

Date: 05th September, 2019

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.
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Dear Sir/Madam,

Sub: Notice of the 30th Annual General Meeting of the Company – Reg.,

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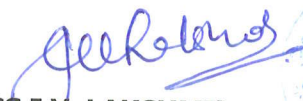
In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of notice of the 30th Annual General Meeting of the Company to be held on Monday, the 30th September, 2019 at 03.00 P.M at KLN Prasad Auditorium, The Federation of Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500004.


This is for your information and records.

Thanking you,

Yours truly,

For GAYATRI PROJECTS LIMITED


(CS I.V. LAKSHMI)
Company Secretary and Compliance Officer
Membership No.17607.



NOTICE

NOTICE is hereby given that the 30th ANNUAL GENERAL MEETING of M/s. Gayatri Projects Limited will be held at KLN Prasad Auditorium, The Federation of Telangana Chambers of Commerce Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500004, on Monday the 30th September 2019 at 3.00 p.m to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
- To appoint a Director in place of Smt. T. Indra Reddy, who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- Ordinary Resolution for ratification of remuneration payable to M/s. N.S.V. KRISHNA RAO & CO., appointed as Cost Auditors of the Company for the F.Y 2019-20.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Record and Audit) Rules, 2014, **M/s. N.S.V. KRISHNA RAO & CO**, Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2019-20 for a remuneration of ₹1,15,000 (Rupees One Lakh Fifteen Thousand) per annum plus applicable service tax and out of pocket expenses that may be incurred be and is here by ratified.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- Re-appointment of Sri T. V. Sandeep Kumar Reddy as Managing Director of the Company w.e.f. 1st October 2019 till 30th September, 2024.**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Sri T.V.Sandeep Kumar Reddy, (DIN00005573), as Managing Director of the Company for a period of 5 (five) years with effect from 1st October 2019 up to period ended 30th September, 2024 on the terms and conditions as mentioned below:

The remuneration payable by way of salary and commission is as follows:

Name & Designation	Salary (₹ per month)	Commission
Sri T. V. Sandeep Kumar Reddy Managing Director	Salary: ₹44,00,000/- p.m (With an increment as may be decided by the Board)	In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.

Perquisites and allowances :

In addition to the salary, Sri T.V. Sandeep Kumar Reddy shall also be entitled to the perquisites and allowances like house rent allowance, rent free furnished accommodation, house maintenance allowance, gas, electricity, water and furnishing at residence, conveyance allowance, transport allowance, medical reimbursement, leave travel allowance, special allowance, use of company car for official purposes, telephone at residence, contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances in accordance with the rules of the Company not exceeding ₹15,00,000/- per annum (Rupees Fifteen Lakhs Only). The nature and break up of the perquisites and allowances will be determined in accordance with schemes/policies/ rules of the Company or may be decided by the Chairman of the Company or by the Board of Directors from time to time.

Other Terms and Conditions:

- a. Sri T.V.Sandeep Kumar Reddy, shall be vested with substantial powers of the management subject to the supervision, control and direction of the Board.
- b. As long as Sri T.V. Sandeep Kumar Reddy functions as Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
- c. Sri T.V.Sandeep Kumar Reddy shall not be liable to retire by rotation whilst he continues to hold office of Managing Director
- d. Sri T.V.Sandeep Kumar Reddy, shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.

However the company's contribution to Provident fund, Superannuation or Annuity fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, and gratuity payable and encashment of leave at the end of the tenure, as per the rules

of the Company, shall not be included in the computation of limits for the remuneration which includes salary.

The terms and conditions and payment of remuneration are within the limits specified herein may be altered and varied from time to time by the Board of Directors of the company/ Committee as it may, at its discretion deem fit. The Board is also entitled to revise the salary payable to the said Managing Director shall not exceed the limits specified under **Section 197 read with Schedule V of the Companies Act, 2013** (including any statutory modifications or re-enactment thereof for the time being in force) or any amendment made thereto.

MINIMUM REMUNERATION:

“RESOLVED FURTHER that in the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary to Sri T. V. Sandeep Kumar Reddy, shall not exceed the limits prescribed under the Companies Act, 2013 and rules made there under or any statutory modification or re-enactment thereof.”

5. Appointment of Ms.Gayathri Ramachandran as a Director and as an Independent Director.

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

“RESOLVED THAT Ms.Gayathri Ramachandran (holding DIN: 02872723) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6th August, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (The Act) and Article 116 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force)

and Regulation 17 of SEBI (LODR) Regulations, 2015 as amended from time to time, the appointment of Ms. Gayathri Ramachandran who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment, as an independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 6th August, 2019 upto 5th August 2024 be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

6. Appointment of Sri K. Jairaj as a Director and as an Independent Director.

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

“**RESOLVED THAT** Sri K. Jairaj, (holding DIN:01875126) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6th August, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (The Act) and Article 116 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (LODR) Regulations, 2015 as amended from time to time, the appointment of Sri K. Jairaj, who meets the criteria

for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment, as an independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 6th August, 2019 upto 5th August 2024 be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

7. Re-appointment of Sri CH. Hari Vithal Rao (holding DIN 00012970) as an Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 14th August, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Sri CH. Hari Vithal Rao, (DIN 00012970) whose current period of office is upto 28th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as

an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 29th September, 2019 up to 28th September, 2024.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be

and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

By order of the Board
For Gayatri Projects Limited

Sd/-
CS I.V. Lakshmi
Company Secretary &
Compliance Officer

Place: Hyderabad
Date: 14th August, 2019

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies, in order to be effective must be received at the company’s registered office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. Must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
2. The Register of Members and the Share Transfer Books of the Company will be closed from **23rd September, 2019 to 30th September, 2019** (both days inclusive).
3. Shareholders are requested to bring their copies of Annual Report to the Annual General Meeting.
4. A member desirous of seeking any information on the accounts or operations of the Company is requested to forward his / her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
5. Members, holding shares in physical form, are requested to notify immediately any changes in their address to the Registrar and Transfer Agents (RTA), M/s. Karvy Fintech Private Limited (Formerly Known as Karvy Computershare Pvt. Ltd) Karvy Selenium Tower No.B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad : 500 032. Phones: P: +91 040 67161591 Fax: 23420814. Members, holding shares in electronic form, are requested to notify any such changes to the concerned Depository Participant.
6. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member’s the facility to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Karvy Fintech Private Limited (“Karvy”).
7. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <http://evoting.karvy.com> during the e-voting period commences from **27th September, 2019 (9 a.m. IST) to 29th September, 2019 (5 p.m. IST)**.
8. Details regarding Appointment/ Re-appointment of Directors (in accordance with Regulation 36 of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations, 2015 and applicable Secretarial Standards):

Name of the Director	T. Indira Reddy	T.V. Sandeep Kumar Reddy	Gayathri Ramachandran	K.Jairaj	CH. Harivithal Rao
Director Identification No	00009906	00005573	02872723	01875126	00012970
Date of Birth	13.03.1951	23.11.1966	27.09.1948	25.05.1952	30.04.1939
Date of appointment	08.03.1996	15.09.1989	06.08.2019	06.08.2019	04.11.2005
Occupation	Industrialist	Industrialist	IAS (Retd.,)	IAS (Retd.,)	Banker (Retd.,)
Relationship between directors inter-se	Mother of T. V. Sandeep Kumar Reddy	Son of T. Indira Reddy	Nil	Nil	Nil
Nature of expertise in specific functional area	31 years of experience in the construction industry	30 years of experience in the construction industry	Power, Petroleum, Industries, Chemicals & Fertilizers and Civil Aviation	Infrastructure, Governance, Urban Development, Transport, Energy and Arbitration	50 years of experience as Banker
Last drawn remuneration	Nil	refer corporate governance report	Nil	Nil	Nil
Directorship in other Listed Entities	Gayatri Tissue and Papers Limited and Gayatri Sugars Limited	Gayatri Sugars Limited and Gayatri Bio-Organics Limited	KLG Capital Services Limited, JPT Securities Limited, Skil Infrastructure Limited and Pitti Engineering Limited	CESC LTD and CESC Ventures Limited	Nil
Shareholding in the Company	5,71,29,500 Shares	2,70,19,810 Shares	Nil	Nil	50 Shares

DIRECTORSHIP IN OTHER ENTITIES

T. Indira Reddy	Gayatri Tissue and Papers Limited, Gayatri Sugars Limited, Gayatri Energy ventures Private Limited, Gayatri Hi-Tech Hotels Limited, Sai Maatarini Tollways Limited, Gayatri Hotels and Theatres Pvt Ltd, Maheswari Hotels And Theatres Pvt Ltd, TSR Holdings Private Limited, Gayatri Fin-Holdings Private Limited, Indira Constructions Private Limited, Gayatri Leasefin Private Limited, T. Rajeev Reddy Real Estate Developers Private Limited, Gayatri Property Ventures Private Limited, Parameswari land holdings Pvt Ltd, Rajiv Realtors Private Limited, Indira Energy Holdings Private Limited, DLF Gayatri Home Developers Private Limited and Balaji Highways Holding Private Limited.
T.V. Sandeep Kumar Reddy	Gayatri Sugars Limited, Gayatri Bio-Organics Limited, Sembcorp Energy India Ltd, Gayatri Energy Ventures Private Limited, Indore Dewas Tollways Limited, Sai Maatarini Tollways Limited, Gayatri Hi-Tech Hotels Limited, HKR Roadways Limited, TSR Holdings Private Limited, Parameswari land Holdings Pvt Ltd, DLF Gayatri Home Developers Private Limited, Sembcorp Gayatri O&M Company Private Limited, Yamne Power Private Limited and Maheswari Township Private Ltd.
Gayathri Ramachandran	Pitti Engineering Limited, Skil Infrastructure Limited, JPT Securities Limited, KLG Capital Services Limited, Gujarat-Dwarka Port West Limited, Verona Capital Limited, Navi Mumbai Smart City Infrastructure Limited, Skil-Himachal Infrastructure And Tourism Limited, Karanja Logistics Private Limited and Tooquick Technologies Private Limited.
K.Jairaj	CESC Ltd, Sembcorp Energy India Limited, Adani Electricity Mumbai Limited Maharashtra, Maharashtra Eastern Grid Power Transmission Company Limited, Adani Transmission (India) Limited, Adani Transmission Limited, CESC Ventures Limited and NEO Foods Private Limited.
CH. Harivithal Rao	APR Constructions Limited, Gayatri Energy Ventures Pvt Ltd, Sai Maatarini Tollways Limited, Hyderabad Expressways Limited, Indore Dewas Tollways Limited, Cyberabad Expressways Limited, Gayatri Hi Tech Hotels Limited and Sreenivasa Associates (Project Works) Limited.

MEMBERSHIP IN COMMITTEES OF OTHER COMPANIES

T. Indira Reddy	<ul style="list-style-type: none"> Member of the Audit Committee and Nomination and Remuneration Committee in Gayatri Tissue and Papers Limited and Member of the Nomination and Remuneration Committee in Gayatri Sugars Limited.
T.V. Sandeep Kumar Reddy Gayathri Ramachandran	<ul style="list-style-type: none"> Member of the Audit Committee in Saimaatarini tollways limited, HKR Roadways Limited and Gayatri Energy Ventures Private Limited. Member of the Stakeholders Relationship Committee in Gayatri Sugars Limited and Gayatri Bio organics Limited. Member of the Corporate Social Responsibility Committee and Management Committee in Gayatri Sugars Limited.
Gayathri Ramachandran	<ul style="list-style-type: none"> Member of the Audit Committee in Skill Infrastructure Limited, JPT Securities Limited and KLG Capital Services Limited. Member of the Stakeholders Relationship Committee in Pitti Engineering Limited.

K. Jairaj	<ul style="list-style-type: none"> Member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee in Adani Transmission Limited and Sembcorp Energy India Limited.
CH. Harivithal Rao	<ul style="list-style-type: none"> Member of the Audit Committee in Gayatri Energy Ventures Private Limited, Saimaatarini Tollways Limited, Indore Dewas Tollways Limited, Hyderabad Expressways Limited, Cyberabad Expressways Limited and Gayatri Hi-Tech Hotels Limited.
CHAIRMANSHIP OF COMMITTEES OF OTHER COMPANIES	
T. Indira Reddy	Nil
T.V. Sandeep Kumar	Chairman of Stakeholders Relationship Committee Gayatri Bio Organics Limited
Gayathri Ramachandran	Nil
K. Jairaj	<ul style="list-style-type: none"> Chairman of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee in Adani Transmission Limited. Chairman of the Stakeholders Relationship Committee in Sembcorp Energy India Limited.
CH. Harivithal Rao	Chairman of the Audit Committee in Gayatri Energy Ventures Private Limited, Saimaatarini Tollways Limited and Indore Dewas Tollways Limited.

9. The Company has appointed, Sri Y. Koteswara Rao, Practicing Company Secretary, as a Scrutinizer(s) to scrutinize the e-voting and ballot process for Annual General Meeting in a fair and transparent manner.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING

- I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

The Company has appointed Sri Y. Koteswara Rao, Practicing Company Secretary as the Scrutinizer for conducting the e-voting and ballot process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on **24th September, 2019** being the Cut-off date for the purpose. The Shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-off date, may cast their vote electronically. A person who is not a shareholder on the Cut-off date should treat this Notice for information purposes only.

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'

- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email scrutinizer@gayatri.co.in with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format
- xiii. “Corporate Name Event No.”
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company / Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. **Voting at AGM:** the Members, who have not cast their vote through Remote e-voting, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.
- A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- OTHER INSTRUCTIONS**
- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Anandan K (Unit: M/s. Gayatri Projects Ltd) of M/s. Karvy Fintech Private Limited (Formerly Known as Karvy Computershare Pvt. Ltd), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on 27th September, 2019 (9 a.m. IST) to 29th September, 2019 (5 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th September, 2019 may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 24th September, 2019.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 24th September, 2019 he / she may obtain the User ID and Password in the manner as mentioned below :
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 Example for NSDL:
 MYEPWD <SPACE> IN12345612345678

 Example for CDSL:
 MYEPWD <SPACE> 1402345612345678

 Example for Physical:
 MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall Endeavour to send User ID and Password to those new Members whose mail ids are available.
- f. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently. Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.
- g. The Portal will remain open for voting from: 27th September, 2019 (9 a.m. IST) and ends on 29th September, 2019 (5 p.m. IST) (both days inclusive). The e-voting portal shall be disabled by Karvy thereafter.
- h. The Scrutinizer shall within a period not later than 3 (Three) days from the conclusion of the voting at the annual general meeting, first count the votes cast at the annual general meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (Three) days after the conclusion of the annual general meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- i. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.
- j. The results declared along with the Scrutinizer's Report(s) will be placed on the website of the Company www.gayatri.co.in and on Karvy's website (<https://evoting.karvy.com>) immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall be communicated to National Stock Exchange of India Limited and BSE Limited.

ANNEXURE TO NOTICE EXPLANATORY STATEMENT Pursuant to Section 102 of the Companies Act, 2013

Item No.3:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. N.S.V. KRISHNA RAO & CO, Cost Accountants, Hyderabad (Membership No. 17143) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors has to be subsequently ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in this item of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution. The Board of Directors recommends the resolution for Member's approval.

Item No.4

Sri T. V. Sandeep Kumar Reddy, aged about 51 years is associated with the company since its incorporation in the year 1989. Sri T.V. Sandeep Kumar Reddy has done Masters in Construction Engineering and Management from University of Michigan at Ann Arbor, USA and also holds a Bachelor Degree in Civil Engineering from Purdue University. He is looking after the day to day affairs of our company and is designated as Managing Director of our Company.

The remuneration committee and The Board of Directors at their meeting held on 14.08.2019, has approved re-appointment of Sri T. V. Sandeep Kumar Reddy as Managing Director of the Company for the period commencing from 1st October, 2019 to 30th September, 2024 subject to consent of the Members at the ensuing Annual General Meeting of the Members of the Company, on the terms and conditions and remuneration detailed in the resolution no.4 as proposed.

The Board recommends the above resolution for approval of the members by way of special resolution.

Except Sri T. V. Sandeep Kumar Reddy, Mrs. T. Indira Reddy and Sri J. Brij Mohan Reddy (as relatives) none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Item no.5:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Gayathri Ramachandran (holding DIN: 02872723) as Additional Director of the Company and also as Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from August 6, 2019 to August 5, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 116 of the Articles of Association of the Company, she shall hold office up to the date of this Annual General Meeting ("AGM") and eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director.

The Company has received declaration from Ms. Gayathri Ramachandran, to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed there under and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge the duties. In the opinion of the Board, Ms. Gayathri Ramachandran fulfill the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and she is independent of the management of the Company. The terms

and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The brief profile of the Ms. Gayathri Ramachandran is given below:

Ms. Gayathri Ramachandran, IAS (Retd.) holds a Bachelor's Degree in Economics (Hons.) from Delhi University, a Master's Degree in Economics from Delhi University, a Master's Degree in Development Economics from Williams College, Massachusetts, USA and a Master's Degree in Defence Studies from National Defence College. Belonging to 1972 batch of the Indian Administrative Service (IAS).

Ms. Ramachandran has held important positions in the Government of India in the Ministries of Power, Petroleum, Industries, Chemicals & Fertilizers and Civil Aviation. In a career spanning over 36 years, she had held top national and international positions and with the Government of India and the State Government of Andhra Pradesh.

Ms. Ramachandran was Special Chief Secretary to the Government of Andhra Pradesh and the Director General of The Environment Protection Training and Research Institute EPTRI A leading organization with an accredited Laboratory and known for its National and International programmes and World Bank and USEPA projects as well as Energia an organization dedicated to outreach of poor households across the globe.

Ms. Ramachandran works closely with The National Biodiversity Authority and She is Chairman of a subcommittee of the National Biodiversity Authority to draft the guidelines for the Implementation of the Act. She contributes regularly for the RITES Journal on environment, infrastructure, Global warming etc.

Ms. Ramachandran is also a resource person for the International Water Management Institute and associated with other World Bank Organizations EPAs etc.

Ms. Ramachandran is also associated with Arts and Crafts and works with craftsmen and weavers for their development, marketing etc.

She is currently Chairman of the Hyderabad wing of The Center for Cultural Relations and Training, CCRT an agency of the Government of India.

Ms. Ramachandran is on an advisory capacity with a number of Social and Cultural Organizations in Hyderabad.

The Board recommends the Resolutions at Item No. 5 of this Notice for approval of the Members. Except Ms. Gayathri Ramachandran in the Resolutions relating to her own appointment, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out in item no.5 of the Notice.

Item no. 6:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Sri K.Jairaj (holding DIN: 01875126) as Additional Director of the Company and also as Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from August 6, 2019 to August 5, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 116 of the Articles of Association of the Company, he shall hold office up to the date of this Annual General Meeting ("AGM") and eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director.

The Company has received declaration from Sri K.Jairaj, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed there under and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he has not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties. In the opinion of the Board Sri K.Jairaj fulfills the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as

Independent Director and he is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The brief profile of the Sri K.Jairajis given below:

A member of the 1976 batch of Indian Administrative Service (IAS), Sri K. Jairaj retired as Additional Chief Secretary, Government of Karnataka.

Sri K. Jairaj has held key appointments in the Infrastructure, Energy, Transport and Urban Development sectors including Principal Secretary, Energy Department and Chairman, BESCOM; Managing Director, Bangalore International Airport Ltd; Managing Director, Karnataka Power Corporation Ltd.; Managing Director Karnataka State Road Transport Corporation; Commissioner, Bangalore City Corporation (BBMP) for two terms; Commissioner for commercial Taxes and Principal Secretary to the Chief Minister.

With Sri N.R. Naryanamuthy as Chairman, Sri K. Jairaj helped to establish the Bangalore International Airport Limited (BIAL), India's first Greenfield Airport, on Public Private Partnership (PPP) basis. Sri Jairaj has served with World Bank, Washington DC., USA as Senior Public Sector Management Specialist.

Sri K. Jairaj's Academic background is in Economics, public Policy Management and Law. He has a B.A Hons Economics, Bangalore University; M.A. Economics, Delhi School of Economics; M.P.A Woodrow Wilson School of Public and International Affairs, Princeton University & MPA Kennedy School of Government, Harvard University. He has a LLB Degree from Bangalore University.

Sri K. Jairaj is active in the national management movement and served as president, All India Management Association (AIMA), the only IAS officer to have done so; past president Bangalore management association; currently on the Board of Governors, Indian Institute of Management, Kashipur. He was on the Board of Governors, IIM

Bangalore – (2000-04).

The Board recommends the Resolutions at Item No. 6 of this Notice for approval of the Members.

Except Sri K.Jairaj, in the Resolutions relating to his own appointment, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out in item no. 6 of the Notice.

Item no.7:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes there-appointment of Sri CH. Harivithal Rao (holding DIN 00012970) as Independent Director, for a second term of five years from 29th September, 2019 to 28th September, 2024, not liable to retire by rotation. Sri CH. Harivithal Rao was appointed as Independent Director at the 25th Annual General Meeting ("AGM") of the Company and holds office up to 28.09.2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Sri CH. Harivithal Rao would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management

of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

A brief profile of the Sri CH. Harivithal Rao to be re-appointed is given below:

Sri CH. Harivithal Rao(holding DIN 00012970) aged about 80 years, is a CAIB from Indian Institute of Bankers, and holds a Bachelors Degree in Arts from Andhra University. Ch. Hari Vithal Rao has over 50 years of experience as a banker and was employed with Bank of Baroda and Naandi Foundation in the past.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation

17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Sri CH. Harivithal Rao as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 7 of this Notice for approval of the Members.

Except Sri CH. Harivithal Rao none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 7 of the Notice.

By order of the Board
For Gayatri Projects Limited

Sd/-
CS I.V. Lakshmi
Company Secretary & Compliance Officer

Place: Hyderabad
Date: 14th August, 2019



GAYATRI

GAYATRI PROJECTS LIMITED

CIN: L99999TG1989PLC057289

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

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L99999TG1989PLC057289

Name of the company: Gayatri Projects Limited

Registered office: B-1, 6-3-1090, TSR Towers,Rajbhavan Road, Somajiguda,Hyderabad – 500 082.

Name of the member (s):

Email Id:

Registered address:

Folio No./ Client Id No.:

DP Id No.:

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name:

1. Name:

1. Name:

Address:

Address:

Address:

E-Mail Id:

E-Mail Id:

E-Mail Id:

Signature:

Signature:

Signature:

or failing him

or failing him

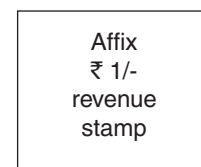
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual general meeting of the company, to be held on the Monday the 30th day of September, 2019 at 3.00 p.m. at KLN Prasad Auditorium, The Federation of Telangana Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500 004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Against	Against
1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.		
2. To appoint a Director in place of Smt. T. Indira Reddy, who retires by rotation, and being eligible, offers herself for re-appointment.		
3. Ordinary Resolution for ratification of remuneration payable to M/s. N.S.V. KRISHNA RAO & CO., appointed as Cost Auditors of the Company for the F.Y 2019-20.		
4. Re-appointment of Sri T. V. Sandeep Kumar Reddy as Managing Director.		
5. Appointment of Ms. Gayathri Ramachandran as a director and an Independent Director		
6. Appointment of Sri K.Jairaj as a director and as an Independent Director.		
7. Re-appointment of Sri CH. Harivithal Rao (holding DIN 00012970) as an Independent Director.		

Signed this..... day of..... 20....

Signature of shareholder:

Signature of Proxy holder(s):



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



GAYATRI PROJECTS LIMITED

CIN: L99999TG1989PLC057289

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

Attendance Slip

I hereby record my presence at the 30th ANNUAL GENERAL MEETING at KLN Prasad Auditorium, The Federation of Telangana Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad - 500 004. on 30th of September, 2019 at 3.00 p.m.

.....
Full Name of the Shareholder (in block letters)

.....
Signature

Folio Number/DP ID No. :

Client ID:

No.of Shares Held:

.....
Full Name of the Proxy (in block letters)
(To be filled if the Proxy attends instead of member(s))

.....
Signature

Note: Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting Hall. Please carry a copy of the Annual Report.

ROUTE MAP TO THE AGM VENUE

TSR Towers to FTAPCCI, Hyderabad, Telangana Drive 3.1 km, 12 min

