GAYATRI

Date: December 5, 2015.

To, **The General Manager,** **The Department of Corporate Relations,** **The Bombay Stock Exchange Limited,** **25th Floor, Phiroz Jeejeebhoy Towers,** **Dalal Street, Mumbai – 400 001.**	**To,** **The Secretary,** **National Stock Exchange of India Ltd,** **5th Floor, Exchange Plaza,** **Plot No.C/1, G Block,** **Bandra Kurla Complex, Bandra (East),** **Mumbai -400 051.**

Dear Sir/Madam,

Sub: Intimation as per the clause 30 (6) of the SEBI(Listing obligations and disclosure requirements) Regulations, 2015 -Reg.

Please find enclosed herewith the Postal Ballot Notice for below mentioned Items :

Item No.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%.

Item No. 2: Alteration/Substitution of Memorandum of Association

Item No. 3: Alteration/Substitution of Articles of Association

Kindly acknowledge the receipt of the same.

Thanking you,

Yours truly,
For GAYATRI PROJECTS LIMITED

(I.V.LAKSHMI)
Company Secretary & Compliance Officer

Gayatri Projects Limited, B1, 6-3-1090, TSR Towers
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CIN: L99999TG1989PLC057289

GAYATRI
GAYATRI PROJECTS LIMITED
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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

Dear Members,

Re: Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013 ("Act") read with the Rule 22 of Companies (Management and Administration) Rules, 2014 ("Rules"), that the resolutions appended below are 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 Companies (Management and Administration) Rules, 2014, notice is hereby given that the Company is seeking 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 are 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 thereunder in a fair and transparent manner

You are requested to carefully read the instructions printed in 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, 04.01.2016.

For Members opting for E-Voting:

In Compliance with Clause 35B of the listing Agreement 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 the instructions on e-voting printed in the Postal Ballot Form.

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 Companies (Management and Administration) Rules, 2014 on 06.01.2016. The results of said postal ballot along with the Scrutinizer's report will be hosted on the Company's website on 06.01.2016 and will be communicated to the Bombay Stock Exchange 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 RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT

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%.

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, 188 and other applicable provisions if any of the Companies Act 2013, read with Rules prescribed thereunder, (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 make Investments upto Rs. 50,00,00,000/- (Rupees Fifty Crores only) (including Syndication and Acquisition Expenses) for acquisition of 5,20,833 equity shares of M/s Gayatri Infra Ventures Limited (GIVL) @ Rs.883.25/- each, from its existing share holder M/s. AMP Capital Mauritius Limited, thereby making GIVL as 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."

2. ALTERATION/SUBSTITUTION OF MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution by means of postal ballot and e-voting:

"RESOLVED THAT pursuant to the provisions of Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company by a new set of Memorandum of Association;

RESOLVED FURTHER that any one of the Directors of the Company and/or Mrs. I. V. Lakshmi, Company Secretary be and are hereby jointly and severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

3. ALTERATION/SUBSTITUTION OF ARTICLES OF ASSOCIATION

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution by means of postal ballot and e-voting:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company by a new set of Articles of Association;

RESOLVED FURTHER that any one of the Directors of the Company and/or Mrs. I. V. Lakshmi, Company Secretary be and are hereby jointly and severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

By order of the Board of the Directors
For GAYATRI PROJECTS LIMITED

Date : 28th November, 2015
Place : Hyderabad

(CS I.V. Lakshmi)
Company Secretary and Compliance Officer

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013 ("Act") and Explanation about reasons for the passing of the special resolutions as required under Rule 22(1) of Companies (Management and Administration) Rules, 2014.

Item No.1:

M/s. AMP Capital Mauritius Limited (AMP Capital) has invested Rs.100.00 Crores in M/s. Gayatri Infra Ventures Limited (GIVL, subsidiary of the Company.) in the year 2008 at a price of Rs.1920/- per share. The company proposes to buy-out the AMP stake in GIVL as a first step in its plan to restructure and monetize its road asset portfolio. The buy-out will improve the restructuring flexibility by relaxing the restrictions currently imposed by share-holder agreement with AMP. As indicated by AMP, it is also in line with their current long-term objectives. As a result, GIVL will become wholly owned subsidiary of the Company.

It is proposed to acquire the stake of AMP Capital held in GIVL i.e. 520833 equity shares (constituting 29.41%) @ Rs.883.25/- each, as per the valuation report obtained from M/s. Raju Poojari and Associates, Practicing chartered accountants. The proposed acquisition falls within related party transactions and the same will be done at arm's length basis. The total purchase consideration will not exceed Rs.50.00 Crores (including Syndication and Acquisition Expenses) in one or more tranches. The consideration is likely to be in cash. GPL will strive to minimize net cash Outflow by attempting monetization of upto 2 Road BOT SPVs in the near-term.

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.50.00 Crs (Rupees Fifty Crores 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.

M/s. Gayatri Infra Ventures Limited is a subsidiary of M/s. Gayatri Projects Limited. Mr. T. V. Sandeep Kumar Reddy (DIN:00005573), Mrs. T. Indira Subbarami Reddy (DIN:00009906) and Mr.J. Brij Mohan Reddy (DIN: 00012927) as promoters/directors of M/s. Gayatri Projects Limited are interested in the resolution. There is no shareholding interest in the subsidiary company expect as promoter and Directors of M/s Gayatri Projects 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.

Item No. 2

The existing Memorandum of Association ("MoA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with the Companies Act, 2013 ("2013 Act"). With the enactment of 2013 Act, several clauses of MoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MoA, instead of amending it by alteration/incorporation of provisions of 2013 Act. In terms of Section 13 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. The entire set of proposed new Memorandum of Association is available in the website of the Company i.e. www.gayatri.co.in. Members can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

Item No. 3

The existing Articles of Association ("AoA") of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of AoA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AoA, instead of amending it by alteration/incorporation of provisions of 2013 Act. In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available in the website of the Company i.e. www.gayatri.co.in. The Members of the Company can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

By order of the Board of the Directors
For GAYATRI PROJECTS LIMITED

Date : 28th November, 2015
Place : Hyderabad

(CS I.V. Lakshmi)
Company Secretary and Compliance Officer

GAYATRI PROJECTS LIMITED

CIN : L99999TG1989PLC057289
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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)

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/Fls/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**.

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.