

CORPORATE INFORMATION

Board of Directors:

Shri T.V. Sandeep Kumar Reddy	(DIN: 00005573)	Chairman & Managing Director
Smt. T. Indira Reddy	(DIN: 00009906)	Chairperson (upto 13.09.2025)
Shri Brij Mohan Reddy	(DIN: 00012927)	Executive Vice Chairman (upto 13.09.2025)
Shri Man Mohan Gupta	(DIN: 09181309)	Nominee Director (upto 06.03.2023)
Shri G. Sreeramakrishna	(DIN: 06921031)	Independent Director (upto 31.07.2023)
Shri Srihari Vennelaganti	(DIN: 01829513)	Independent Director (upto 12.10.2023)
Shri Ch. Hari Vithal Rao	(DIN: 00012970)	Independent Director (upto 12.11.2023)
Smt. Pamula Latha	(DIN: 08358726)	Independent Director
Shri C.V. Rayudu	(DIN: 03536579)	Independent Director (w.e.f 13.09.2025)
Shri P.V. Narayana Rao	(DIN: 07378105)	Independent Director (w.e.f 13.09.2025)
Shri Srinivas Iduri	(DIN: 05192362)	Independent Director (w.e.f 13.09.2025)
Smt. T. Sarita Reddy	(DIN: 00017122)	Executive Director (w.e.f 13.09.2025)

Chief Financial Officer:

Mr. P.Sreedhar Babu (upto 31.08.2022)
Mr. N. Seshagiri Rao (w.e.f 13.09.2025)

Company Secretary & Compliance Officer:

Mr. Chetan Kumar Sharma (upto 14.01.2023)
Mr. Shashank Jain (w.e.f 23.10.2025)

Statutory Auditors:

M O S & Associates LLP
501, Lahari Benz Apartments,
Somajiguda, Hyderabad – 500 082

Bankers:

Bank of Baroda
Bank of Maharashtra
Canara Bank
The Federal Bank Limited
IDBI Bank Limited
Indian Overseas Bank
Punjab National Bank
State Bank of India
Union Bank of India

Registered & Corporate Office:

B-1, T.S.R. Towers, 6-3-1090
Raj Bhavan Road, Somajiguda
Hyderabad – 500 082
CIN: L99999TG1989PLC057289
Tel: 040 – 23314284,
Fax: 040 – 23398435
Email: gplhyd@gayatri.co.in
Website: www.gayatri.co.in

Registrars & Transfer Agents:

KFin Technologies Limited
Selenium Tower B, Plot 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad - 500 032, Telangana
Email: einward.ris@kfintech.com
Website: <https://www.kfintech.com>
Toll free number - 1- 800-309-4001

COMPOSITION OF COMMITTEES OF THE BOARD

Name of the member	Designation	Category
Audit Committee:		
Shri C.V.Rayudu	Chairman	Independent Director
Shri P.V.Narayana Rao	Member	Independent Director
Shri Srinivas Iduri	Member	Independent Director
Shri T.V. Sandeep Kumar Reddy	Member	Chairman and Managing Director
Nomination & Remuneration Committee:		
Shri C.V.Rayudu	Chairman	Independent Director
Shri P.V.Narayana Rao	Member	Independent Director
Shri Srinivas Iduri	Member	Independent Director
Stakeholders' Relationship Committee:		
Shri Srinivas Iduri	Chairman	Independent Director
Shri T.V.Sandeep Kumar Reddy	Member	Chairman and Managing Director
Smt. T. Sarita Reddy	Member	Executive Director
Management Committee:		
Shri T.V.Sandeep Kumar Reddy	Chairman	Chairman and Managing Director
Smt. T. Sarita Reddy	Member	Executive Director
Shri C.V.Rayudu	Member	Independent Director
Issue & Allotment Committee		
Shri T.V.Sandeep Kumar Reddy	Chairman	Chairman and Managing Director
Smt. T. Sarita Reddy	Member	Executive Director
Shri C.V.Rayudu	Member	Independent Director
Investment Committee		
Shri T.V.Sandeep Kumar Reddy	Chairman	Chairman and Managing Director
Smt. T. Sarita Reddy	Member	Executive Director
Shri Srinivas Iduri	Member	Independent Director
Risk Management Committee:		
Shri T.V.Sandeep Kumar Reddy	Chairman	Chairman and Managing Director
Smt. T. Sarita Reddy	Member	Executive Director
Shri C.V.Rayudu	Member	Independent Director
Shri N. Seshagiri Rao	Member	Chief Financial Officer
Corporate Social Responsibility (CSR) Committee:		
Smt. T.Sarita Reddy	Chairman	Executive Director
Shri T.V.Sandeep Kumar Reddy	Member	Chairman and Managing Director
Shri C.V.Rayudu	Member	Independent Director
Internal Complaints Committee (Sexual Harassment):		
Smt. P. Latha	Presiding Officer	Independent Director
Smt. T. Sarita Reddy	Member	Executive Director
Shri C.V.Rayudu	Member	Independent Director

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of the Members of Gayatri Projects Limited (CIN L99999TG1989PLC057289) ("the Company") will be held on Wednesday, the 17th day of December 2025 at 3.00 p.m. IST through Video Conferencing ("**VC**")/ Other Audio - Visual Means ("**OAVM**") to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Auditors thereon and of the Board of Directors thereon.**

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

- "RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- "RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- 2. To appoint a Director in place of Mr. T.V.Sandeep Kumar Reddy (DIN: 00005573), who retires by rotation, and being eligible, offers himself for re-appointment.**

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

"RESOLVED THAT Mr. T.V.Sandeep Kumar Reddy (DIN: 00005573), who retires by rotation in terms of section 152(6) of the Companies Act 2013, and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company."

- 3. Appointment of Statutory Auditors**

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 sections 139, 142 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. Atmakuri & Co, Chartered Accountants (Firm Regn. No. 000268S) be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years i.e., from the conclusion of this 34th Annual General Meeting (AGM) till the conclusion of 39th AGM of the Company to be held in the year 2028 at such remuneration (exclusive of applicable taxes and reimbursement of out of pocket expenses) as may be decided by the Board of Directors from time to time in consultation with the Auditors."

SPECIAL BUSINESS:

- 4. Ratification of remuneration payable to M/s. N.S.V. KRISHNA RAO & CO., appointed as Cost Auditors of the Company**

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 2023-24 at a remuneration of ₹ 1,25,000 (Rupees one lakh twenty five thousand) per annum plus applicable service tax and out of pocket expenses that may be incurred be and is hereby 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.”

By order of the Board
for **GAYATRI PROJECTS LIMITED**

SHASHANK JAIN

Company Secretary & Compliance Officer

Place: Hyderabad

Date: 4th November, 2025

NOTES:

1. In continuation to the General Circular No. 14/2020 dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022 and General Circular No. 11/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023, General Circular No. 09/2024 dated 19.09.2024 and after due examination the Ministry of Corporate Affairs vide General Circular No. 03/2025 dated 22.09.2025 has allowed Companies to conduct their Annual General Meetings (AGM) through Video Conference (VC) or Other Audio Visual Means (OAVM) in accordance with the framework provided in the aforesaid Circulars, till further orders. All other requirements provided in the said Circulars remain unchanged.

The forthcoming Annual General Meeting (“e-AGM”) of the Company will thus be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Hence, Members can attend and participate in the ensuing e-AGM through VC/OAVM. The deemed venue of the Annual General Meeting shall be the Registered office of the Company i.e., B1, 6-3-1090, TSR Towers, Raj Bhavan Road, Somajiguda, Hyderabad-500 082, Telangana
2. The Company has enabled the Members to participate at the e-AGM through VC/OAVM. The Company has appointed KFin Technologies Limited (KFinTech), Registrars and Share Transfer Agent, to provide VC/OAVM facility for the e-AGM. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the e-AGM through VC/OAVM shall be allowed up to 1000 members on a first-come-first-served basis.
3. No restrictions on account of first-come-first-served entry into e-AGM in respect of large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc.
4. As per the provisions under the MCA Circulars, Members attending the e-AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. For receiving all communications from the Company electronically, members are requested to follow the below instructions:
 - a) Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address along with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by clicking on the link <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> Form ISR-1 and the supporting documents can be provided by any one of the following modes:
 - i) Through ‘In Person Verification’ (IPV), the authorised person of KFin shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials;
 - or
 - ii) Through hard copies which are self-attested, which can be shared to “KFIN Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda,

Serilingampally, Hyderabad,
Rangareddy, Telangana, India - 500
032;

or

- iii) Through electronic mode with e-sign by following the link -<https://ris.kfintech.com/client services/isc/default.aspx>

Detailed FAQs are available on KFin's weblink <https://ris.kfintech.com/faq.html>.

- b) Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the DEMAT account is being held for updating the email IDs and mobile number.
- c) Shareholders are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / KFin to enable servicing of notice, annual reports, other documents in electronic form.
- d) Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost.

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

- 6. In accordance with the provisions of the MCA and SEBI Circulars, the AGM Notice is being sent through email only to the Members whose email IDs are registered with KFinTech; National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL/CDSL).
- 7. The AGM Notice is available on the Company's website: www.gayatri.co.in, the website of KFinTech <https://evoting.kfintech.com> and also on the website of BSE Limited at www.bseindia.com

com and on, the website of the National Stock Exchange of India Limited at www.nseindia.com

- 8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the e-AGM.
- 9. The Company has provided the facility to the Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the e-AGM. The instructions for remote e-voting is given in the subsequent paragraphs. Such remote e-voting facility is in addition to the voting that will take place at the e-AGM being held through VC/OAVM. The instructions for e-voting at the e-AGM (Insta Poll) is given in the subsequent paragraphs.
- 10. Members joining the e-AGM through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the e-AGM may also join the e-AGM through VC/OAVM but shall not be entitled to cast their vote again.
- 11. The Company has appointed M/s. N.Madhavi & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and the Insta Poll process in a fair and transparent manner.
- 12. Since the AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the e-AGM and hence the Proxy Form, Attendance Slip and the Route Map are not annexed to this Notice.
- 13. Corporate Members intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email certified copy of the board/governing body resolution/authorisation etc., authorising their representatives to attend and vote on their behalf. The documents shall be emailed to - cs@gayatri.co.in and a copy marked to evoting@kfintech.com with the subject line Gayatri Projects Limited.
- 14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

15. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the e-AGM is annexed hereto. Special businesses which are considered to be unavoidable by the Board, are being transacted at the e-AGM. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to – cs@gayatri.co.in
16. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
17. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, KFin Technologies Limited (Unit: Gayatri Projects Limited), Selenium Tower B, 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.
18. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
19. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfer of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository, except in case of request received for transmission or transposition of securities. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
20. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore requested to submit the PAN to their Depository Participants (DPs) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent of the Company KFinTech.

Further, SEBI has mandated to update PAN and Bank particulars with the RTAs, to exercise enhanced due diligence to streamline and strengthen the procedures and processes with regard to handling and maintenance of records, transfer of securities and payment of dividend / interest / redemption by the RTAs, Issuer Companies and Bankers to Issue.

Accordingly, the shareholders whose ledger folios do not have or having incomplete details with regard to PAN and Bank particulars are requested to compulsorily furnish the details to the RTA for registration in the folio. As per the records with RTA, your folio needs to be updated with the PAN / complete Bank details so that the investments held by you will be fully protected with proper KYC compliance.
21. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be : -
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
22. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar & Share Transfer Agent KFinTech or the Secretarial Department of the Company at its registered

office or the same can be downloaded from the website of the Company at www.gayatri.co.in.

23. The Register of Directors, Register of Contracts and documents referred to in the accompanying notice will be available for inspection by the Members electronically. Members seeking to inspect such documents can send an email to cs@gayatri.co.in
24. In case of any queries, the Members may write to cs@gayatri.co.in to receive an email response.
25. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and SEBI circular issued in this regard, the Company is pleased to provide the facility of voting through electronic means (remote e-voting) to its members provided by KFinTech. Members of the Company can transact all the items of business with the facility of voting through electronic means.

Further, the facility of electronic voting system will also be made available during the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

26. The remote e-voting shall commence at 9:00 AM on 13th December, 2025 and will end at 5:00 PM on 16th December, 2025. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
27. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cutoff date i.e. 10th December, 2025.
28. 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 meeting.
29. Any person who becomes a member of the Company after dispatch of the notice of the meeting and holding shares as on the cut-off date

may obtain the user ID and password by sending request at evoting@kfintech.com.

30. **Members are requested to take note that, in compliance with the MCA Circulars, the Notice of the e-AGM is being sent to all the Members of the Company only in electronic mode to those members whose email address is registered with the Company/Depository Participant(s)/Registrar and Transfer agents. The requirements of sending physical copy of aforesaid documents has been dispensed with vide MCA Circulars. The aforesaid documents will also be available on the Company's website at www.gayatri.co.in under the section "INVESTORS", on the website of BSE Limited at www.bseindia.com, on the website of the National Stock Exchange of India Limited at www.nseindia.com and on the website of Company's Registrar and Share Transfer Agent, KFin Technologies Limited (KFinTech) at <https://evoting.kfintech.com>**

INSTRUCTIONS TO THE MEMBERS FOR ATTENDING THE E-AGM THROUGH VIDEO CONFERENCE :

1. **Attending e-AGM through Video Conference:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Limited or view the live webcast of the e-AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the EVENT for Company's e-AGM. Members may access the same at <https://emeetings.kfintech.com> and click on the "**video conference**" tab and access the shareholders/members login by using the remote e-voting credentials. The link for AGM will be available in shareholders/members login where the EVENT and the name of the Company can be selected.
2. Please note that the 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 notice.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed

- to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
 6. **AGM Questions prior to Meeting:** Shareholders who would like to express their views/ask questions may log into <https://emeetings.kfintech.com/> and click on "Post Your Questions" and post their queries/views/questions in the window provided by mentioning the name, DEMAT account number/folio number, email id, mobile number.

Please note that, members' questions will be answered only, the shareholders who continue to hold the shares as of the cut-off date BENPOS. The window shall remain active during the remote e-voting period.
 7. **Speaker Registration:** Log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the DEMAT account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence from '9:00 AM on 15th December, 2025 and will end at 5:00 PM on 16th December, 2025'.

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 shall remain active during the remote e-voting period.
 8. Members who need assistance before or during the e-AGM, relating to use of technology, can contact KFinTech at 1800 309 4001 or write to them at evoting@kfintech.com
 9. Facility of joining the e-AGM through VC / OAVM shall open 30 minutes before the time scheduled for the e-AGM and shall be kept open throughout the e-AGM.
 10. 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").
 11. 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. KFinTech, 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.
- INSTRUCTIONS FOR E-VOTING DURING THE E-AGM SESSION:**
1. The e-Voting "Thumb Sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairperson during the e-AGM proceedings. Shareholders shall click on the same to take them to the "Insta Poll" page.
 2. Members may click on the "Insta poll" icon to reach the resolution page and follow the instructions to vote on the resolution.
 3. Only those shareholders, who are present in the e-AGM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.
- REMOTE E-VOTING:**
1. The process and manner for remote e-voting and joining and voting at the e-AGM 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 KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in DEMAT mode.

Step 3: Access to join the e-AGM on KFinTech system and to participate and vote thereat.

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	For OTP based login you can click - https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing Internet-based DEMAT Account Statement (“IDeAS”) facility Users: 1. Visit the e-services website of NSDL https://eservices.nsdl.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 e-AGM.
	Those not registered under IDeAS: 1. Visit https://eservices.nsdl.com for registering. 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL https://www.evoting.nsdl.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 AGM. 8. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    

Type of Member	Login Method
Individual Members holding securities in DEMAT mode with CDSL	1. Existing user who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility: - Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com - Click on New System Myeasi. - Login to MyEasi option under quick login. - Login with the registered user ID and password. - Members will be able to view the e-voting Menu. - 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. 2. User not registered for Easi / Easiest - Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration for registering. - Proceed to complete registration using the DP ID, Client ID (BO ID), etc. - After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL - Visit www.cdslindia.com - Provide DEMAT Account Number and PAN. - System will authenticate user by sending OTP on registered mobile and email as recorded in the DEMAT Account. - 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. - Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their DEMAT accounts / Website of Depository Participant	- Members can also login using the login credentials of their DEMAT account through their DP registered with the Depositories for e-voting facility. - Once logged-in, Members will be able to view e-voting option. - 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. - Click on options available against Gayatri Projects Limited or KFin. - 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	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

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 securities in physical mode.

A. Members whose email IDs are registered with the Company / Depository Participants(s), will receive an email from KFinTech 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://evoting.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 KFinTech 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 "EVENT" i.e., 'Gayatri Projects Limited - AGM' 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.

x. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.

xi. A Member may then cast their vote by selecting an appropriate option and click on "Submit".

xii. 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 notice of AGM 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 Notice of AGM and e-voting instructions, may temporarily get their email address and mobile number submitted with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileemailreg/>

- 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 e-AGM 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 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 e-AGM and the e-voting instructions or at <https://kprism.kfintech.com/signup>.
- 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 e-AGM of the Company through VC/OAVM and e-voting during the meeting.

- i. Members will be able to attend the e-AGM through VC/OAVM platform provided by KFinTech. 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 / KFinTech.
- ii. After logging in, click on the Video Conference tab and select the EVENT 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 e-AGM.
- 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. 10th December, 2025.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of e-AGM and holding shares as of the cut-off date 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 92129 93399

 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](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 on the 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 KFinTech 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 have appointed M/s. N.Madhavi & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the e-AGM, in a fair and transparent manner.

- V. The procedure for e-voting during the e-AGM is same as the instructions mentioned above for remote e-voting since the e-AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the e-AGM. E-voting during the e-AGM 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 filed to display on the website of BSE Limited at www.bseindia.com, on the website of the National Stock Exchange of India Limited at www.nseindia.com; 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 KFinTech at <https://evoting.kfintech.com>.

• **GENERAL GUIDELINES FOR MEMBERS:**

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to ris@kfintech.com with the subject line "XXX Company Name XXX AGM YEAR".
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions ("FAQs") available at the download section of <https://evoting.kfintech.com> or contact 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special businesses mentioned in this Notice for the Annual General Meeting ("AGM") of the Members of the company:

Item No. 4

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 March 31, 2024. 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 2023-24.

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 as set out for Members' approval.

By order of the Board
for **GAYATRI PROJECTS LIMITED**

SHASHANK JAIN

Company Secretary & Compliance Officer

Place: Hyderabad

Date: 4th November, 2025

Particulars of Director(s) seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions

Name of the Director	Mr. T. Sandeep Kumar Reddy
DIN	00005573
Date of Birth / Age	23.11.1966 / 58 years
Date of first appointment on the Board	15.09.1989
Qualification	Master in Construction Engineering & Management, B.E (Civil)
Expertise in specific functional areas	Mr. T.V.Sandeep Kumar Reddy, aged 58 years holds a Master's Degree 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 has about three decades of experience in the Construction Industry besides experience to handle diverse nature of businesses.
Inter-se relationship with other Directors and Key Managerial Personnel	Spouse of Mrs.T.Sarita Reddy, Executive Director
Nature of appointment	Re-appointment
Name of the listed entities in which the Director holds the directorship	1. Gayatri Bioorganics Limited 2. Gayatri Sugars Limited
Chairman/ Member of the Committees of the Board of other Companies (includes only Audit Committee and Stakeholder Relationship Committee)	2
No. of shares held in the Company	NIL