

**Date: January 12, 2012.**

**To ,  
The General Manager,  
The Department of Corporate Relationship,  
The Bombay Stock Exchange Limited.,  
25<sup>th</sup> Floor, Phiroz Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001**

**To,  
The Secretary,  
National Stock Exchange of India Ltd  
5<sup>th</sup> Floor, Exchange Plaza  
Plot No.C/1 , G Block  
Bandra Kurla Complex ,Bandra (East)  
Mumbai -400 051.**

Dear Sir/Madam,

**Sub: Furnishing of Copy of Proceedings at Extra- Ordinary General Meeting of the Company held on January 05, 2012 – Reg.,**

.....  
As per Clause 31(d) of the listing agreement, please find enclosed the Copy of the Proceedings at Extra -Ordinary General Meeting of the Members of the Company held on January 05, 2012.

Kindly acknowledge the receipt of this letter.

Thanking you,

Yours truly,  
**For GAYATRI PROJETS LIMITED**

  
**(CS I.V.LAKSHMI)**  
Company Secretary & Compliance officer

**PROCEEDINGS OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF GAYATRI PROJECTS LIMITED HELD ON THURSDAY THE 05<sup>TH</sup> DAY OF JANUARY, 2012 AT 4.30 P.M. AT SURANA UDYOG HALL, THE FEDERATION OF ANDHRA PRADESH CHAMBERS OF COMMERCE AND INDUSTRY, FEDERATION HOUSE, 11-6-841, RED HILLS, P.B.14, HYDERABAD – 500 004**

**DIRECTORS PRESENT:**

- |                            |          |
|----------------------------|----------|
| 1. Sri Ch. Hari Vittal Rao | Director |
| 2. Sri V.L. Moorthy        | Director |

- |                      |    |
|----------------------|----|
| 3. Members in person | 50 |
| 4. Members in proxy  | 06 |

**IN ATTENDANCE:**

1. Smt. I. V. Lakshmi – Company Secretary & Compliance Officer
2. Sri. P. Sreedhar Babu – Chief Finance Officer

With the permission of members present, Mr. Ch. Hari Vittal Rao, Director occupied the chair.

The Chairman welcomed the members to the Extra Ordinary General Meeting. After ascertaining that proper quorum as required under the Companies Act, 1956 was present, he called the meeting to order. With the permission of the members present the notice of Extra Ordinary General Meeting was taken up.

**SPECIAL BUSINESS**

**RESERVATION OF EQUITY SHARES FOR FCCB HOLDERS IN THE PROPOSED RIGHTS ISSUE OF THE COMPANY AND THAT THE ABOVE RESERVATION WILL BE OVER AND ABOVE TO THE ISSUE SIZE, TO THE EXTENT THAT THE CONVERSION OPTION OF FCCBS ARE NOT EXERCISED TILL THE RECORD DATE.**

Proposed by: SHUJATH ALIKHAN      Demat A/c No. IN301637 /41252082  
Seconded by: SURESH CHAND JAIN      Demat A/c No. '1205140000085968

**"RESOLVED THAT** subject to Section 81(1A) of the Companies Act, 1956, Regulation 53 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI Regulations**"), and other applicable statutory and/or regulatory requirements, and subject to such other approvals, permissions and sanctions as may be considered necessary and subject to the other applicable provision, if any, of the Companies Act, 1956, and subject to such conditions as may be prescribed by any of the authorities while granting such approvals/permission/sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include a committee thereof), the Company be and hereby accord its consent for

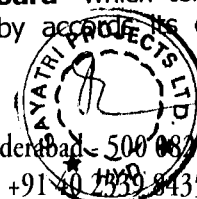


**Regd. & Corp. Office :**

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

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E-mail : gplhyd@gayatri.co.in      Web : www.gayatri.co.in



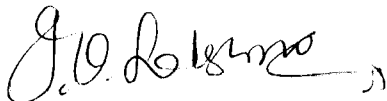
reservation of Equity Shares in the proposed rights issue of the Company as approved by the Board at its meeting held on 5<sup>th</sup> of December, 2011, ("**Rights Issue**"), for holders of outstanding foreign currency convertible bonds on the same terms on which the equity shares offered in the rights issue, at the time of the Rights Issue, and offering, issuing and allotting the attendant reserved equity shares of the Company to such holders of outstanding foreign currency convertible bonds, subject however to applicable statutory and/or regulatory requirement.

**RESOLVED FURTHER THAT** the above reservation of equity shares in the Rights Issue will be over and above to the issue size as mentioned in the offer documents in connection with the Rights Issue to the extent that FCCBs are not exercised till the record date and approved by the Board of Directors of the Company or a Committee thereof in their meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and to execute such documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

On being put to vote the resolution was passed unanimously.

**For GAYATRI PROJECTS LIMITED**



**(I.V. LAKSHMI)**

Company Secretary & Compliance Officer

Place: Hyderabad

Date: January 12, 2012