GAYATRI

GAYATRI PROJECTS LIMITED

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

POSTAL BALLOT FORM

(Please read the instructions before filling this form)

Sr. No.

1. Name of Shareholder(s) (including joint holders, if any) (in block letters) :
2. Registered Address of the Sole/ First named Member(s) :
3. Registered Folio No./ DPID No.*/ Client ID No.* (*applicable to investors holding shares in dematerialised form) :
4. No. of Equity Shares held :
5. 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.

Item No	Description	No. of Equity shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1	Special Resolution pursuant to Section 372A of the Companies Act, 1956 authorizing the Board of Directors of the Company to issue corporate guarantee U/s. 372A of the Companies Act, 1956 on behalf of M/s Gayatri Hi-Tech Hotels Limited.			
2	Special Resolution pursuant to Section 372A of the Companies Act, 1956 authorizing the Board of Directors of the Company to issue corporate guarantee U/s. 372A of the Companies Act, 1956 on behalf of M/s. Indore Dewas Tollways Limited.			

Place:

Date:

Signature of the Member
(Refer Instruction No. 4 overleaf)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User Id	Password/PIN
1005		

Note: Please read the instructions printed over leaf carefully before exercising your vote.

INSTRUCTIONS

1. In terms of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules,2011, 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.
2. 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 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.
3. 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.
4. 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.
5. 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.
6. 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 Monday 29 July, 2013. For this purpose, a self-addressed postage pre-paid envelope is enclosed herewith. Please note that any response received from the Members after Monday 29 July, 2013 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.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on 21.06.2013
8. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
9. The self-addressed envelope bears the address of the Scrutinizer appointed on the authority of the Board of Directors of the Company.

INSTRUCTIONS FOR E- VOTING:

(1) **The procedure and instructions for e-voting 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. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • 1005 followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iii) Please contact our toll free No. **1-800-3454-001** for any further clarifications.

iv) Members can cast their vote online from 27th June, 2013 @ 9.00 AM to 29th July, 2013 @ 5.00 PM.

v) After entering these details appropriately, click on "LOGIN".

vi) Members holding shares in Demat/Physical form 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. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform.** 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.

vii) You need to login again with the new credentials.

viii) On successful login, system will prompt to select the 'Event' i.e., **Gayatri Projects Limited'.**

ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and cast your vote earlier for any company, then your exiting login id and password are to be used.

x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST' 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.

xi) 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.

xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xiii) Corporate/Institutional Members (corporate /FIs/FIIs/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_1005".

xiv) Kindly note that members can opt only one mode of voting i.e. either by Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting done through e-voting shall prevail and voting done by Postal Ballot Form shall be treated as invalid.

(2) **In case of members receiving the Postal Ballot Form by post:**

a. The initial Password is provided in the table given in Postal Ballot Form.

b. Please follow all the steps from (i) to (xiv) above to cast your vote.

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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

POSTAL BALLOT NOTICE

(Notice pursuant to section 192A of the Companies Act, 1956)

Dear Shareholder(s),

Notice is hereby given, to the Members of Gayatri Projects Limited for passing the following resolution through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof for the time being in force).

In accordance with Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the consent of the shareholders is sought by way of postal Ballot. Accordingly, draft resolutions for the aforesaid purposes and the explanatory statement with reference thereto are enclosed along with a Postal Ballot Form for your consideration and doing the needful. The Company has appointed Mr. Y. Koteswara Rao, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot process.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form (no other Form or photocopy thereof is permitted), duly completed, in the attached postage prepaid-self-addressed envelope, so as to reach the scrutinizer at the address given on the self-addressed envelope, not later than close of working hours of **29th day, of July, 2013.**

The Company is pleased to offer e-voting facility as an alternate, for its Members. The procedure for e-voting is given after the Explanatory Statement below.

The Scrutinizer will submit his report addressed to the chairman of the company, after completion of the scrutiny in a fair and transparent manner. The result of postal ballot will be announced by the chairman / Vice Chairman / Managing Director on **30th day, of July, 2013** and will also be published in Newspapers.

Members may please note that a resolution will be deemed to have been passed as special resolution if the votes cast in favour are at least three times than the votes cast against and in case of ordinary resolution the votes cast in favour should be more than the votes cast against and would be deemed to have been passed at the Extra-ordinary General Meeting referred to above.

SPECIAL BUSINESS:

1. AUTHORISATION TO THE BOARD OF DIRECTORS TO ISSUE/PROVIDE CORPORATE GUARANTEE TO M/S. GAYATRI HI-TECH HOTELS LIMITED U/S. 372A OF THE COMPANIES ACT, 1956

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 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval/ consent/ratification of such appropriate authorities including that of the Central Government and the Reserve Bank of India, where necessary, the consent of the Company in the form of ratification be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to extend Corporate Guarantee to M/s. Gayatri Hi-Tech Hotels Limited upto Rs.170 Crores (Rupees One Hundred and Seventy Crores only). "

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining any approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

2. AUTHORISATION TO THE BOARD OF DIRECTORS TO ISSUE/PROVIDE CORPORATE GUARANTEE TO M/S. INDORE DEWAS TOLLWAYS LIMITED U/S. 372A OF THE COMPANIES ACT, 1956

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 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval/ consent/ratification of such appropriate authorities including that of the Central Government and the Reserve Bank of India, where necessary, the consent of the Company in the form of ratification be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to extend Corporate Guarantee to M/s. Indore Dewas Tollways Limited upto Rs.18 Crores (Rupees Eighteen Crores only) ".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining any approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

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

Place: Hyderabad
Date: 28.05.2013

Sd/-
I.V. LAKSHMI
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No1 & 2:

As per the provisions of Section 372A of the Companies Act, 1956, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of –

i) Sixty per cent of the aggregate of the paid up capital and free reserves or,

ii) Hundred percent of its free reserves, whichever is more, if Special Resolution is passed by the shareholders of the Company.

Since the limits mentioned in the resolution are in excess of above prescribed limits, approval of the Shareholders by means of Special Resolution through Postal Ballot is required. This permission is sought pursuant to the provisions of Section 372A read with Section 192A and 292 of the Companies Act, 1956 to give powers to the Board of Directors for making further investments, loans, guarantees and providing securities.

The Guarantee is made/ proposed to be made out of surplus funds internal accruals/ borrowed funds, the objective of which is optimum utilization of funds of the Company and also to achieve long term strategic and business objectives. The Guarantee will be made on terms and conditions most beneficial to the Company/ at prevailing market rates.

M/s. Gayatri Hi-Tech Hotels Limited is a group company and running a five star deluxe hotel, To meet its long term and short term commitments, M/s. Gayatri Hi-Tech Hotels Limited has obtained a credit facilities from IDBI Bank Ltd on the terms and conditions that a corporate guarantee be executed in favour of IDBI Bank Ltd from Gayatri Projects Limited, as a group company your company is required to provide corporate guarantee.

M/s. Indore Dewas Tollways Limited is a group company has obtained a loan from India Infrastructure Finance Company Limited on terms and conditions that a corporate guarantee be executed in favour of India Infrastructure Finance Company Limited from Gayatri Projects Limited, as a group company your company is required to provide corporate guarantee.

Hence these resolutions proposed authorizing the Board of Directors by seeking the approval of the members of the company through postal ballot.

Section 372A of the Companies Act, 1956 allows the company to issue such a corporate guarantee/provide bank guarantee subject to the same being ratified in a general meeting/by way of postal ballot in case of a Listed Company within 12 months after passing of the board resolution authorizing to give such guarantees. Accordingly the guarantees have been placed for ratification of the members.

The Directors are satisfied that it would be in the interest of the Company and its shareholders and accordingly recommend the Resolutions for your approval by exercising your votes through a Postal Ballot.

None of the Directors of the company are concerned or interested in the proposed resolution no.1 in any manner except Mrs. T. Indira Subbarami Reddy, Mr. T.V. Sandeep Kumar Reddy, and Mr. Brij Mohan Reddy, Directors of the Company, as they are on the Board of M/s. Gayatri Hi-Tech Hotels Limited.

None of the Directors of the company are concerned or interested in the proposed resolution no.2 in any manner except Mr. T.V. Sandeep Kumar Reddy, and Mr. Brij Mohan Reddy, Directors of the Company, as they are on the Board of M/s. Indore Dewas Tollways Limited.

The consent of the shareholders to the above Resolution is required to be obtained by means of the Postal Ballot in accordance with the Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution through Postal Ballot) Rules, 2011.

Your Directors recommend the resolution for your approval as a Special Resolution.

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

Place: Hyderabad
Date: 28.05.2013

Sd/-
I.V. LAKSHMI
Company Secretary & Compliance Officer