GAYATRI

Date: February 19, 2016.

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 with regard to invest in 9% Non-Convertible Cumulative Redeemable Preference shares issued by M/s. Gayatri Hi-Tech Hotels Limited in lieu of EPC receivables.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours truly,
For GAYATRI PROJECTS LIMITED

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

GAYATRI
GAYATRI PROJECTS LIMITED
Regd. & Corp. Office:
6-3-1090, B-1, T.S.R. Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082, T.G. India
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 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 thereunder 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 19.03.2016.

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 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 the Companies (Management and Administration) Rules, 2014 on 22.03.2016. The results of said postal ballot along with the Scrutinizer's report will be hosted on the Company's website on 22.03.2016 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

TO INVEST IN 9% NON-CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES ISSUED BY M/S. GAYATRI HI-TECH HOTELS LIMITED IN LIEU OF EPC RECEIVABLES.

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) and Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 invest in 9% Non-Convertible Cumulative Redeemable Preference Shares of Rs.10/- each at a premium of Rs.90/- per share, issued by M/s. Gayatri Hi-Tech Hotels Limited (GHHL), a related party as defined under section 2 (76) of the Companies Act, 2013, in lieu of Rs.235.00 Crores EPC amount outstanding from M/s. Gayatri Hi-Tech Hotels Limited".

"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 of Directors
For Gayatri Projects Limited

Date: 13th February, 2016
Place: Hyderabad

Sd/-
(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 the reasons for the passing of the special resolution as required under Rule 22(1) of the Companies (Management and Administration) Rules, 2014.

It is informed to the members that, Board of Directors of Gayatri Projects Limited (GPL) at its meeting held on 13th February, 2016 has accorded its consent to invest Rs.235.00 Crores in 9% Non-Convertible Cumulative Redeemable Preference Shares (**"NCRPS"**) of Rs.100/- each with a face value of Rs.10/- (Rupees Ten Only) at a premium of Rs.90/- (Rupees Ninety Only) per share being issued by M/s. Gayatri Hi-Tech Hotels Limited (GHHL). This investment will be settled by converting the receivables outstanding from GHHL in GPL accounts (under Other Non-Current Assets) and will not result in any new cash outlay from GPL. The receivable relates to an EPC contract executed by GPL to build "Park Hyatt – Hyderabad". The GHHL EPC contract had helped GPL gain significant mileage with clients – showcasing its ability to build high-end commercial buildings in addition to its core road, irrigation and industrial construction prowess.

The board has accorded its consent for aforesaid conversion, subject to the approval of members. Brief terms of the Non-convertible Cumulative Redeemable Preference Shares are given below:

S.No.	Particulars	Terms
1.	**Priority w.r.t. to Dividend or repayment of Capital**	NCRPS shall be entitled to receive dividend (if any declared by the Company) or repayment of capital in priority to any payment of dividend or repayment of capital to the holders of any other class of shares.
2.	**Payment of Dividend**	The Preferential Dividend shall be cumulative and dividend will be paid if there are sufficient profits for the distribution. The investor shall have right to receive the unpaid preferential dividend in the future financial years.
3.	**Conversion into Equity Shares.**	NCRPS are non-convertible.
4.	**Voting Rights**	The Investor(s) shall, by virtue of and in respect of its holding of NCRPS, have the right to receive notice of, attend, speak and vote at a general meeting of the Issuer Company if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the Investor(s), or for the winding-up of the Company, or for sanctioning the sale of a undertaking of the Company or for repayment or reduction of share capital. It is clarified that the Investor(s) will not be entitled to vote on any matter which does not abrogate, vary or modify any of the rights or privileges of the Investor(s).
5.	**Redemption with a premium of Rs.90/- per share**	A premium of Rs.90/- shall be paid by the issuer, at the time of redemption along with a cumulative dividend of 9% per share, if the same is not paid during the previous years due to lack of profits. NCRPS shall be redeemed upon completion of a period of 10 years from the date on which they are issued. The tenure of the NCRPS may exceed 10 years from the date of issue, but shall in no circumstances exceed 20 years from the date of issue. However, any variation (extension or reduction) in the tenure of the NCRPS will be subject to the mutual agreement of both Parties.
6.	**Variation of Rights**	At any time the rights can be varied with the consent of three fourth of the holders of same class.

All prescribed disclosures/particulars of the contracts/arrangements/transactions as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below for kind perusal of the members:

The Name of the related party	Gayatri Hi-Tech Hotels Limited.
Name of the director or key managerial personnel who are related and nature of the relationship	Mr. T. V. Sandeep Kumar Reddy, Mrs. T. Indira Subbarami Reddy and Mr. J. Brij Mohan Reddy directors are interested in the resolution as promoters and directors of M/s. Gayatri Hi-Tech Hotels Limited (GHHL).
The nature, Material terms, monetary value and particulars of the contract or arrangement	It is proposed to subscribe to the issue of 9% Non-Convertible Cumulative Redeemable Preference Shares (**"NCRPS"**) of Rs.10/- each (Rupees Ten Only) at a premium of Rs.90/- by GHHL by way of conversion of EPC receivables of Rs.235.00 Crores from GHHL. This is an arrangement to recover the dues from GHHL.
Other information: **The manner of determining the pricing and other commercial terms, both included as part of the contract and not considered as part of the contract**	The acquisition price of Rs.100/-per share is determined as per the valuation report (by DCF method) obtained from M/s. VAS & Co.., Practicing Chartered Accountants. The valuation is done as per the requirements of the Companies Act, 2013 and not as per the pre-agreed terms.

The valuation certificate obtained from M/s. VAS & Co.., Practicing Chartered Accountants, with regard to acquisition price of Rs.100/-per share, is available for inspection of members, at the Registered Office of the Company during the working hours till the cut off date for voting.

As per the provisions of sub-section (1) of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company needs to obtain approval of the Audit Committee, Board of Directors and Shareholders for all material related party transactions.

Since the proposed conversion of Rs.235.00 Crores of EPC Receivables from GHHL into 9% Non-Convertible Cumulative Redeemable Preference Shares (**"NCRPS"**) of Rs.100/- each issued by GHHL, will attract the provisions of the SEBI(LODR) Regulations 2015 with respect to material related party transactions, the approval of the unrelated shareholders by way of Special Resolution is required.

And as per 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 exceeding 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, whichever is higher.

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 is 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.235.00 Crores (Rupees Two Hundred and Thirty Five 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 unrelated shareholders.

The Shareholding interest of directors in M/s. Gayatri Hi-Tech Hotels Limited as per the provisions of Section 102 of the Companies Act, 2013:

Name	Percentage of holding (%)
T.V. Sandeep Kumar Reddy (DIN : 00005573)	22.31
T. Indira Subbarami Reddy (DIN : 00009906)	26.12

By Order of the Board of Directors
For Gayatri Projects Limited

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

Date: 13th February, 2016
Place: Hyderabad

GAYATRI PROJECTS LIMITED

CIN : L99999TG1989PLC057289
Regd. & Corp. Office : 6-3-1090, B-1, T.S.R. Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082, T.G. India
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E mail: cs@gayatri.co.in Web: www.gayatri.co.in

POSTAL BALLOT FORM

(Please read the instructions before filling the form)

Postal Ballot No. :

1. Name and Registered Address of the sole / first named Memer :

   PIN :

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 Invest in 9% Non-Convertible Cumulative Redeemable Preference shares issued by M/s. Gayatri Hi-Tech Hotels Limited in lieu of EPC receivables.			

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

EVEN (E- Voting Event 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 the 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 voting 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 born 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 (v) 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 the 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 19.03.2016. For this purpose, a self-addressed postage prepaid envelope is enclosed herewith. Please note that any response received from the Members after Saturday, 19th March, 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 12.02.2016.

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 electronic 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 **February 19, 2016 at 9.00 a.m. to March 19, 2016 at till 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. The 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, the system will prompt to select the 'Event' i.e. '**Gayatri Projects Limited**'.

viii. If you had logged on to "https://evoting.karvy.com" and cast 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 Portfolio 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 of members receiving Postal Ballot Form by Post:**

a. The 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.