



PROCEEDINGS OF 24th ANNUAL GENERAL MEETING OF THE MEMBERS OF GAYATRI PROJECTS LIMITED HELD ON FRIDAY THE 27TH DAY OF SEPTEMBER, 2013 AT 11.30 A.M. AT KLN PRASAD AUDITORIUM, THE FEDERATION OF ANDHRA PRADESH CHAMBERS OF COMMERCE AND INDUSTRY, FEDERATION HOUSE, 11-6-841, RED HILLS, P.B.14, HYDERABAD – 500 004

DIRECTORS PRESENT:

- | | |
|----------------------------|---------------------------|
| 1. Mr J. Brij Mohan Reddy | Executive – Vice Chairman |
| 2. Mr. Ch. Hari Vittal Rao | Director |
| 3. Members in person | 159 |
| 4. Members in proxy | 15 |

IN ATTENDANCE:

1. Mrs. I. V. Lakshmi – Company Secretary & Compliance Officer
 2. Mr. P. Sreedhar Babu – Chief Financial Officer
 3. Mr. Mani Oommen – Statutory Auditor
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With the permission of members present, Mr. CH. Hari Vittal Rao, Director occupied the chair.

The Chairman welcomed the members to the Twenty Fourth Annual General Meeting. After ascertaining that proper quorum as required under the Companies Act, 2013 was present; he called the meeting to order. With the permission of the members present the notice of the Annual General Meeting was taken up.

Chairman delivered a brief speech on the company and industry scenario.

After the Auditors report was read out, the chairman invited the members to discuss on annual accounts. After few discussions, the business specified in the notice was taken up.

ORDINARY BUSINESS:

ITEM NO.1 ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2013

Proposed by: Mr. P.Purnachandra Rao Demat A/c No. IN301774/14428732
Seconded by: Mr.Sonu Jhawar Demat A/c No. 1203070000268775

“RESOLVED THAT the Balance sheet as at 31st March, 2013 and the Profit and Loss Account for the year ended as on that date along with the Auditors report and Directors report, including notes forming part of Balance sheet and Profit & Loss account be and are hereby received, considered and adopted.”

On being put to vote the resolution was passed with majority.



ITEM NO.2 DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE YEAR 31.03.2013

Proposed by: Mr. Srinivas Yalamanchili Demat a/c No. IN301774/15183053
Seconded by: Mr. Venkateswara Rao Nangineni Demat A/c No. IN301774/16497298

"RESOLVED THAT this meeting do approve payment of dividend of Rs.3.00/- per share on Equity Shares for the financial year ended 31st March, 2013, the Dividend would be paid out of profits of the Company for the year to all those Equity Shareholders whose names appear on the Register of Members of the Company as on September 23, 2013."

On being put to vote the resolution was passed with majority.

ITEM NO 3. RE-APPOINTMENT OF Mr. J. BRIJ MOHAN REDDY DIRECTOR OF THE COMPANY

Proposed by: Mr.C M Rajesh Khandelwala Demat A/c No. 1203320008343501
Seconded by: Mr. L.Srinivasu Demat A/c No. IN302863/10026472

"RESOLVED THAT pursuant to the provisions of Section 255, 256 and other applicable provisions, if any, of the Companies Act 1956, Mr. J. Brij Mohan Reddy, be and is hereby re-appointed as Director of the Company whose period of office will be liable to determination by retirement of Directors by rotation."

On being put to vote the resolution was passed with majority.

ITEM NO 4. RE-APPOINTMENT OF Mr. T. V. SANDEEP KUMAR REDDY AS DIRECTOR OF THE COMPANY

Proposed by: Mr. Venkateswara Rao Nangineni Demat A/c No. IN301774/16497298
Seconded by: Mr. Swamyji Rao Beesambathuni Demat A/c No. IN301774/12481780

"RESOLVED THAT pursuant to the provisions of Section 255, 256 and other applicable provisions, if any, of the Companies Act 1956, Mr.T.V.Sandeep Kumar Reddy, be and is hereby re-appointed as Director of the Company whose period of office will be liable to determination by retirement of Directors by rotation."

On being put to vote the resolution was passed with majority.

ITEM NO 5. APPOINTMENT OF STATUTORY AUDITORS AND FIXING OF REMUNERATION

Proposed by: Mr. P.Purnachandra Rao Demat A/c No. IN301774/14428732
Seconded by: Mr. Ramesh Shanker Golla Demat A/c No. IN302863 /10281538

"RESOLVED THAT subject to the provisions of Section 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s. MOS & Associates, Chartered Accountants (Firm Registration No.



001975S), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting in place of the retiring Auditors, M/s. C.B. Mouli & Associates, Chartered Accountants, to audit the accounts of the Company for the financial year 2013-14 at a remuneration to be fixed by the Board of Directors on the recommendation of the Audit Committee of Directors."

On being put to vote the resolution was passed with majority.

For GAYATRI PROJECTS LIMITED

A handwritten signature in black ink, appearing to read "I.V. Lakshmi".

(I.V. LAKSHMI)

Company Secretary & Compliance Officer



Place: Hyderabad

Date: October 1, 2013.