banking requirements. The promoters of your Company and proposed allottees as detailed hereunder have therefore decided to subscribe for the equity shares of the Company.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter VII – "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

Accordingly, the Company proposes to issue and allot **52,78,006 (Fifty Two Lacs Seventy Eight Thousand and Six Only) fully paid-up equity shares of Rs.10/- (Rupees Ten Only) each at a premium of Rs.193.20/- (Rupees One Hundred and Ninety Three and Paise Twenty Only)** per equity share in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, to the promoters and Proposed Allottees as detailed below.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

(i) The object / purpose of the preferential issue:

It is intended to deploy the net proceeds from the issue of the above mentioned equity shares for funding any one or more of the following: (i) capital expenditure and working capital (ii) general corporate purpose, (iii) reduction / repayment of the debt, (iv) investment in joint venture companies, subsidiaries etc., as may be permitted by applicable statutory and regulatory parameters from time to time.

The promoters of the Company had extended unsecured loan of Rs.33.00 Crores to the Company as part of promoter's contribution to the Restructuring Package approved by the "Joint Lenders Forum" (JLF) (Company's bankers) and as per the Master Restructuring Agreement entered with the bankers. In order to comply with the terms and conditions of Master Restructuring Agreement it is proposed to convert the unsecured loan extended by the promoters of the Company into 16,24,006 equity shares at a face value of Rs.10/- each.

(ii) The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Except Mrs. T. Indira Subbarami Reddy and Mr. T. V. Sandeep Kumar Reddy, promoter cum directors who will be subscribing to Equity shares in the preferential issue, none of the other promoters and directors or key management personnel of the Company intends to apply /subscribe to any of the Equity Shares.

(iii) The shareholding pattern of the issuer before and after the preferential issue:

Sr No	Category	Pre-Issue as of 12th June 2015		Preferential Offer	Post-Issue	
		Number of Shares	% of Share Holding		Number of Shares	% of Share Holding
A	Promoters and Promoters Group Holding					
1	Indian					
	Individual / HUF	15211536	50.32	1624006	16835542	47.42
	Sub Total A(1) :	15211536	50.32	1624006	16835542	47.42
2	Foreign Promoters	--	--	--	--	--
	Sub Total A(2) :	--	--	--	--	--
	Total A= A(1) + A (2) :	15211536	50.32	1624006	16835542	47.42
B	Non Promoters Shareholding					
1	INSTITUTIONS	--	--	--	--	--
	Mutual Funds / UTI	520889	1.72	--	520889	1.47
	Financial Institutions / Banks	760	0.00	--	760	0.00
	Insurance Companies	1243359	4.11	--	1243359	3.50
	Foreign Institutional Investors	9223434	30.51	3654000	12877434	36.27
	Sub Total B(1):	10988442	36.35	3654000	14642442	41.24
2	NON - INSTITUTIONS					
	Bodies Corporate	955646	3.16	--	955646	2.69
	Indian Public	2716072	8.99	--	2716072	7.65
	Directors And Their Relatives	225	0.00	--	225	0.00
	Non Resident Indians	355073	1.17	--	355073	1.00
	Sub Total B(2):	4027016	13.32	--	4027016	11.34
	Total B = B(1) + B (2) :	15015458	49.68	--	18669458	52.58
	Total (A + B) :	30226994	100.00	5278006	35505000	100.00
C	Shares Held by Custodians. against which Depository Receipts have been issued	--	--	--	--	--
	GRAND TOTAL (A + B + C) :	30226994	100	5278006	35505000	100.00

(iv) The time within which the preferential issue shall be completed:

The Company will issue and allot equity shares to Proposed Allottees and Promoters within the time limit specified under the SEBI (ICDR) Regulations or any longer time limit as may be permitted under the SEBI (ICDR) Regulations.

(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	
		No. of shares	%		No. of shares	%
1	Mr. T. V. Sandeep Kumar Reddy	4579544	15.15	826762	5406306	15.23
2	Mrs. T. Indira Subbarami Reddy	10630932	35.17	797244	11428176	32.19
3	GMO Emerging Markets Equity Fund, a sub fund of GMO Funds plc	--	--	3430000	3430000	09.66
4	GMO Emerging Markets Fund, a series of GMO Trust	--	--	224000	224000	00.63

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.

(vi) An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so:

The Company undertakes to re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

(vii) Certificate from Statutory Auditors:

A copy of the certificate from the Statutory Auditors/Practicing Chartered Accountant/Practicing Company Secretary, certifying that the proposed preferential issue of equity shares is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, shall be placed before the Extra Ordinary General Meeting.

(viii) Lock-in period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 78 and other applicable provisions of SEBI (ICDR) Regulations.

(ix) Pricing:

The price at which the Equity Shares proposed to be issued has been determined in accordance with Chapter VII of the SEBI (ICDR) Regulations, based on the higher of:

a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date;

or

b) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

(x) Relevant date with reference to which the price has been arrived at:

The "Relevant Date" in terms of Regulation 71(a) of the SEBI (ICDR) Regulations, 2009 for determination of minimum price is 10th June, 2015, being a date which is 30 (Thirty) days prior to the date Extra-Ordinary General Meeting, i.e. 10th July 2015.

The consent of the Shareholders is sought for the issue of equity shares in terms of Section 62(1) (c), Section 42 and other applicable provisions, if any, of the Act and in terms of the provisions of the SEBI (ICDR) Regulations and the listing agreements entered into by the Company with the stock exchanges BSE/NSE, where the Company's equity shares are listed.

Except Shri T. Indira Subbarami Reddy, Shri T.V. Sandeep Kumar Reddy and J. Brij Mohan Reddy, directors of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution as set out in the accompanying Notice pursuant to Section 110 of the Companies Act, 2013.

The Board recommends the above resolutions as set out in the notice for approval of the members by way of special resolutions.

INSTRUCTIONS FOR E-VOTING:

- To use the following URL for e-voting: i) From Karvy website : <http://evoting.karvy.com>
- Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut off date, may cast their vote electronically.
- 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.
- After entering the details appropriately, click on LOGIN.
- 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.
- 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.
- On the voting page, enter the number of shares as on the **cut off date (July 3, 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.
- Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- 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.
- Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- Corporate/Institutional Members (corporate /Fls/ Flls/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."
- The Portal will be open for voting from: 9 A.M. on July 7, 2015 (Tuesday) to 5 P.M. on July 9, 2015 (Thursday).**
- 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).