



Date: August 06, 2021

To The Secretary, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Maharashtra, India Scrip Code: <u>532767</u>	To The Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Maharashtra, India Scrip Code: <u>GAYAPROJ</u>
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Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Notice of Extraordinary General Meeting of Members

In furtherance to our communication dated August 05 and August 06, 2021 and pursuant to Regulation 29, 30 and 44 of the Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on Saturday, August 28, 2021 at 03:30 p.m. (IST) through Video Conferencing / Other Audio Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India ('MCA and SEBI Circulars'), to seek the approval of the members on the proposal of 'Issuance of equity shares of the Company on preferential basis' through Special Resolution.

In accordance with the relevant provisions of the Companies Act, 2013, MCA and SEBI Circulars and the Listing Regulations, the Notice of EGM dated August 05, 2021 together with explanatory statement thereto ('Notice') have been sent only by email to all the members who have registered their email addresses with the Company or depository(ies)/depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on Friday, July 30, 2021.

The members, whose email addresses are not registered, are requested to register the same by following the detailed procedure prescribed in the Notice.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The voting shall commence on Wednesday, August 25, 2021 at 9:00 A.M. (IST) and end on Friday, August 27, 2021 at 5.00 P.M. (IST). The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on Friday, August 20, 2021.

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM. The copy of the said Notice is being uploaded on the website of the Company at www.gayatri.co.in.



Regd. & Corp. Office :

Gayatri Projects Limited, B1, 6-3-1090, TSR Towers
Raj Bhavan Road, Somajiguda, Hyderabad 500 082. T.S
CIN: L99999TG1989PLC057289

T +91 40 2331 0330 / 4284 / 4296
F +91 40 2339 8435

E gplhyd@gayatri.co.in
www.gayatri.co.in



Continuous Sheet

This is for your information and records.

Yours faithfully

For Gayatri Projects Limited

Chetan Kumar Sharma

Chetan Kumar Sharma
Company Secretary &
Compliance Officer



Encl.: As Above



GAYATRI PROJECTS LIMITED

CIN: L99999TG1989PLC057289

Regd. & Corporate Office: 6-3-1090, TSR Towers, B-1, Rajbhavan Road Somajiguda,
Hyderabad, Telangana, 500082

Phone: +91 40-23310330 / 4296 / 4284, Fax: +91 40-23398435,

Email id: cs@gayatri.co.in Website: www.gayatri.co.in

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Gayatri Projects Limited ('the Company') will be held on Saturday, August 28, 2021 at 03:30 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business as Special Business:

Special Business:

Issuance of equity shares of the Company on preferential basis:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and others rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (hereinafter referred to as the 'Act'), in accordance with the provisions of the Memorandum and Articles of Association of Gayatri Projects Limited ('the Company'), the regulations issued by the Securities and Exchange Board of India ('SEBI'), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the 'Listing Regulations'), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations'), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("FEMA"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited, the National Stock Exchange of India Limited (collectively the 'Stock Exchanges'), any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India and subject to such other approvals, permissions, sanctions and consents, as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) by any regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and in terms of the Definitive Agreement executed amongst the Company, Interups Inc. USA and Promoters of Gayatri Projects Limited on August 05, 2021 (the 'Definitive Agreement'), the approval of the members be and is hereby accorded to the Company to create, offer, issue and allot up to 57,720,000 Equity Shares to Taaza International PTE Limited and 17,280,000 Equity Shares to Interups Inc. USA respectively, totaling to 75,000,000 (Seven Crores and Fifty Lakhs Only) Equity Shares for cash consideration on a preferential basis ("Preferential Issue") at a price of Rs. 45.00 (Rupees Forty Five) per equity share of the face value of Rs. 2 (Rupees Two) each fully paid up of the Company (i.e. including a premium of Rs. 43.00 per equity share) aggregating to ₹ 3,375,000,000 (Rupees Three Hundred and Thirty Seven Crores and Fifty Lakhs only), being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations.

Registered Office:

GAYATRI PROJECTS LIMITED
B1, 6-3-1090, TSRTowers, Somajiguda, Rajbhavan Road,
Hyderabad, Telangana – 500082 India

Place: Hyderabad

Date: August 05, 2021

RESOLVED FURTHER THAT the 57,720,000 and 17,280,000 Equity Shares of the Company being offered, issued and allotted to Taaza International PTE Limited and Interups Inc. respectively, by way of a preferential issue / allotment shall, inter-alia, be subject to the following:

i. The equity shares shall be issued and allotted by the Company to Taaza International PTE Limited and Interups Inc., in de materialized form within the time agreed in the Definitive Agreement and in any case not exceeding the time prescribed under the applicable laws;

ii. The equity shares to be offered, issued and allotted shall rank paripassu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights, if any;

iii. The "Relevant Date" for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Thursday, July 29, 2021 being 30 (Thirty) days prior to the date of this Extraordinary General Meeting;

iv. The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations;

v. The equity shares so offered, issued and allotted will be listed on BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be; and

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and variations, alterations, additions and/or deletions to the to settle all questions, difficulties or doubts that may limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to Taaza International PTE Limited and Interups Inc. USA effecting any modifications, changes, arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive for preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with equity shares the, making applications to the stock exchanges for obtaining in- principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

By Order of the Board
For Gayatri Projects Limited

Chetan Kumar Sharma
Company Secretary & Compliance Officer

NOTES:

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 (collectively referred to as 'MCA Circulars') has permitted the holding of the EGM through Video Conferencing ('VC') / Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the EGM of the Company is being held through Video Conferencing ('VC'). The deemed venue for the EGM shall be the Registered Office of the Company.

An Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 ("Act") read with the relevant rules made thereunder, setting out the material facts and reasons in respect of Item provided in the Notice of EGM ('Notice'), is annexed and forms part of this Notice.

The Company has appointed KFin Technologies Private Limited (KFIN), Registrar and Transfer Agent of the Company, to provide the VC facility for conducting the EGM and for voting through remote e-voting or through e-voting at the EGM. The procedure for participating in the meeting through VC/ OAVM is explained in this notes and is also available on the website of the Company at www.gayatri.co.in.

Since the EGM is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the EGM through e-voting facility.

Body corporates are entitled to appoint authorized representative(s) to attend the EGM through VC and to cast their votes through remote e-voting/ e-voting at the EGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail id to the Scrutinizer by email through its registered email address to scrutinizer@gayatri.co.in with a copy marked to einward.ris@kfintech.com (KFIN's id).

Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

In accordance with the MCA Circulars read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (the 'SEBI Circulars'):

Notice of the EGM is being sent to the Members, trustees of debenture holders and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company/ Depository Participants ('DPs')/ Depository/ KFIN. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form.

1. KFin Technologies Private Limited, ("KFin"), the Company's Registrar and Transfer Agent will provide the facility for voting through remote e-voting; for participating at the EGM through VC / OAVM and for e-voting during the EGM.
2. Generally, a Member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since the EGM is being held through VC / OAVM, physical attendance of Members is dispensed with and consequently, the facility for appointment of proxies is not applicable. Hence proxy forms and attendance slips are not annexed to this Notice.

DISPATCH OF EGM NOTICE, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF EGM NOTICE :

3. In accordance with the provisions of the MCA and SEBI circulars, the EGM Notice is being sent through email only to Members whose email IDs are registered with KFin; National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL).
4. The EGM Notice is available on the Company's website www.gayatri.co.in the website of KFin <https://evoting.kfintech.com> and also on those of the BSE Limited www.bseindia.com and the National Stock Exchange of India Limited www.nseindia.com.
5. Members who have still not registered their email IDs are requested to do so at the earliest.
 - Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant.
 - Members holding shares in physical mode are requested to register their email ID with the Company or KFin, for receiving the EGM Notice. Requests can be email or by logging into <https://ris.kfintech.com/client-services/mobileereg/mobileemailreg.aspx>.

We urge Members to support this Green Initiative effort of the Company and get their email ID registered.

PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:

6. Members will be able to attend the EGM through VC / OAVM or view the live webcast of the EGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's EGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the EGM Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
7. Members may join the EGM through laptops, smartphones, tablets or ipads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the EGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members will be required to grant access to the web-cam to enable two-way video conferencing.
8. Facility of joining the EGM through VC / OAVM shall open 30 minutes before the time scheduled for the EGM and shall be kept open throughout the EGM. Members will be able to participate in the EGM through VC / OAVM on a first-come-first-serve basis.

Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come first-serve basis.
9. Institutional Members are encouraged to participate at the EGM through VC / OAVM and vote thereat.
10. Members, holding shares as on the cut-off date i.e. 20.08.2021 and who would like to speak or express their views or ask questions during the EGM may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on "Speaker Registration" during the period from Tuesday August 24, 2021 (9:00 a.m. IST) upto Wednesday, August 25, 2021 (05.00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the EGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EGM.

Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window will close at 5.00 p.m. (IST) on Wednesday, August 25, 2021.

11. Members who need assistance before or during the EGM, relating to use of technology, can contact KFin at 1800 309 4001 or write to them at evoting@kfintech.com.

PROCEDURE FOR REMOTE E-VOTING AND VOTING DURING THE EGM:




12. Members are requested to attend and participate at the ensuing EGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during EGM.
13. The facility of e-voting during the EGM will be available to those Members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the EGM through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If a Member casts votes by both modes i.e. voting at EGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
14. In case of any query and / or assistance required, relating to attending the EGM through VC / OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'EGM VC / OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. K. Anandan , KFin at the email ID evoting@kfintech.com or call KFin's toll free No.: 1800 309 4001 for any further clarifications / technical assistance that may be required.
15. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is pleased to provide to Members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means through e-voting services arranged

by KFin. Members may cast their votes using an electronic voting system from a place other than the venue of the EGM ("remote e-voting").

16. The remote e-voting period commences on Wednesday, August 25, 2021 . (9:00 a.m. IST) and ends on Friday, August 27, 2021. (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, August 20, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
17. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
18. Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.
19. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP").
20. Individual Members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP") i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.
21. The process and manner for remote e-voting and joining and voting at the EGM are explained below:
- Step 1 : Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
- Step 2 : Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

Details on Step 1 are mentioned below:

I) Login for remote e-voting for Individual Members holding equity shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p>Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> 1. Visit the e-services website of NSDL https://eservices.nsd.com either on a personal computer or on a mobile. 2. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. 3. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. 4. Click on company name i.e. 'Gayatri Projects Limited' or e-voting service provider i.e. KFin. 5. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the EGM. <p>Those not registered under IDeAS:</p> <ol style="list-style-type: none"> 1. Visit https://eservices.nsd.com for registering. 2. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-voting website of NSDL https://www.evoting.nsd.com/. 4. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. 5. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. 6. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. 7. Click on company name i.e. Gayatri Projects Limited or e-voting service provider name i.e. KFin after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the EGM. 8. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Members holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/Easiest”) facility:</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ii. Click on New System Myeasi. iii. Login to MyEasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistrationfor for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> i. Visit www.cdslindia.com ii. Provide demat Account Number and PAN iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Gayatri Projects Limited’ or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
<p>Individual Members login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against Gayatri Projects Limited or KFin. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:

Login type

Securities held with NSDL

Securities held with CDSL

Helpdesk details

Please contact NSDL helpdesk by sending a request at evoting@nsl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-voting for Members other than Individual’s Members holding shares in demat mode and Members holding shares in physical mode.

(A) Members whose email IDs are registered with the Company / Depository Participants(s), will receive an email from KFin which will include details of e-voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.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 a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the 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 the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly

recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.

- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the “EVEN” i.e., ‘Gayatri Projects Limited’- EGM” and click on “Submit”
- 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, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a 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 account.
- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their 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 a Member has voted on the resolution (s), they will not be allowed to modify their

vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(B) Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently the EGM Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address, thereby not being in receipt of the EGM Notice and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobileemailreg/mobileemailreg.aspx>.
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the EGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com.
- iii. Alternatively, Members may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, Notice of EGM and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-voting during the meeting.

- i. Members will be able to attend the EGM through VC / OAVM platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFin.
- ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.
- iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.

Other Instructions:

- I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
- II. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 20.08.2021.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date i.e. 20.08.2021 may obtain the User ID and Password in the manner as mentioned below:
 - a. 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 +91 9212993399
Example for NSDL: MYEPWD<SPACE> IN12345612345678
Example for CDSL: MYEPWD<SPACE> 1402345612345678
Example for Physical: MYEPWD<SPACE> XXX1234567890
 - b. If email ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Members may call KFin toll free number 1800 309 4001.
 - d. Members may send an email request to: evoting@kfintech.com. If the Member is already registered with the KFin e-voting platform then such Member can use

his / her existing User ID and password for casting the vote through remote e-voting.

- IV. The Board of Directors has appointed Mr. Y Koteswara Rao (ACS-3785; C.P. No. 7427), and failing him, Mr. Madhu Sudna Rao / Mr. Rajesh Kumar as the Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
- V. The procedure for e-voting during the EGM is same as the instructions mentioned above for remote e-voting since the EGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the EGM during the EGM. E-voting during the EGM is integrated with the VC/OAVM platform and no separate login is required for the same.
- VI. The results declared along with the Scrutinizer's report will be forwarded to BSE Limited and National Stock Exchange of India Limited; be displayed at the Registered Office of the Company and simultaneously uploaded on the Company's website viz. www.gayatri.co.in and that of KFin viz. <https://evoting.kfintech.com>.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM i.e. Saturday, August 28, 2021. Members seeking to inspect such documents can send an email to cs@gayatri.co.in

OTHER INFORMATION:

As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFIN for assistance in this regard.

Members who are holding shares in physical form are requested to address all correspondence concerning registration of transmissions, sub-division, consolidation of shares or any other share related matters and/ or change in address or updation thereof to KFIN. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.

Non-resident Indian shareholders are requested to inform about the following to the Company or KFIN or the concerned DP, as the case may be, immediately of:

- a. The change in the residential status on return to India for permanent settlement;
- b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.

Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the Provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form duly filled in to KFIN. The Nomination Form in the prescribed format is available on the website of the Company at www.gayatri.co.in. Members interested in obtaining a copy of the Nomination Form may write to the Company Secretary at the Company's registered office.

Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to KFIN. Members who are holding shares in physical form in identical names in more than one folio are requested to write to KFIN enclosing their share certificates to consolidate their holding into one folio.

Registered Office:

GAYATRI PROJECTS LIMITED
B1, 6-3-1090, TSRTowers, Somajiguda, Rajbhavan Road,
Hyderabad, Telangana – 500082 India

Place: Hyderabad

Date: August 05, 2021

By Order of the Board
For Gayatri Projects Limited

Chetan Kumar Sharma
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the "Act") and relevant regulations of SEBI ICDR regulation, 2018 the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice dated August 05, 2021:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of share holders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Taaza International PTE Limited and Interups Inc. USA pursuant to signing of definitive agreement.

The Company is working on long term strategic plan focused on reducing debt there by strengthening the balance sheet and improve its overall return metrics.

An equity infusion will strengthen the Company's balance sheet and reduce finance cost of the Company. In order to achieve the said objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the enhanced working capital requirements.

The Board, pursuant to its resolution dated August 05, 2021 has approved the proposed Preferential Issue to Taaza International PTE Limited and Interups Inc. USA at a price of ₹45 per Equity Share ("Issue Price"), and consequently, recommends the resolutions set out above to be passed by the Members through a special resolution, basis on which the price has been arrived at is given below at para V.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued there under, are set forth below:

i) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on August 05, 2021, subject to the approval of the Members and such other approvals as may be required, signed a definitive agreement with Interups Inc. USA and has approved the issuance of up to 75000000 Equity Shares at a price of ₹45 per Equity Share, aggregating to ₹ 3,375,000,000 (Rupees Three Hundred and Thirty Seven Crores and Fifty Lakhs only) to Taaza International PTE Limited (57720000 Equity Shares) and Interups Inc. USA (17280000 Equity Shares) for cash consideration, on a preferential basis.

ii) Kinds of securities offered and the price at which security is being offered

Up to 75000000 Equity Shares of the Company, at a price of ₹45 (including a premium of ₹43) per Equity Shares aggregating up ₹ 3,375,000,000 (Rupees Three Hundred and Thirty Seven Crores and Fifty Lakhs only), such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations as detailed in Para V below.

iii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company proposes to raise an amount aggregating up to ₹ 3,375,000,000 (Rupees Three Hundred and Thirty Seven Crores and Fifty Lakhs only) through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for repayment of borrowings of the Company and meeting future funding requirements and other general corporate purposes of the Company and its subsidiaries.

iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is July 29, 2021, being the date 30 days prior to the date of this Extra Ordinary General Meeting (EGM) i.e.28.08.2021.

v) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The equity shares of Company are listed and frequently traded on the BSE Limited and the National Stock Exchange of India Limited in accordance with SEBI (ICDR) Regulations. For the purpose of computation of the issue price per equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the preceding 2 (Two) weeks prior to the Relevant Date has been considered.

The Company has stressed assets as per Regulation 164A of the SEBI (ICDR) Regulations, 2018, as amended, therefore, pricing for the preferential issue of Equity Shares has been determined in accordance with the said regulation.

In terms of Regulation 164A (1) of the SEBI (ICDR) Regulations, In case of frequently traded shares, the price of the equity shares to be allotted pursuant to the preferential issue shall not be less than the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The floor price as computed under Regulation 164A of SEBI (ICDR) Regulations is Rs. 37.87 (Rupees Thirty Seven and Eighty Seven Paise). Accordingly, the price per equity share, to be issued, is fixed at Rs. 45.00 (Rupees Forty Five), being not less than the price computed under the aforesaid Regulation 164A.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 2 (Two) weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

As per Regulation 164A(2) SEBI (ICDR) Regulations, No allotment of equity shares shall be made unless the issuer company meets any two of the following criteria:

- (i) it has disclosed all defaults relating to the payment of interest, repayment of principal amount on loans from banks, financial institutions or other financial companies and listed or unlisted debt securities, and such payment default is continuing for at least 90 calendar days after the occurrence of such default;
- (ii) there is an inter-creditor agreement (ICA) in terms of Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019 dated June 7, 2019.
- (iii) the credit rating of the financial instruments, credit instruments or borrowings of the listed entity has been downgraded to "D".

The Company meets the aforesaid criteria as on date of this special resolution and allotment shall be made if the Company continues to meet the said criteria on date of allotment.

Further, the proposed Allottees confirm that they meet the criteria specified under regulation 164A(3) of the SEBI ICDR Regulations.

As per regulation 164A(5) of the SEBI ICDR Regulations, the proceeds of such preferential issue shall not be used for any repayment of loans taken from promoters/ promoter group/ group companies. The proposed use of proceeds has been disclosed in the explanatory statement sent for the purpose of the shareholder resolution.

vi) Shareholding pattern of the Company Pre and Post the issue: The Shareholding pattern giving the present position considering full allotment of shares issued on the preferential basis, as per the aforesaid resolution, is given below:

S. No.	Name of the Shareholder	Pre-issue (30.07.2021)		Preferential Issue	Post Issue	
A	Promoters and Promoter Group Holding					
1	Indian					
	Individual	77260607	41.27		77260607	29.47
	Bodies Corporate	-	-		-	-
	Others	-	-		-	-
	Sub-Total	77260607	41.27		77260607	29.47
2	Foreign				-	-
	Sub-Total (A)	77260607	41.27		77260607	29.47
B	Non- Promoters' Holding				-	-
1	Institutional investors	-	-		-	-
	Mutual Fund	-	-		-	-
	Venture Capital Funds	-	-		-	-
	Alternate Investment Funds	-	-		-	-
	Foreign Institutional Investors	11567064	6.18		11567064	4.41
	Foreign Portfolio Investor	23451641	12.53		23451641	8.94
	Financial Institutions / Banks	25	0.00		25	-
	Insurance Companies	-	-		-	-
	Sub-Total (B)(1)	35018730	18.71		35018730	13.35
2	Non-Institutional investors					
	Individual	49285870	26.33		49285870	18.80
	NBFCs registered with RBI	-	-		-	-
	Trusts	-	-		-	-
	Hindu Undivided Family	3907124	2.09		3907124	1.49
	Foreign Companies	-	-		-	-
	Non-Resident Indians (Non- Repatriable)	2300802	1.23		2300802	0.88
	Non-Resident Indians (Repatriable)	8695597	4.65		8695597	3.32
	Clearing Member	3243798	1.73		3243798	1.24
	Bodies Corporate	7478313	3.99	75000000	82478313	31.46
	IEPF	7844	0.00		7844	0.00
	Sub-Total (B)(2)	74919348	40.02		149911504	57.17
	Sub-Total (B)=	109938078	58.72		184938088	70.53
	(B)(1) + (B)(2)	-	-			
	Non Promoter - Non Public	-	-			
	Grand Total	187198685	100.00		262198685	100.00

vii) **Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company, intend to subscribe to any equity shares pursuant to this preferential issue.

viii) **Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:**

Name of the proposed allottee	Category	Present share pre-issue holding		Post issue share holding		Ultimate beneficial owners
		Pre-issue holding	% of total equity capital	Post holding issue	% of total equity capital	
Taaza International PTE Limited	Foreign Corporate Bodies	NIL	NIL	57,720,000	22.01%	**
Interups Inc. USA	Foreign Corporate Bodies	NIL	NIL	17,280,000	06.59%	Mr. Laxmi Prasad*

*There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 25% of shares or capital or profits of Interups Inc. USA., or exercises control through other means except as given below:

The governance and decision making with respect to the shares held by the shareholders of Interups Inc. USA. is controlled by Mr. Laxmi Prasad.

** Taaza International PTE Limited is a subsidiary of Taaza International Limited, which is listed on BSE Limited in India.

ix) The change in control, if any, in the Company that would occur consequent to the private placement

There will be no change in control in the Company consequent to the completion of the preferential allotment to the proposed Allottees.

x) Principal terms of assets charged as securities:

Not applicable.

xi) Undertaking:

- a. None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the SEBI (ICDR) Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- b. The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- c. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

xii) No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current financial year 2021-22.

xiii) Undertaking for recomputation of price:

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 2 (Two) weeks prior to the Relevant Date, it is not required to re-compute the price per equity shares to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

xiv) Auditors' Certificate:

The Statutory Auditor's certificate from M O S Associates, Chartered Accountants, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, will be made available for inspection at the meeting as well as the Registered & Corporate Office of the Company between 10:00 a.m. and 1:00 p.m., on all working days (excluding Saturdays and Sundays) up to the date

of the meeting.

xv) Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank paripassu with the existing equity shares of the Company in all respects, including dividend and voting rights.

xvi) Time frame within which the Preferential Issue shall be completed:

As required under Chapter V of the SEBI ICDR Regulations, the Equity Shares to be allotted to each of the Investors pursuant to the Preferential Issue shall be allotted by the Company within a period of 15 days from the date of passing of the Special Resolution at the extraordinary general meeting, provided that where the allotment of the proposed Equity Shares to any of the Investors is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

xvii) Valuation and justification for the allotment proposed to be made for consideration in cash:

Since, the shares of the Company are listed and frequently traded, Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.

xviii) Other Disclosures:

- a) Taaza International PTE Limited and Interups Inc., the proposed Allottees has confirmed that they have not sold any equity shares of the Company during the six months preceding the Relevant Date.
- b) The proposed preferential issue shall be exempt from open offer if the the votes cast by the shareholders in the 'public' category in favour of the proposal shall be more than the number of votes cast against it as per regulation 164A (4) of the SEBI (ICDR) Regulations, 2018, provided that the proposed Allottees(s) in the preferential issue that already hold specified securities shall not be included in the category of 'public' for this purpose.

The proposed allottees has confirmed that they does not hold any specified securities as on date.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out in the Notice, except to the extent of their Shareholding, if any, in the Company.

Registered Office:

GAYATRI PROJECTS LIMITED
B1, 6-3-1090, TSRTowers, Somajiguda, Rajbhavan Road,
Hyderabad, Telangana – 500082 India

Place: Hyderabad

Date: August 05, 2021

By Order of the Board
For Gayatri Projects Limited

Chetan Kumar Sharma
Company Secretary & Compliance Officer