



Notice of the Extra Ordinary General Meeting

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Gayatri Projects Limited (CIN L99999TG1989PLC057289) (“the Company”) will be held on Thursday, the 23rd day October 2025 at 11:30 a.m. IST through Video Conferencing (“**VC**”)/ Other Audio - Visual Means (“**OAVM**”) to transact the following businesses:

1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION 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 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 80,00,00,000/- (Rupees Eighty Crore Only) divided into 40,00,00,000 (Forty Crore) Equity shares of face value of Rs. 2/- (Rupees Two Only) each to Rs. 1,20,00,00,000/- (Rupees One Hundred and Twenty Crores Only) divided into 60,00,00,000 (Sixty Crore) Equity shares of Rs.2/- (Rupees Two Only) each ranking pari-passu in all respects with the existing equity shares.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, consent of the members be and is hereby accorded to substitute the Capital Clause (Clause V) of the Memorandum of Association of the Company as the following Clause V.

“The Authorized Share Capital of the Company is Rs. 1,20,00,00,000/- (Rupees One Hundred and Twenty Crores Only) divided into 60,00,00,000 (Sixty Crore) equity shares of Rs.2/- (Rupees Two Only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things which are expedient for the aforesaid resolution to file the necessary information in the prescribed form to Registrar of Companies (“**ROC**”) as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

2. ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO PROMOTER AND NON PROMOTER GROUP

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

“RESOLVED THAT pursuant to the applicable provisions of Sections 23(1)(b), 42, and 62(1)(c) of the Companies Act, 2013 (**“Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions and/or rules and regulations made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (**“ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), all other applicable provisions of the Act, rule(s), regulation(s), guideline(s), circular(s) etc. issued by any other appropriate authority, if any (including any statutory modification or re-enactment thereof, for the time being in force), and enabling provisions of the Memorandum of Association and Articles of Association and subject to any approvals, permissions and sanctions from any statutory/regulatory authority including Securities and Exchange Board of India (**“SEBI”**), BSE Limited and National Stock Exchange of India Limited (**“Stock Exchanges”**), Ministry of Corporate Affairs (**“MCA”**), and / or any other competent authorities as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them in granting of such approvals, permissions and sanctions and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the **“Board”**/ which shall include a duly constituted committee(s) thereof), consent of Members of the Company be and is hereby accorded to authorize the Board to offer, issue and allot up to 31,40,00,000 fully paid up equity shares of face value of Rs.2/- each (Rupees Two Only) for cash at a price of Rs.10/- (Rupees Ten Only) (including a premium of Rs.8/-) per equity share aggregating upto Rs.314,00,00,000 (Rupees Three Hundred and Fourteen Crores Only) (**“Equity Shares”**), by way of preferential issue to the following members belonging to Promoter and Non-promoter category (**“Proposed Allottees”**), on such terms and conditions as may be finalized by the Board and stipulated in the explanatory statement annexed hereto, subject to applicable laws and regulations, including the provisions of the Act and ICDR Regulations.

S.No.	Names of Proposed Allottees	Category of the Proposed Allottee(s)	Proposed number of equity shares to be issued
1	Mr. T.V.Sandeep Kumar Reddy	Promoter	10000000
2	M/s. RRS Family Trust	Non-Promoter	35000000
3	Dnyaneshwar trading and investments Pvt Ltd		25000000
4	Vishwa Infrastructures And Services Pvt Ltd		15000000
5	GKC Projects Ltd		15000000
6	Flying Tortoise Retail Pvt Ltd		10000000
7	Swing Wealth Management Pvt Ltd		10000000
8	Antara India Evergreen Fund		35000000
9	Varanium India Opportunity Ltd.		25000000
10	M7 Global Fund PCC - Aerion		5000000
11	Zeal Global Opportunities Fund		15000000
12	Vivek Mundra		14000000
13	Aniruddh Mundra		10000000
	Total		

RESOLVED FURTHER THAT in terms of the provisions of the ICDR Regulations, the “Relevant Date” for determining the issue price of Equity Shares is Tuesday, September 23, 2025, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottees by way of preferential issue shall, *inter-alia*, subject to the following:

- a) The full preferential allotment consideration shall be payable by the Proposed Allottees on or before the date of the allotment of the Equity Shares in accordance with ICDR Regulations;
- b) The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration;
- c) The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 (fifteen) days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges for allotment is pending, the period of 15 (fifteen) days shall be counted from the date of receipt of such approval or permission;
- d) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
- e) The Equity Shares to be issued and allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding of the Proposed Allottees and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations;
- g) The Equity Shares will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be; and
- h) The price determined above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and the ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Board or any committee of the Board constituted thereof, be and is hereby authorised to issue and allot Equity Shares to the Proposed Allottees and also to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares, as the case may be, to be allotted to the Proposed Allottees, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares, making

applications to the Stock Exchanges for obtaining in-principle approval and listing of shares, appointment of a monitoring agency, 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 for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 other steps which may be incidental, consequential, relevant or ancillary in this regard."

3. ISSUE OF EQUITY SHARES TO ELIGIBLE EMPLOYEES UNDER OF GAYATRI PROJECTS EMPLOYEE STOCK PURCHASE SCHEME - 2025

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory modification(s) or re-enactment of the Act, for the time being in force and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto ("**the Regulations**") and in accordance with the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include the Nomination and Remuneration Committee), consent of the members of the Company be and is hereby accorded to the Board to introduce and implement the "**Gayatri Projects Employee Stock Purchase Scheme - 2025**" (hereinafter referred to as "**Gayatri ESPS 2025**") the salient features of which are detailed in the Explanatory Statement to this Notice and to create, offer, issue and allot at any time to or for the benefit of employees who are in the permanent employment of the Company whether working in India or out of India and to such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and regulations prevailing from time to time (all such persons are hereinafter collectively referred to as "**Employees**") under the Gayatri ESPS 2025, such number of equity shares of the Company and/ or equity linked instruments [including Options/Warrants ("**Options**")] or any other instruments or securities of the Company which could give rise to the issue of equity shares (hereinafter collectively referred to as "**Securities**") but not exceeding 20,00,000 (Twenty Lakhs Only) Equity Shares of Rs.2 (Rupees Two Only) each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company as may be applicable from time to time), in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Scheme, the provisions of the law or regulations issued by the relevant authority, as may be prevailing at that time.

FURTHER RESOLVED THAT the Securities may be issued and allotted by the Board directly to such eligible employee(s) of based on the recommendation of Nomination & Remuneration Committee in accordance with scheme.

FURTHER RESOLVED THAT the Company shall conform to the accounting policies as specified in Regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any statutory modification (s), amendment (s) or re-enactment thereof.

FURTHER RESOLVED THAT the Board be and is hereby authorised to take necessary steps for the listing of the equity shares issued and allotted under the “**Gayatri ESPS 2025**”, on the stock exchanges where the shares of the Company are listed, as per the applicable guidelines, rules, and regulations.

FURTHER RESOLVED THAT the new equity shares to be issued and allotted in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.

FURTHER RESOLVED THAT for the purpose of creating, offering, issuing, allotting, and listing of the Securities and/or for the purpose of complying with any Guidelines or Regulations that may be issued from time to time by any appropriate authority, the Board be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in Gayatri ESPS 2025 from time to time or to suspend, withdraw or revive Gayatri ESPS 2025 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, filings etc., as may be necessary in this regard.”

4. APPOINTMENT OF MR. P.V.NARAYANA RAO AS AN INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the ‘Rules’) and other applicable rules; the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the approval of members be and is hereby accorded for the appointment of Mr.P.V.Narayana Rao (DIN 07378105) who was appointed by the Board of Directors on the recommendation of the Nomination & Remuneration Committee, as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from 13th September, 2025 upto 12th September, 2030, not liable to retirement by rotation, and in respect of whom, the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, and who has submitted a declaration in terms of section 149(7) of the Act read with Regulation 25(8) of the SEBI Listing Regulations confirming fulfillment of the criteria of Independence prescribed under Section 149(6) of the Act read with Rule 6 of the Rules, Regulation 16(1)(b) of the SEBI Listing Regulations.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things to give effect to the aforesaid resolution.”

5. APPOINTMENT OF MR.C.V.RAYUDU AS AN INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the 'Rules') and other applicable rules; the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the approval of members be and is hereby accorded for the appointment of Mr.C.V.Rayudu (DIN 03536579) who was appointed by the Board of Directors on the recommendation of the Nomination & Remuneration Committee, as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from 13th September, 2025 upto 12th September, 2030, not liable to retirement by rotation, and in respect of whom, the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, and who has submitted a declaration in terms of section 149(7) of the Act read with Regulation 25(8) of the SEBI Listing Regulations confirming fulfillment of the criteria of Independence prescribed under Section 149(6) of the Act read with Rule 6 of the Rules, Regulation 16(1)(b) of the SEBI Listing Regulations.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things to give effect to the aforesaid resolution.”

6. APPOINTMENT OF MR. SRINIVAS IDURI AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the ‘Rules’) and other applicable rules; the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the approval of members be and is hereby accorded for the appointment of Mr. Srinivas Iduri (DIN 05192362) who was appointed by the Board of Directors on the recommendation of the Nomination & Remuneration Committee, as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from 13th September, 2025 upto 12th September, 2030, not liable to retirement by rotation, and in respect of whom, the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, and who has submitted a declaration in terms of section 149(7) of the Act read with Regulation 25(8) of the SEBI Listing Regulations confirming fulfillment of the criteria of Independence prescribed under Section 149(6) of the Act read with Rule 6 of the Rules, Regulation 16(1)(b) of the SEBI Listing Regulations.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things to give effect to the aforesaid resolution.”

7. APPOINTMENT OF MR.T.V.SANDEEP KUMAR REDDY AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective meetings, the consent of the members be and is hereby accorded for the appointment of Mr.T.V.Sandeep Kumar Reddy (DIN 00005573) as Chairman and Managing Director of the Company, liable to retire by rotation, to hold office for a period of 5 (five) years with effect from 13th September, 2025 upto 12th September, 2030 at ‘Nil’ remuneration on the terms and conditions as specified in the Agreement for appointment.

FURTHER RESOLVED THAT the Directors be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

8. APPOINTMENT OF MRS. T. SARITA REDDY AS EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective meetings, the consent of the members be and is hereby accorded for the appointment of Mrs. T.Sarita Reddy (DIN 00017122), as Executive Director of the Company, liable to retire by rotation, to hold office for a period of 5 (five) years with effect from 13th September, 2025 upto 12th September, 2030 at ‘Nil’ remuneration on the terms and conditions as specified in the appointment agreement.

FURTHER RESOLVED THAT the Directors be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

By Order of the Board

Place: Hyderabad

Date: 25.09.2025

Sd/-

T.V.Sandeep Kumar Reddy

Chairman and Managing Director
DIN 00005573

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 Extraordinary General Meetings (EGM) 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 Extraordinary General Meeting (“e-EGM”) 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-EGM through VC/OAVM. The deemed venue of the Extraordinary 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-EGM through VC/OAVM. The Company has appointed KFin Technologies Limited (KFinTech), Registrars and Share Transfer Agent, to provide VC/OAVM facility for the e-EGM. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the e-EGM 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-EGM 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-EGM 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/clientservices/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 EGM 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 EGM 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 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-EGM.
- 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-EGM. 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-EGM being held through VC/OAVM. The instructions for e-voting at the e-EGM (Insta Poll) is given in the subsequent paragraphs.
- 10. Members joining the e-EGM 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 EGM. The Members who have cast their vote by remote e-voting prior to the e-EGM may also join the e-EGM 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 EGM 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-EGM 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-EGM is annexed hereto. Special businesses which are considered to be unavoidable by the Board, are being transacted at the e-EGM. 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 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 20th October, 2025 and will end at 5:00 PM on 22nd October, 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. Thursday, 16th October, 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-EGM 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-EGM THROUGH VIDEO CONFERENCE :

1. **Attending e-EGM through Video Conference:** Member will be provided with a facility to attend the e-EGM through video conferencing platform provided by KFin Technologies Limited or view the live webcast of the e-EGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the EVENT for Company's e-EGM. 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 EGM 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. **EGM 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 21st October, 2025 and will end at 5:00 PM on 22nd October, 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-EGM, 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-EGM through VC / OAVM shall open 30 minutes before the time scheduled for the e-EGM and shall be kept open throughout the e-EGM.
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-EGM 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-EGM 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-EGM 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-EGM.

REMOTE E-VOTING:

1. The process and manner for remote e-voting and joining and voting at the e-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 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-EGM 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	<p>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.</p> <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.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-EGM.

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 EGM.
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	<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/myeasitoken/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/myeasitoken/Registration/EasiRegistration 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.
Individual Members login through their DEMAT accounts / Website of DepositoryParticipant	<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	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 - 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.
- 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 EGM 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 EGM 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/mobilereg/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 e-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 e - EGM 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-EGM of the Company through VC/OAVM and e-voting during the meeting.

- i. Members will be able to attend the e-EGM 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-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. 16th October 2025.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of e-EGM 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-EGM, in a fair and transparent manner.
- V. The procedure for e-voting during the e-EGM is same as the instructions mentioned above for remote e-voting since the e-EGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the e-EGM. E-voting during the e-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 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 einward.ris@kfintech.com with the subject line "XXX Company Name XXX EGM 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 Extra Ordinary General Meeting (“EGM”) of the Members of the company:

Item No. 1

To meet the fund requirements of the Company (as mentioned in the subsequent item in detail), the Company has come up with a Preferential Offer, which necessitates increasing the Authorised share capital of the Company by infusion of more Capital into the Company as mentioned in the resolution. The present Authorized Share Capital stands at Rs.80,00,00,000/- (Rupees Eighty Crore Only) and it is proposed to increase the same by Rs.40,00,00,000/- (Rupees Forty Crore Only) to make it Rs.120,00,00,000/- (Rupees One Hundred and Twenty Crore Only) ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company.

Increase in the Authorised Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association (MOA) of the Company. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

Pursuant to Section 13 and 61 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing of ordinary resolution to that effect.

None of the Directors of the Company or Key Managerial Personnel or their respective relatives except to the extent of their shareholding in the Company, if any, are in any way, concerned or interested financially or otherwise in the resolution set out under Item No. 1 of the Notice.

The Board recommends the resolution as set out under Item No. 1 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

Item No. 2

The members may note that the Hon’ble NCLT, Hyderabad Bench, approved the application filed u/s 12A of the Insolvency & Bankruptcy Code (IBC) for withdrawal of the Company Petition filed under Section 7 of IBC, vide their order dated 10/09/2025, and accordingly, the Corporate Insolvency Resolution Process (CIRP) initiated against the Company now stands formally withdrawn.

Following the withdrawal of the CIRP, the Company is required to raise funds to fulfill its obligations under the proposed Resolution of Debt Plan, including a one-time settlement (OTS) of outstanding debts owed to creditors. In addition, the Company needs funding support to meet its ongoing working capital requirements and other operational expenses necessary to resume and sustain normal business operations.

The OTS obligations, part amount towards the OTS has already been paid as per the lenders’ approval, and assets are being actively monetized as an integral part of the resolution strategy. The proceeds from this round of funding, together with funds generated from asset monetization, will be applied directly towards meeting the obligations under the approved OTS with lenders.

A portion of the funding required for the company's turnaround is being provided by family offices and high net worth individuals (HNIs), who have demonstrated strong confidence in the business revival and its long-term prospects. This backing is crucial for the successful implementation of the one-time settlement (OTS) of debts due to the company's lenders and for meeting its ongoing working capital requirements. Accordingly, it is proposed to issue shares on preferential basis to Promoters and Non Promoters of the company as stated in the resolution.

Upon completion of payments as stipulated by the OTS approval, the company will become debt free, save for bank guarantees which remain in force for project commitments and amounts payable to lenders against Arbitration receivables as per OTS approval. These guarantees are expected to be released and returned to the banks progressively as and when project milestones are completed and obligations are discharged over time.

In addition to the above recovery mechanisms, substantial payments and asset recoveries are anticipated through active pursuit of outstanding claims and receipts from ongoing arbitration proceedings. These are forecast to contribute further to the company's financial strength and support the overall successful resolution of past liabilities.

After due consideration, it is proposed to issue equity shares on a preferential basis to both Promoters and Non-Promoters of the Company, in accordance with the provisions of the Companies Act, 2013, and the applicable SEBI regulations. The terms and details of the proposed preferential issue are set out in the resolution accompanying this notice. The proposed infusion of capital through preferential allotment is expected to strengthen the Company's financial position, support its revival efforts, and enable the successful execution of its business strategy post-CIRP withdrawal.

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 thereunder (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, ("ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of shareholders of the Company is being sought by way of special resolutions on Preferential Issue.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

a) The maximum number of securities offered, kind of securities and price at which security is being offered and material terms:

up to 31,40,00,000 fully paid up equity shares of face value of Rs.2/- each (Rupees Two Only) for cash at a price of Rs.10/- (Rupees Ten Only) (including a premium of Rs.8/-) per equity share aggregating upto Rs.314,00,00,000 (Rupees Three Hundred and Fourteen Crores Only) ("**Equity Shares**"), by way of preferential issue to the members belonging to Promoter and Non-promoter category ("**Proposed Allottees**"), as mentioned below:

S.No.	Names of Proposed Allottees	Category of the Proposed Allottee(s)	Proposed number of equity shares to be issued
1	Mr. T.V.Sandeep Kumar Reddy	Promoter	10000000
2	M/s RRS Family Trust	Non-Promoter	35000000
3	Dnyaneshwar trading and investments Pvt Ltd		25000000
4	Vishwa Infrastructures and Services Pvt Ltd		15000000
5	GKC Projects Ltd		15000000
6	Flying Tortoise Retail Pvt Ltd		10000000
7	Swing Wealth Management Pvt Ltd		10000000
8	Antara India Evergreen Fund		35000000
9	Varanium India Opportunity Ltd.		25000000
10	M7 Global Fund PCC - Aerion		5000000
11	Zeal Global Opportunities Fund		15000000
12	Vivek Mundra		14000000
13	Aniruddh Mundra		10000000
	Total		314000000

Proposed Allottees have consented to the proposed Preferential Issue and have confirmed their eligibility in terms of Regulation 159 of ICDR Regulations.

In respect of the equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the equity shares shall be payable at the time of allotment of equity shares.

The material terms of the proposed Preferential Issue of the equity shares are stipulated in the special resolution set forth in item no. 2 and this explanatory statement.

b) Object of the issue

Subject to compliance with applicable laws and regulations, the issue proceeds are proposed to be utilised as under:

S. No.	Purpose for which issue proceeds is proposed to be utilized	Amount (Rs. in crs)
1	To make one-time settlement (OTS) of debts due to the creditors pursuant to the 'Proposal for Resolution of Debt'	150.00
2	To meet future working capital and other operational needs /general Corporate purpose which includes, inter alia, meeting ongoing general corporate exigencies, contingencies and expenses as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws. *	164.00
	Total	314.00

**The amount utilised for general corporate purposes does not exceed 25% of the issue proceeds.*

The Company anticipates completing the proposed preferential issue of shares, along with all required approvals, within the agreed timelines, enabling full repayment of debts as envisaged under the Promoters' Proposal for Resolution of Debt. In the unlikely event of any delay in approvals, the Company has planned for alternate funding options to ensure timely repayment of its obligations. Once the share issue proceeds are received, they will be applied towards settling such interim borrowings, thereby meeting all commitments in a timely manner.

Further in terms of Regulation 162A of the ICDR Regulations, the Company has appointed Crisil Ratings Limited as Monitoring Agency (SEBI registered credit rating agency) to monitor the use of the proceeds of the Preferential Issue.

c) Relevant date:

"Relevant Date" for determining the issue price of Equity Shares is Tuesday, September 23, 2025, being the date 30 (thirty) days prior to the date of EGM i.e. Thursday, October 23, 2025.

d) Basis or justification for the price (including the premium, if any) has been arrived at:

The Equity Shares of the Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (together referred to as the "Stock Exchanges"). The existing Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. NSE, being the Stock Exchange where the shares are frequently traded with higher trading volumes has been considered for determining the price in terms of the ICDR Regulations.

As on the relevant date, the minimum price at which the Equity Shares shall be issued not less than higher of the following:

- a. The volume weighted average price of the Equity Shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date, i.e. Rs.8.59 per Equity share;
- or
- b. The volume weighted average price of the Equity Shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date i.e. Rs.9.61 per Equity share.

The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.

However, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the equity shares proposed to be allotted should be higher of the following parameters:

- I. Price is determined as per the provisions of Regulation 164 of the SEBI ICDR Regulations (in case of frequently traded shares) which is Rs.9.61 per Equity Share.
- or
- II. Price determined as per provisions of Regulation 166A of the SEBI ICDR Regulations is Rs.6.08.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is Rs.9.61 per equity share. The issue price is Rs.10/- (Rupees Ten Only) per equity share which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The valuation was performed by Mr.V. Gangadhara Rao N, a Registered Valuer (Registration No. IBBI/RV/06/2019/10709) having his office located at Flat No.103, Swarna Arcade, Road No.18, Panchavati Colony, Near Mana Studio, Manikonda, Hyderabad -500 089, Telangana in accordance with regulation 164 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of the General Meeting and uploaded on the website of the Company. The aforesaid valuation report is available on the website of the Company at www.gayatri.co.in.

e) The number of persons to whom allotment of securities on preferential basis have already been made during the year, in terms of number of as well as the price:

The Company has not made any preferential allotment during the current financial year 2025-26.

f) Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

Mr. T.V.Sandeep Kumar Reddy, part of Promoter Group of the Company intends to subscribe up to 10,00,00,000 equity shares in the proposed Preferential Issue.

Other than above, none of the promoters, directors, key management personnel or senior management of the Company intends to subscribe the offer.

- g)** In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body or in-principle approval from the Stock Exchanges, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:

S.No.	Names of Proposed Allottees	Identity of natural persons who are Ultimate Beneficial Owner of and/or control the Proposed Allottee
Promoter Group Allottee		
1	Mr. T.V.Sandeep Kumar Reddy	Not applicable
Non - Promoter Group Allottee		
2	M/s RRS Family Trust	Ramneek Sehgal and Simran Sehgal
3	Dnyaneshwar trading and investments Pvt Ltd	Rajesh Sharma
4	Vishwa Infrastructures and Services Pvt Ltd	Indus Projects Pvt Ltd, Gokul Krishna Kolli, Aryan Gupta, Sowjanya Arun, SVP Distributors Pvt Ltd, AG Holdings
5	GKC Projects Ltd	Nallamothu Chaitanya, Nallamothu Siddhardha, Narasimha Prasad Rao Ammineni, Kolli Gokul Krishna, Kolli Madhav, Jayalakshmi Ammineni, Radhika Pamidi, Pavani Ammineni.
6	Flying Tortoise Retail Pvt Ltd	Deepashree Vemuri and Uma Vemuri
7	Swing Wealth Management Pvt Ltd	Sapan Anil Shah and Nupur Anil Shah
8	Antara India Evergreen Fund	Vilaiporn Srikuruwan, UBO of the Investment Manager
9	Varanium India Opportunity Ltd.	Broad based Fund with no investor more than 10%
10	M7 Global Fund PCC - Aerion	Broad based Fund with no investor more than 10%
11	Zeal Global Opportunities Fund	Broad based Fund with no investor more than 10%
12	Vivek Mundra	Not applicable
13	Aniruddh Mundra	Not applicable

i) The percentage of the post-preferential issue that may be held by the Proposed Allottees:

S.No.	Name of the proposed allottee	Pre issue		Post issue	
		Shares	%	Shares	%
Promoter category					
1	T.V.Sandeep Kumar Reddy	0	0.00	101450000	19.95
Non - Promoter category					
2	M/s RRS Family Trust	0	0.00	35000000	6.98
3	Dnyaneshwar trading and investments Pvt Ltd	0	0.00	25000000	4.99
4	Vishwa Infrastructures and Services Pvt Ltd	0	0.00	15000000	2.99
5	GKC Projects Ltd	0	0.00	15000000	2.99
6	Flying Tortoise Retail Pvt Ltd	0	0.00	10000000	2.00
7	Swing Wealth Management Pvt Ltd	0	0.00	10000000	2.00
8	Antara India Evergreen Fund	0	0.00	35000000	6.98
9	Varanium India Opportunity Ltd.	0	0.00	25000000	4.99
10	M7 Global Fund PCC - Aerion	0	0.00	5000000	1.00
11	Zeal Global Opportunities Fund	0	0.00	15000000	2.99
12	Vivek Mundra	604535	0.32	14604535	2.91
13	Aniruddh Mundra	510558	0.27	10510558	2.10

j) Change in control:

There will be no change in control of the Company consequent to the Preferential Issue.

k) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as the preferential issue will be undertaken for cash consideration.

l) The class or classes of persons to whom the allotment is proposed to be made:

The allotment will be made to the persons/entities of part promoter-group and non-promoter category of the Company.

m) the number 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 2025-26.

n) Shareholding Pattern of the Company before and after the Preferential Issue:

Attached as **Annexure A**

o) Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made:

S.No.	Name of the proposed allottee	Current Status	Post Status
1	T.V.Sandeep Kumar Reddy	Promoter	Promoter
2	M/s RRS Family Trust	Non-Promoter	Non-Promoter
3	Dnyaneshwar trading and investments Pvt Ltd	Non-Promoter	Non-Promoter
4	Vishwa Infrastructures and Services Pvt Ltd	Non-Promoter	Non-Promoter
5	GKC Projects Ltd	Non-Promoter	Non-Promoter
6	Flying Tortoise Retail Pvt Ltd	Non-Promoter	Non-Promoter
7	Swing Wealth Management Pvt Ltd	Non-Promoter	Non-Promoter
8	Antara India Evergreen Fund	Non-Promoter	Non-Promoter
9	Varanium India Opportunity Ltd.	Non-Promoter	Non-Promoter
10	M7 Global Fund PCC - Aerion	Non-Promoter	Non-Promoter
11	Zeal Global Opportunities Fund	Non-Promoter	Non-Promoter
12	Vivek Mundra	Non-Promoter	Non-Promoter
13	Aniruddh Mundra	Non-Promoter	Non-Promoter

p) Lock-in Period:

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked in as per Chapter V of the SEBI ICDR Regulations

q) The Company hereby undertakes that

- i. It would re-compute the price of the equity shares in terms of the provisions of the ICDR Regulations, if required;
- ii. If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above equity shares shall continue to be locked in till the time such amount is paid by the proposed allottees; and
- iii. It is eligible to make the Preferential Issue to its proposed allottees under Chapter V of the ICDR Regulations.

r) Practicing Company Secretary Certificate:

A certificate has been obtained from M/s. N.Madhavi & Associates, Practicing Company Secretaries, certifying that the proposed issue of the equity shares on preferential basis is being made in accordance with requirements of the ICDR Regulations. The same is also available on the website of the Company www.gayatri.co.in.

s) Principal terms of assets charged as securities:

Not applicable.

t) Other Disclosures/ Undertaking

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.

- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 2 as Special Resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested in the proposed Special Resolution, except to the extent of their participation in the issue / shareholding in the Company, if any.

Item No. 3

With a view to enhance sense of belongingness and to motivate the Company's Employees besides simultaneously augmenting the capital base of the Company, the Company proposes to issue new equity shares to employees of the Company and such other employees as decided under the scheme and as approved by the Nomination & Remuneration Committee ("**Eligible Employees**"). The proposed issue will also measure up to meet the working capital requirements of the Company.

In compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 the Company is formulating a Scheme namely Gayatri Projects Employee Stock Purchase Scheme – 2025 ("**Gayatri ESPS 2025**"). The Scheme will be administered by the Nomination and Remuneration Committee of the Board and shall be subject to compliance with the applicable laws.

The Board of Directors in their meeting held on September 25, 2025 subject to Shareholders and Regulatory approvals, approved the Issuance and allotment of upto 20,00,000 Equity Shares of face value of Rs.2/- each in one or more tranches to eligible employees of the Company under the scheme. The objects of the issue:

- To recognize and reward the contributions made by the employees of the Company and to align the interests of the employees with the long-term interests of the Company; and
- To enhance the sense of belongingness and ownership among the employees.

The new equity shares proposed to be issued under the Scheme shall rank pari passu in all respects with the existing equity shares of the Company including payment of dividend, if any, declared by the Company.

In compliance with Regulation 6 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company is proposing the Special Resolution for issuance and allotment of new equity shares to Eligible Employees as mentioned above.

Pursuant to Part C of Schedule – I of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the additional disclosures required to be given in the explanatory statement to the notice as enumerated therein are provided as under:

The salient features of the scheme and the disclosures required under the applicable provisions of SEBI Regulations and Companies Act, if any are here under.

1. Brief Description of the Scheme:

The Company proposes to offer upto 20,00,000 (Twenty Lakh) new equity shares of face value of Rs.2/- each of the Company to the Eligible Employees of the Company under Gayatri ESPS Scheme 2025 subject to applicable Laws, Rules, Regulations and Guidelines, with appropriate premium to be decided at the time of making offer.

2. The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted:

The Company proposes to offer upto 20,00,000 (Twenty Lakh) new equity shares of face value of Rs.2/- each of the Company to the Eligible Employees of the Company under Gayatri ESPS Scheme 2025 subject to applicable Laws, Rules, Regulations and Guidelines, with appropriate premium to be decided at the time of making offer.

3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);

All permanent employees of the Company working in India or out of India and such employees as may be decided by the Nomination and Remuneration Committee under the scheme subject to applicable Laws, Rules, Regulations and Guidelines.

4. Requirements of vesting and period of vesting: Not Applicable.

5. Maximum period {subject to regulation 18 (1) and 24 (1) of the SEBI (SBEB&SE) Regulations, as the case may be} within which the options/SARs/benefit shall be vested: Not Applicable.

6. Exercise price, SAR price, purchase price or pricing formula:

The Offer Price / Purchase Price will be determined in accordance with the Scheme and by the Nomination and Remuneration Committee of the Board (NRC) at the time of offer subject to applicable Laws, Rules, Regulations and Guidelines

7. Exercise period/offer period and process of exercise/acceptance of offer:

The period during which the issue remains open in accordance with the scheme and as per the decision of the Nomination and Remuneration Committee of the Board shall be the Exercise Period. The process of exercise would, inter-alia, include an offer made to the Eligible Employees, receipt of application and subscription amount, and allotment of shares under the Scheme.

8. The appraisal process for determining the eligibility of employees for the proposed ESPS:

Eligible Employees as on the date of the offering will be entitled to participate subject to the applicable regulatory requirements and guidelines. Eligibility of the employees shall be determined by the NRC based on criteria fixed in the scheme.

9. Maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any:

The Company proposes to issue up to 20,00,000 (Twenty Lakh) new equity shares in aggregate. The Maximum number of equity shares to be allotted per employee shall be in accordance with the Scheme and as decided by the Nomination & Remuneration Committee subject to applicable Laws, Rules, Regulations and Guidelines.

10. Maximum quantum of benefits to be provided per employee under a scheme(s):

The maximum quantum of benefit to a single employee shall be the discount on shares at the rate as approved by the NRC as per the criteria fixed in the scheme. The employees shall be eligible to such other benefits as decided by the Nomination and Remuneration Committee of the Board (NRC) at the time of offer subject to applicable Laws, Rules, Regulations and Guidelines.

11. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:

The proposed Scheme will be implemented and administered directly by the Company.

12. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:

Under the proposed Scheme, the Company will issue new equity shares directly to Eligible Employees.

13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:

Under the proposed Scheme, the new equity shares of the Company are proposed to be issued directly to the Eligible Employees and as such, the formation of the Trust or providing loan to the Trust is not applicable.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s):

Not Applicable

15. A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

The Company will conform to the accounting policies specified in Regulation 15 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as applicable to the Company.

16. The method which the company shall use to value its options or SARs:

As decided by the Nomination and Remuneration Committee of the Board (NRC) in accordance with the scheme at the time of offer subject to applicable Laws, Rules, Regulations and Guidelines.

17. Period of lock-in:

The new equity shares proposed to be issued under the present ESPS shall be locked in as decided by the Nomination and Remuneration Committee of the Board (NRC) in accordance with the scheme, at the time of offer subject to applicable Laws, Rules, Regulations and Guidelines.

There is a minimum period of lock in of one year from the date of allotment as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

18. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Not Applicable

19. Other terms:

The Nomination and Remuneration Committee, shall have the absolute authority to vary, modify or alter the terms of the Scheme without requiring to secure any further consent or approval of the Shareholders of the Company and in accordance with the Regulations and Guidelines as prescribed by the Securities and Exchange Board of India or Regulations that may be issued by any appropriate authority, from time to time, unless such variations, modifications or alterations is detrimental to the interest of the Employees.

The Board recommends the Special Resolution set out at item No.3 of the Notice for approval by the Members as special resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolutions, except to the extent of Equity Shares they may be offered to them under Gayatri ESPS 2025.

Item No. 4

As recommended by the Nomination & Remuneration Committee, the Board of Directors of your Company appointed Mr.P.V.Narayana Rao as an Independent Director on the Company's Board to hold office for a term of five years with effect from 13.09.2025 upto 12.09.2030, subject to the approval of shareholders at a general meeting.

The Company has received notice in writing from a Member pursuant to section 160 of the Act proposing the candidature of Mr.P.V.Narayana Rao for appointment as an 'Independent Director' on the Company's Board.

The Nomination & Remuneration Committee duly considered and evaluated the proposal for the said appointment and recommended the same to the Board for its consideration for further approval of the Members.

Your Board hereby confirms that the Company has received declaration from Mr.P.V.Narayana Rao pursuant to section 149(7) of the Act read with regulation 25(8) of the SEBI Listing Regulations, that he meets the criteria of Independence prescribed under section 149(6) of the Act read with regulation 16(1)(b) of the SEBI Listing Regulations and has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In terms of proviso to section 152(5) of the Act, the Board is of the opinion that Mr.P.V.Narayana Rao fulfills the conditions specified in the Act and the rules made thereunder for the said appointment.

He is not related to any of the Promoters or Directors of the company and is independent of the company's management. He also does not hold any shares in the Company.

Brief profile and justification for proposing Mr.P.V.Narayana Rao as Independent Director (required under section 150(2) of the Act) is as under:

Mr. P.V.Narayana Rao, aged about 65 years, is a qualified Chartered Accountant and professional banker with a rich and varied experience of about 25 years in managing the finance function in sectors like Manufacturing, Infra, Banking, service etc. He is serving on the Boards of few other Companies and in view of his qualification, experience and expertise, your Directors are of the opinion that he is eligible for being appointed as an Independent Director, and hence, his induction into the company's Board would be of utmost benefit to the Company.

Your Board of Directors recommends the special resolution set out in the accompanying Notice for your approval.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day prior to the date of the Extraordinary General Meeting and will also be available at the Meeting.

Except Mr. P.V.Narayana Rao, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5

As recommended by the Nomination & Remuneration Committee, the Board of Directors of your Company appointed Mr.C.V.Rayudu as an Independent Director on the Company's Board to hold office for a term of five years with effect from 13.09.2025 upto 12.09.2030, subject to the approval of shareholders at a general meeting.

The Company has received notice in writing from a Member pursuant to section 160 of the Act proposing the candidature of Mr.C.V.Rayudu for appointment as an 'Independent Director' on the Company's Board.

Your Board hereby confirms that the Company has received declaration from Mr.C.V.Rayudu pursuant to section 149(7) of the Act read with regulation 25(8) of the SEBI Listing Regulations, that he meets the criteria of Independence prescribed under section 149(6) of the Act read with regulation 16(1)(b) of the SEBI Listing Regulations and has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In terms of proviso to section 152(5) of the Act, the Board is of the opinion that Mr.C.V.Rayudu fulfills the conditions specified in the Act and the rules made thereunder for the said appointment.

He is not related to any of the Promoters or Directors of the company and is independent of the company's management. He also does not hold any shares in the Company.

Brief profile and justification for proposing Mr.C.V.Rayudu as Independent Director (required under section 150(2) of the Act) is as under:

Mr. C.V.Rayudu, aged about 66 years, holds a B.Com., B.L., and a Post Graduate degree in MPM with about 33 years of enriching and profound experience in various starch and other industries, he has served in several key roles including Whole time Director, Vice President (Operations), and head of operations.

He is serving on the Boards of few other Companies and in view of his qualification, experience and expertise, your Directors are of the opinion that he is eligible for being appointed as an Independent Director, and hence, his induction into the company's Board would be of utmost benefit to the Company.

Your Board of Directors recommends the special resolution set out in the accompanying Notice for your approval.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day prior to the date of the Extraordinary General Meeting and will also be available at the Meeting.

Except Mr. C.V.Rayudu, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6

As recommended by the Nomination & Remuneration Committee, the Board of Directors of your Company appointed Mr. Srinivas Iduri as an Independent Director on the Company's Board to hold office for a term of five years with effect from 13.09.2025 upto 12.09.2030, subject to the approval of shareholders at a general meeting.

The Company has received notice in writing from a Member pursuant to section 160 of the Act proposing the candidature of Mr. Srinivas Iduri for appointment as an 'Independent Director' on the Company's Board.

Your Board hereby confirms that the Company has received declaration from Mr. Srinivas Iduri pursuant to section 149(7) of the Act read with regulation 25(8) of the SEBI Listing Regulations, that he meets the criteria of Independence prescribed under section 149(6) of the Act read with regulation 16(1)(b) of the SEBI Listing Regulations and has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In terms of proviso to section 152(5) of the Act, the Board is of the opinion that Mr. Srinivas Iduri fulfills the conditions specified in the Act and the rules made thereunder for the said appointment.

He is not related to any of the Promoters or Directors of the company and is independent of the company's management. He also does not hold any shares in the Company.

Brief profile and justification for proposing Mr. Srinivas Iduri as Independent Director (required under section 150(2) of the Act) is as under:

Mr. Srinivas Iduri, aged about 59 years, holds Master's degree in Business Administration and has Leadership and management experience of over two decades that includes Technical Recruitment & Resourcing, consulting, Key Account Management, Business Development, Bench Sales, HR, Operations Management, General Administration and Delivery Management.

He is serving on the Boards of few other Companies and in view of his qualification, experience and expertise, your Directors are of the opinion that he is eligible for being appointed as an Independent Director, and hence, his induction into the company's Board would be of utmost benefit to the Company.

Your Board of Directors recommends the special resolution set out in the accompanying Notice for your approval.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day prior to the date of the Extraordinary General Meeting and will also be available at the Meeting.

Except Mr. Srinivas Iduri, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7

The term of office of Mr. T.V.Sandeep Kumar Reddy who was reappointed as Managing Director of the Company w.e.f. 1st October 2019 was completed on 30th September 2024 (during the period of CIRP) and, on the recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors, subject to the approval of shareholders, appointed Mr.T. Sandeep Kumar Reddy as Managing Director of the Company in accordance with the provisions of Companies Act, 2013 and the rules made thereunder read with the SEBI (LODR) Regulations, 2015, for a period of five years commencing from 13th September, 2025 as per the agreed terms and conditions.

Mr. T.V.Sandeep Kumar Reddy, aged 58 years, is a Promoter and has been associated with the company since its incorporation in the year 1989. He has been serving the Company as Managing Director since the year 2005. He 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. He has taken the Gayatri Group to newer heights, diversifying into owning and operating of infrastructural assets like major roads, power plants, and renewable energy assets. His other ambitious forays include Hospitality, Real Estate and Bio-organics. Mr.T.V.Sandeep Kumar Reddy is responsible for overseeing the day-to-day affairs of the Company.

He holds directorships on the Boards of several other Listed, Public/Private Limited Companies. As on date, he does not hold any shares in the Company.

As regards payment of managerial remuneration to Mr. Sandeep Reddy for his services as MD, considering that the CIRP against the company was withdrawn only recently (pursuant to withdrawal of petition by applicants under section 12A of the IBC, 2016), and as it was still going through the phase of recouping from the financial stress owing to the insolvency process, the Nomination & Remuneration Committee recommended to the Board that, the Managing Director be appointed at 'Nil' remuneration till such time as the Board may deem necessary.

In the best interests of the company and for taking forward the company on a growth trajectory, your Board of Directors recommends the ordinary resolution set out in the accompanying Notice for your approval.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day prior to the date of the Extraordinary General Meeting and will also be available at the Meeting.

Except Mr.T.V.Sandeep Kumar Reddy, as the appointee and Mrs.T.Sarita Reddy (spouse) none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 8

Based on the recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors, subject to the approval of shareholders, appointed Mrs.T.Sarita Reddy as Executive Director of the Company in accordance with the provisions of Companies Act, 2013 and the rules made thereunder read with the SEBI (LODR) Regulations, 2015, for a period of five years commencing from 13th September, 2025 as per the agreed terms and conditions.

Mrs. T.Sarita Reddy, aged 54 years, did her Master's in Business Administration from Osmania University. Ms. T. Sarita Reddy was the President of Indian Sugar Mills Association (ISMA) for the year 2016-17. She is an entrepreneur and director for a number of companies spanning various lines of business. She is the Managing Director of Gayatri Sugars Ltd and under her stewardship, the company has achieved high levels of efficiency in sugar extraction as well as ventured into by-product lines and the company has received various awards.

She has been involved in many leadership roles - Director of Park Hyatt Hotel, Hyderabad. She is also member of the National Council of the CII for the past 3 years and has contributed extensively in various interactions with Industry and Government Bodies. She is currently serving as member of SKILL INDIA - which enables youth to be trained towards employment. She is also serving as President of Telangana Sugar Mills Association since last 8 years. She has to her credit Industry Excellence Award from STAI.

Besides her work in the sugar industry, she has worked on marquee projects in the hospitality and real estate industries. She is also an active member of a global professional organization called YPO/WPO. She has also been involved with FICCI Ladies Organization and was elected as Chairperson in the year 2008-2009. She is the author of a coffee table art book called Tirumala - Tirupati. She is a Managing Trustee of an NGO called HELP that does some social work in the state of Telangana.

As regards payment of managerial remuneration to Mrs. Sarita Reddy for the services she renders to the company as Executive Director, considering that the CIRP against the company was withdrawn only recently (pursuant to withdrawal of petition by applicants under section 12A of the IBC, 2016), and as it was still going through the phase of recouping from the financial stress owing to the insolvency process, the Nomination & Remuneration Committee recommended to the Board that, Mrs.Sarita Reddy be appointed at 'Nil' remuneration till such time as the Board may deem necessary.

She is also serving on the Boards of several other Listed, Public/Private Limited Companies. She is holding 800 shares in the Company.

Your Board is of the opinion that the appointment of Mrs.Sarita Reddy would be of utmost benefit to the company and therefore, recommends the ordinary resolution set out in the accompanying Notice for your approval.

The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day prior to the date of the Extraordinary General Meeting and will also be available at the Meeting.

Except Mrs.T.Sarita Reddy as the appointee and Mr.T.V.Sandeep Kumar Reddy (spouse) none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

By Order of the Board

Sd/-

T.V.Sandeep Kumar Reddy
Chairman and Managing Director
DIN 00005573

Place: Hyderabad
Date: 25.09.2025

ANNEXURE A [referred in Item No.2(n)]

Shareholding Pattern of the Company before and after the Preferential Issue

S.No.	Category of shareholders	Pre-Issue		Post-Issue	
		Total No. of Shares	%	Total No. of Shares	%
A	Promoter holding				
1	Indian				
a.	Individuals/ Hindu undivided family	7,383,985	3.94	107,383,985	21.43
b.	Bodies Corporate	-	-	-	-
	Sub Total	7,383,985	3.94	107,383,985	21.43
2	Foreign Promoters				
	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-
	Others	-	-	-	-
	Sub Total	-	-	-	-
	Sub Total (A)	7,383,985	3.94	107,383,985	21.43
B	Non-Promoters' holding				
1	Institutions - Domestic				
a.	Mutual Funds	-	-	-	-
b.	Alternate Investment Funds	3,143,268	1.68	3,143,268	0.63
c.	Banks	2,000,000	1.07	2,000,000	0.40
d.	Other Financial Institutions	-	-	-	-
e.	NBFC Registered with RBI	-	-	-	-
f.	Insurance Companies	-	-	-	-
g.	Others	-	-	-	-
	Sub-Total	5,143,268	2.75	5,143,268	1.03
2	Any other Institution (foreign)				
a.	Foreign Portfolio Investors	3,584,570	1.91	83,584,570	16.68
b.	Others	-	-	-	-
c.	Sub Total	3,584,570	1.91	83,584,570	16.68
3	Central Government/ State Government(s)	-	-	-	-

S.No.	Category of shareholders	Pre-Issue		Post-Issue	
		Total No. of Shares	%	Total No. of Shares	%
4	Non-Institutions				
a.	Directors and their relatives (excluding independent directors and nominee directors)	50	0.00	50	0.00
b.	Key Managerial Personnel	-	-	-	-
	Investor Education and Protection Fund (IEPF)	17,154	0.01	17,154	0.00
c.	Resident Individuals holding nominal share capital up to Rs 2 lakh	48,713,055	26.02	48,713,055	9.72
d.	Resident Individuals holding nominal share capital in excess of Rs 2 lakh	74,125,490	39.60	74,125,490	14.79
e.	Non-Resident Indian (NRI)	10,915,370	5.83	34,915,370	6.97
f.	Foreign Nationals	-	-	-	-
g.	Foreign Companies	-	-	-	-
h.	Body Corporate	28,150,943	15.04	103,150,943	20.58
	Others				
	HUF	9,161,800	4.89	9,161,800	1.83
	Trusts	3,000	0.00	35,003,000	6.98
	Sub - Total	171,086,862	91.39	305,086,862	60.87
	Sub - Total (B)	179,814,700	96.06	393,814,700	78.57
	GRAND TOTAL (A+B)	187,198,685	100.00	501,198,685	100.00

Particulars of Directors seeking appointment at the ensuing Extraordinary General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of the Director	Mr.P.V.Narayana Rao	Mr.C.V.Rayudu	Mr.Srinivas Iduri	Mr.T.Sandeep Kumar Reddy	Mrs.T.Sarita Reddy
DIN	07378105	03536579	05192362	00005573	00017122
Date of Birth / Age	15.05.1960 / 65 years	02.07.1959 / 66 years	21.06.1966 / 59 years	23.11.1966 / 58 years	14.04.1971
Date of first appointment on the Board	13.09.2025	13.09.2025	13.09.2025	15.09.1989	13.09.2025
Qualification	Chartered Accountant, Certified Associate of Indian Institute of Bankers	B.Com., B.L., PGDMPM	M.B.A (IT), PGDCA, B.Sc (Electronics)	Master in Construction Engineering & Management, B.E (Civil)	MBA
Expertise in specific functional areas	Mr. P.V.Narayana Rao, has a rich experience of 25 years in managing the finance function in various sectors like Manufacturing, Infra, Banking, service etc.	Mr. C.V. Rayudu, has over 33 years of rich experience in various starch and other industries, he has served in several key roles including Whole time Director, Vice President (Operations) and head of operations over the past two decades.	Mr. Srinivas Iduri, has Leadership and management experience of over two decades that includes Technical Recruitment & Resourcing, consulting, Key Account Management, Business Development, Bench Sales, HR, Operations Management, General Administration and Delivery Management.	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	Mrs.T.Sarita Reddy has about 20 years of experience in sugar industry. She has worked on marquee projects in the hospitality and real estate industries.

			He also has expertise in the areas of corporate governance & compliance, risk management and strategic advisory.	Industry besides experience to handle diverse nature of businesses.	
Inter-se relationship with other Directors and KMP	NIL	NIL	NIL	Spouse of Mrs.T.Sarita Reddy	Spouse of Mr.T.Sandeep Kumar Reedy
Nature of appointment	Appointment	Appointment	Appointment	Appointment	Appointment
Name of the listed entities in which the Director holds the directorship	1. Gayatri Bioorganics Limited 2. Gayatri Sugars Limited	1. Gayatri Sugars Limited	1. Gayatri Bioorganics Limited	1. Gayatri Bioorganics Limited 2. Gayatri Sugars Limited	Gayatri Sugars Ltd.
Chairman/ Member of the Committees of the Board of other Companies	4	1	1	2	2
No. of shares held in the Company	NIL	NIL	NIL	NIL	800