GAYATRI

Date: August 2, 2014

To ,
The General Manager,
The Department of Corporate Relationship,
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: Submission of 6 copies of notice of postal ballot forms pursuant to the clause 31 of the Listing Agreement -Reg.

With reference to the above subject, we are herewith forwarding the 6 (Six) copies of notice of postal ballot, pursuant to the clause 31 of the Listing Agreement .

This is for your kind information and dissemination please.

Thanking you,

Yours truly,
For GAYATRI PROJECTS LIMITED

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

Gayatri Projects Limited, B1, 6-3-1090, TSR Towers
Raj Bhavan Road, Somajiguda, Hyderabad 500 082
T +91 40 2331 0330/4284/4296
F +91 40 2339 8435
E gpllhyd@gayatri.co.in
www.gayatri.co.in
CIN: L99999AP1989PLC057289

GAYATRI

GAYATRI PROJECTS LIMITED

CIN : L99999TG1989PLC057289
Regd. & Corp. Office:
6-3-1090, B-1, T.S.R. Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082, A.P. 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

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, 30.08.2014.

For Members opting for E-Voting:

In Compliance with Clause 35B of the Equity Listing Agreement and provisions of Section 110 of the Companies Act, 2013 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 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 Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 on 01.09.2014. The results of said postal ballot along with the Scrutinizer's report will be hosted on the Company's website on 01.09.2014 and will be communicated to the BSE Ltd. and National Stock Exchange 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

ITEM NO. 1: RAISING OF FUNDS THROUGH ISSUE OF SECURITIES

"RESOLVED that pursuant to Section 62 and other applicable provisions of the Companies Act, 2013, and subject to (i) all applicable statutory and regulatory requirements, (including inter alia the relevant date on the basis of which price of the Securities or the resultant shares are determined being in compliance with applicable statutory and/or regulatory parameters), (ii) the relevant provisions of the Memorandum and Articles of Association of the Company, (iii) the listing agreements entered into by the Company with the stock exchanges where the Company's shares are listed, and, (iv) the necessary approval and/or consent of any statutory and/or regulatory authorities, and the conditions as may be prescribed by any of them while granting any such approval and/or consent, as may be agreed to by the Board of Directors of the Company, (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), the Company be and is hereby authorized to issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more domestic or international offering(s) with or without green shoe options, to eligible investors (whether or not such investors are members of the Company, or whether or not such investors are Indian or foreign, including, without limitation, financial institutions, commercial banks, mutual funds, foreign institutional investors, multilateral and bilateral development financial institutions, venture capital funds, foreign venture capital investors, insurance companies and other qualified institutional buyers as permitted by applicable statutes and regulations from time to time), whether by way of a public offering or by way of a private placement or preferential allotment or otherwise and whether by way of circulation of an offering circular or registration statement or prospectus or placement document or otherwise, securities including inter alia equity shares and/or instruments or securities convertible into equity shares of the Company such as foreign currency convertible bonds, global depository receipts and/or American depository receipts and/or convertible preference shares and/or convertible debentures or bonds (compulsorily and/or optionally, fully and/or partly), and/or non-convertible debentures with warrants and/or securities with or without detachable/non-detachable warrants and/or warrants with a right exercisable by the warrant holder to subscribe for equity shares, or by any one or more or a combination of the above or otherwise, up to an amount of Rs.300.00 Crores, (hereinafter referred to as **"Securities"**), to be denominated in Indian rupees or foreign currency, as the case may be, which, at the option of the Company or the holders of the Securities may be surrendered for the purpose of cancellation against receipt of corresponding number of underlying equity shares of the Company, as the case may be, and such issue and allotment to be made in one or more tranche or tranches, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

It being clarified that if the Company proposes to allot any securities pursuant to a qualified institutional placement, (a) of equity shares, then, the relevant date shall be the date on which the Board decides to open the said issue, and/or, (b) of convertible securities, then, the relevant date shall be the date on which the relevant allottees of the said convertible securities are eligible to apply for equity shares of the Company.

It being clarified that if the Company proposes to allot any securities pursuant to a qualified institutional placement of equity shares and/or of convertible securities, then, the relevant date shall be the date on which the Board decides to open the issue/s.

(a) **RESOLVED FURTHER** that, in case of any issuance of equity shares pursuant to a rights offering or a bonus offering, subject to Section 62 of the Companies Act, 2013, Regulations 53 and 93 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, other applicable statutory, regulatory and/or contractual requirements, and subject to such other approvals, permissions and sanctions as may be required from relevant statutory and/or regulatory authorities, the Company is hereby authorized to (i) reserve equity shares pursuant to such proposed rights offering or bonus offering, (**"Reserved Equity Shares"**), for holders of any outstanding debt instruments compulsorily convertible into equity shares of the Company, pro-rata to the

convertible portion thereof, on the same terms on which the equity shares are offered in the rights offering or the bonus offering, as the case may be, and, (ii) offer, issue and allot the Reserved Equity Shares to such holders of outstanding debt instruments compulsorily convertible into equity shares, subject however to applicable statutory, regulatory and/or contractual requirements.

(b) **RESOLVED FURTHER** that, without prejudice to the generality of the above, the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with offering, issuing and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

(i) offer, issue and allot the Securities or any/all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including inter alia, (a) terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/financial institutions/mutual funds or otherwise, (b) terms as are provided in domestic and/or international offerings of this nature, and, (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into equity shares, pricing, variation of the price or period of conversion, and/or finalizing the objects of the issue/s and the monitoring of the same;

(ii) the Company may offer a discount of not more than five per cent. on the price calculated for any Qualified Institutions Placement;

(iii) approve, finalise and execute any offer document, (including inter alia any draft offer document, offering circular, registration statement, prospectus or placement document), and to approve and finalise any term sheets in this regard;

(iv) approve, finalise and execute any number of powers of attorney,

(v) taking decision to open the issue, and in this regard, to decide the opening and closing date;

(vi) approve, finalise and execute agreements and documents, including lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and/or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s)/merchant banker(s), legal counsel, guarantor(s), depository(ies), custodian(s), stabilising agent(s), banker(s), advisor(s), registrar(s), paying and conversion agent(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other outgoings in connection therewith;

(vii) to provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, to amend or modify any of the above agreements powers or documents, as required;

(viii) seek any consents and approvals, including, inter alia, the consent from the Company's lenders, parties with whom the Company has entered into agreements with, and from concerned statutory and regulatory authorities;

(ix) file requisite documents with the SEBI, stock exchanges, the Government of India, the Reserve Bank of India, and any other statutory and/or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;

(x) seeking the listing of the Securities on any stock exchange/s, submitting the listing application to such stock exchange/s and taking all actions that may be necessary in connection with obtaining such listing approvals, (both in principle and final listing and trading approvals);

(xi) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) as required, subject to requisite approvals from Reserve Bank of India, if any, and the director/s and/or officer/s of the Company as authorized by the Board who shall be authorized to sign and execute the application form and other documents required for opening the said account/s, to operate the said account/s, and to give such instructions including closure thereof as may be required and deemed appropriate by the said signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company;

(xii) affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of anyone or more of the directors of the Company or anyone or more of the officers of the Company as may be authorized by the Board in accordance with the Articles of Association of the Company;

(xiii) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Securities and utilization of the issue proceeds;

(xiv) settle any issues, questions, difficulties or doubts that may arise;

(xv) approving the issue price, finalize the basis of allotment of the Securities on the basis of the bids/applications and over-subscription thereof as received, where applicable;

(xvi) acceptance and appropriation of the proceeds of the issue of the Securities; and

(xvii) further authorise any committee and/or director/s and/or officer/s of the Company to seek the aforementioned consents and approvals, and/or to execute and/or file the above documents and/or to carry out any/all of the aforesaid actions.

(c) **RESOLVED FURTHER** that, the allotment of Securities under any Qualified Institutions Placement shall only be to qualified institutional buyers within the meaning of Regulation 2(1)(zd) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, such Securities shall be fully paid–up and the allotment of such Securities shall be completed within 12 months from the date of this resolution or such other time as may be allowed by SEBI from time to time."

ITEM NO. 2: INCREASE IN AUTHORISED SHARE CAPITAL 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 Sections 61 and other applicable provisions, if any, of the Companies Act, 2013, and the Article 3 of the Article of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs. 40,00,00,000- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10 /- (Rupees Ten) each to Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crore) equity shares of Rs. 10/- (Rupees Ten) each by creation of additional 4,00,00,000 (Four Crore) equity shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respect with the existing equity shares.

RESOLVED FURTHER that Clause V in the Memorandum of Association of the Company be and is hereby altered by additions / deletions / modifications / substitutions as set out hereunder:

i. **Clause V** in the Memorandum of Association of the Company be and is hereby substituted as follows! The authorised Share Capital of the Company shall be Rs.80,00,00,000/- (Rupees Eighty crores only) divided into 8,00,00,000 (Eight Crore) Equity shares of Rs.10/- (Rupees Ten only) each with powers to increase, reduce, convert, sub-convert, sub divide and consolidate the same and with power to issue any of the shares in the Capital original or increased with or subject to preferential, special or qualified rights or conditions as regards dividends, repayment of capital or otherwise;

ii. In **Clause II** the words "Andhra Pradesh" be deleted and the same be substituted by "Telangana"; and

iii. Wherever the words/ number "the Companies Act, 1956" are occurring, the same be deleted and substituted by the words/ number "the Companies Act, 2013".

RESOLVED FURTHER that the Board of Directors of the Company, (including any Committee of the Board constituted or hereinafter constituted), be and are hereby severally authorized to do all such acts and things and execute and deliver such forms and documents, as may be necessary, including for the listing of the equity shares so issued, to the Securities and Exchange Board of India, the Registrar of Companies, the Reserve Bank of India, the BSE Limited, the National Stock Exchange of India Limited, National Securities Depository Limited, Central Depository Services Limited, authorised dealers or any other statutory and/or regulatory authority, and to do all other acts, deeds, things as may be required to give effect to the above resolution."

ITEM NO. 3: INCREASING FII / FPI INVESTMENT LIMITS IN THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Notification No. FEMA 45/ 2000 RB dated September 20, 2000, as issued by the Reserve Bank of India, as amended, the consolidated FDI Policy of the Government of India, as amended, and all other applicable statutory and/or regulatory requirements, and subject to all applicable approvals, permissions and sanctions and conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (to acquire and hold the equity shares on their own account and on behalf of each of their SEBI approved sub-accounts) ("**FIIs**") / Foreign Portfolio Investors ("**FPIs**") registered with the SEBI and eligible to acquire and hold equity shares of the Company up to the aggregate prescribed sectoral limits in connection with ownership of shares by persons resident outside India as applicable to the Company and that the Company may offer, issue and allot equity shares and/or other securities convertible, exchangeable or exercisable for equity shares of the Company to FIIs / FPIs subject to applicable statutory and/or regulatory requirements."

ITEM NO. 4: INCREASING THE BORROWING POWERS OF THE COMPANY AND CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "**the Board**" and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) for borrowing from time to time, as it may think fit, any sum or sums of money not exceeding **Rs.9000 Crores** (Rupees Nine Thousand Crores only) on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding **Rs. 9,000 Crores** (Rupees Nine Thousand Crores only), in aggregate or equivalent thereto in any foreign currency (including the monies already borrowed by the Company), on such security and on such terms and conditions as the Board may deem fit, by way of loans from, or issue of Bonds, Debentures or other Securities whether Convertible into Equity/Preference Shares and/or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as "**Securities**"), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not.

RESOLVED THAT pursuant to Section 180 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors, for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance Company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the debentures, loans, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities up to a sum not exceeding **Rs. 9,000 Crores** (Rupees Nine Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors or such Committee/ or person/(s) as authorised by the Board of Directors be and are hereby authorised to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders and the documentation in connection with securitising of receivables and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution."

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

Date: July 26, 2014
Place: Hyderabad

(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:

Given the Company's future growth plans, the Board of Directors of the Company, ("**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), considers it necessary to augment the long term resources of the Company by way of issuing securities to eligible investors, subject to an aggregate maximum limit of up to an amount of Rs. 300 crores, and further subject to the prevailing market conditions and other relevant considerations.

The Board intends to deploy the net proceeds from the issue of the above mentioned securities for funding any one or more of the following: (i) capital expenditure, (ii) general corporate purpose, (iii) strategic acquisitions, (iv) reduction/restructuring of debt, (v) consolidation of the ownership of our subsidiaries, and/or, (vi) investment in joint venture companies, subsidiaries etc., as may be permitted by applicable statutory and regulatory parameters from time to time.

The proposed resolutions will authorize the Board to offer, issue, and allot Securities, (including equity shares), and/or instruments or securities convertible into equity shares of the Company such as foreign currency convertible bonds, global depository receipts and/or American depository receipts and/or convertible preference shares and/or convertible debentures or bonds (compulsorily and/or optionally, fully and/or partly), and/or non-convertible debentures with warrants and/or securities with or without detachable/non-detachable warrants and/or warrants with a right exercisable by the warrant holder to subscribe for equity shares, in any combination as the Board deems fit.

Under the provisions of Section 62 of the Companies Act 2013, whenever at any time after the expiry of two years from the formation of a company or at any time after the expiry of one year from the allotment of shares in that company made for the first time after its formation, whichever is earlier, if it is proposed to increase the subscribed capital of the Company by allotment of further shares, such further shares may be offered to any persons, whether or not those persons are at the date of the offer holders of the equity shares of the Company, if a special resolution to that effect is passed by the Company in its general meeting.

The proposed resolutions would also permit the Company, in case of any issuance of equity shares pursuant to a rights offering or a bonus offering, to (i) reserve equity shares pursuant to such proposed rights offering or bonus offering, ("**Reserved Equity Shares**"), for holders of any outstanding debt instruments compulsorily convertible into equity shares of the Company, pro-rata to the convertible portion thereof, on the same terms on which the equity shares are offered in the rights offering or the bonus offering, as the case may be, and, (ii) offer, issue and allot the Reserved Equity Shares to such holders of outstanding debt instruments compulsorily convertible into equity shares, subject however to applicable statutory, regulatory and/or contractual requirements, as is required by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, and Section 62 of the Companies Act, 2013.

The Board recommends the resolution for approval of the members of the Company.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed resolution except to the extent of their shareholding in the Company.

Item No.2:

The authorised Share Capital of the Company needs to be increased from existing 40,00,00,000 (Rupees Forty Crores) to Rs. 80,00,00,000/- (Rupees Eighty Crores Only) by creation of additional 4,00,00,000 (Four Crore) equity shares of Rs. 10/- (Rupees Ten) each to accommodate the proposed raising of funds through issue of securities.

As required under Section 110 of the Companies Act, 2013, read with the Rule 22 of Companies (Management and Administration) Rules, 2014, the Board here by recommends the Increasing the Authorised Share Capital and accordingly modification of Clause V of the Memorandum of Association under Section 13 of the Companies Act, 2013 be confirmed and ratified by the shareholders by way of postal Ballot. Accordingly, the Notice of the proposed Special Resolution is being sent to the Shareholders for their consideration and approval by way of Postal Ballot.

Further, Clause II in the Memorandum of Association of the Company is proposed to be altered by substituting the State of Andhra Pradesh with the State of Telangana pursuant in light of the provisions of Section 3 of the Andhra Pradesh reorganization Act, 2014.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed resolution.

The Directors of your company recommend the passing of the Special Resolution for their approval.

Item No.3:

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and the Consolidated FDI Policy of the Government of India, Foreign Institutional Investors ("**FII/s**") /SEBI approved sub-account of FIIs/ Foreign Portfolio Investors ("**FPI/s**") can, in aggregate, hold upto 24% of paid-up equity capital of an Indian company. The aforesaid regulatory requirements further provide that the limit of 24% may be increased upto the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a Board resolution followed by passing of a special resolution to that effect by its general body, subject to prior intimation to the Reserve Bank of India. The FII Investment Limits in the Company were increased vide special resolution dated July 10, 2012. As on July 26, 2014; FII / FPI holding in the Company was 29.83% of the paid-up equity capital of the Company. Keeping in view the proposed raising of funds by the Company, the interest of the FIIs / FPIs in the shares of your Company and the inherent advantage thereof to the members at large, the Board of Director have, at their meeting held on July 26, 2014, decided to increase the limit of FIIs' holding from their current holding of 29.83% to the aggregate prescribed sectoral limits in connection with ownership of shares by persons resident outside India as applicable to the Company, subject to the requisite approval of the members. Hence, the proposed resolution.

The Resolution set out at Item No. 3 of the Notice will also enable the FIIs / FPIs to acquire shares of the Company through Stock Exchanges within the collective revised ceiling under the Portfolio Investment Scheme of the Reserve Bank of India and under the Foreign Direct Investment route.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed resolution.

Item No. 4:

The shareholders of the Company by way of Ordinary resolution had, in the Annual General Meeting held on 30.09.2011, increased the borrowing limits of the Company and authorised the Board of Directors to borrow funds, from time to time, for the business of the Company, up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs.7000 Crores and to create charge on properties of the Company to secure the repayments of the borrowings.

It is proposed to increase the said limits to Rs.9000.00 Crores. Pursuant to section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 approval of the shareholders by way of special resolution is required to authorize the Board of Directors to borrow moneys up to the said limits and create security in respect thereof.

Your directors recommend the resolution for your approval by way of special resolution.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed resolution.

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

Date: July 26, 2014
Place: Hyderabad

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