



## **POSTAL BALLOT NOTICE**

Dear holders of 6% Cumulative Optionally Convertible Preference Shares,

**Re: Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013 ("Act") read with the Rule 22 of Companies (Management and Administration) Rules, 2014 ("Rules"), that the resolutions appended below are proposed to be passed by postal ballot.**

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Rule 22 of Companies (Management and Administration) Rules, 2014, notice is hereby given that the Company is seeking consent of the holders of 6% Cumulative Optionally Convertible Preference Shares of Rs.10/- each by passing the following resolution/s through postal ballot in respect of the special business as detailed below.

The proposed special business, along with the explanatory statement pursuant to Section 102 of the Companies Act, 2013, and a Postal Ballot Form are enclosed for your consideration. The Company has appointed Mr.Y. Koteswara Rao, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot in accordance with the provisions of the Act and Rules made there under in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self-addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of business hours on, 19<sup>th</sup> March, 2015.

The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or Executive Director of the Company. The result of the voting by postal ballot will be declared in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 on 20<sup>th</sup> March, 2015. The results of said postal ballot along with the Scrutinizer's report will be hosted on the Company's website on 20<sup>th</sup> March, 2015 and will be communicated to the BSE Ltd. The results of postal ballot shall also be announced through newspaper advertisement.

### **ITEM:**

### **VARIATION IN TERMS OF 66,10,210 6% CUMULATIVE OPTIONALLY CONVERTIBLE PREFERENCE SHARES OF RS.10/- EACH OF THE COMPANY :**

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

**"RESOLVED THAT** pursuant to Section 48 and other applicable provisions, if any, of the Companies Act, 2013 consent of the holders of 66,10,210 6% Cumulative Optionally Convertible Preference Shares of Rs.10/- each of the company be and is hereby accorded for variation in the rights of 6% Cumulative Optionally Convertible Preference Shares to the extent and manner given herein:

Regd. & Corp. Office :

**Gayatri Sugars Limited**, B2, 2nd Floor, 6-3-1090, TSR Towers,  
Raj Bhavan Road, Somajiguda, Hyderabad 500 082. A.P.

T +91 40 2341 4823 / 4826  
F +91 40 2341 4827

W [www.gayatrisugars.com](http://www.gayatrisugars.com)

Factories :

**Kamareddy Unit** : Adloor Yellareddy, Sadasivanagar Mandal,  
Nizamabad Dist. - 503 145. A.P.

T +91 8468 248558  
F +91 8468 248559

**Nizamsagar Unit** : Maagi, Nizamsagar Mandal  
Nizamabad Dist. - 503 302. A.P.

T +91 8465 275577

**CIN : L15421AP1995PLC020720**

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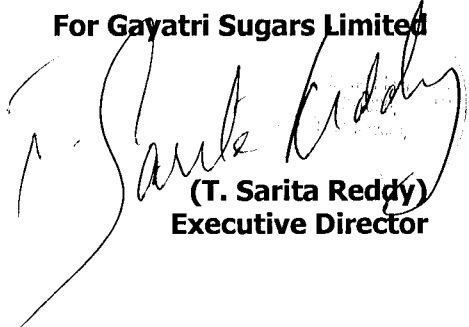
**GAYATRI**

Continuous Sheet

- Waiver of arrears of Preference dividend on 66,10,210 6% Cumulative Optionally Convertible Preference Shares of Rs.10/- each till 01.04.2015.
- Changing the nomenclature of 66,10,210 6% Cumulative Optionally Convertible Preference Shares of Rs.10/- each to 6 % 66,10,210 Cumulative Redeemable Preference Shares of Rs.10/- each w.e.f 01.04.2015.
- The period of redemption shall be extended from 01.04.2015 to 01.04.2025 with an early redemption right to the Company before the extended period of 10 years by giving 30 days notice period.
- The action of the Board of Directors with respect to the above variation in rights of holders of 66,10,210 6% Cumulative Optionally Convertible Preference Shares be and is hereby ratified."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution the Directors of the company be and are hereby authorized to take all actions as may be necessary, proper or expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as they in their absolute discretion may deem fit without being required to seek further approval."

**For Gayatri Sugars Limited**



**(T. Sarita Reddy)**  
**Executive Director**

Date: 13.02.2015

Place: Hyderabad

**ANNEXURE TO THE NOTICE**

Explanatory Statement as required by Section 102 of the Companies Act, 2013 ("Act") and Explanation about reasons for the passing of the special resolutions as required under Rule 22(1) of Companies (Management and Administration) Rules, 2014.

Explanatory Statement as required by Section 102 of the Companies Act, 2013 ("Act") and Explanation about reasons for the passing of the special resolutions as required under Rule 22(1) of Companies (Management and Administration) Rules, 2014.

Under the Scheme of Amalgamation between GSR Sugars Private Limited and Gayatri Sugars Limited, the Company had allotted 66,10,210 6% Cumulative Optionally Convertible Preference Shares of Rs.10/- each and the same were due for redemption on April 1, 2015.

In spite the best efforts of the company and in view of the accumulated losses and inability to infuse massive fresh funds the working of the company continued to deteriorate further with huge accumulated losses. This compelled the Board of Directors to approach the preference shareholders for variation of terms of these shares i.e extension of time up to 01.04.2025, waiver of preference dividend and change in the nomenclature to 6% Cumulative Redeemable Preference Shares of Rs.10/- each, which will give relief to the company and augment long term required resources.

Board believes that there is no alternative to the above proposal and it would serve the long-term interests of the company and the shareholders. The Board therefore recommends the resolution for approval of the holders of preference shares.

Section 48 of the Companies Act, 2013 provides that the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class.

Consent of the holders of 66,10,210 6% Cumulative Optionally Convertible Preference Shares of Rs.10/- each of the company to the above Resolution is required to be obtained by means of the Postal Ballot in accordance with the Section 110 of the Companies Act, 2013 ("Act") read with the Rule 22 of Companies (Management and Administration) Rules, 2014 ("Rules").

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the holders as Special Resolution.

Except Mrs. T. Subbarami Reddy, T. Sarita Reddy and Mr.T.V. Sandeep Kumar Reddy as directors and relatives None of the Directors, Key Managerial Personnel and/or the relatives of the Directors/ Key Managerial Personnel is, in anyway, concerned or interested in this resolution.

Share Holding interest of directors and their relatives in Gayatri Fin-Holdings Pvt Ltd.

<b>Name</b>	<b>Share holding</b>	<b>% of holding</b>
Smt. T. Indira Subbarami Reddy	9,00,000	43.06
Shri. T. Subbarami Reddy	11,90,000	56.94

**For Gayatri Sugars Limited**

**(T. Sarita Reddy)**  
**Executive Director**

Date: 13.02.2015

Place: Hyderabad

**INSTRUCTIONS**

1. In terms of Section 110 of the Companies Act, 2013 ("Act") read with the Rule 22 of Companies (Management and Administration) Rules, 2014 ("Rules"), and with a view to ensure participation of all Members of the Company in passing of the resolution, the item of businesses set out in the notice above may be passed by way of a Postal Ballot.

2. A Member desiring to exercise vote by Postal Ballot may complete this Postal ballot Form (in Original-) and send it directly to the Scrutinizer in the enclosed pre-printed address Envelope. Postage will be born and paid by the Company. However envelopes containing Postal ballots, if sent by courier at the expenses of the registered Member, will also be accepted. Please note that if any extraneous paper is found in such envelope the same would not be considered by the scrutinizer and may be destroyed and the Company and/ or the Scrutinizer shall not be held responsible for the same.

3. A tick mark (v) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Incomplete or unsigned Postal ballots will be rejected. Tick mark (v) in both the boxes would render your ballot invalid. Please note that (X) mark or any other mark other than (tick) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.

4. This form should be completed and signed by the Member. In case of joint holdings, this form should be completed and signed (as per the signature registered with the Company) by first named Member and in his absence, by the next named Member.

5. In case of shares held by companies, trust, societies and corporate members etc, duly completed Postal Ballot form should also be accompanied by a certified copy of the Board resolution/Other Authority together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.

6. The Postal Ballot Form duly completed and signed should be forwarded (in Original) to the Scrutinizer appointed by the Board of Directors, at the Registered Office of the Company so as to reach the Scrutinizer not later than Thursday 19 March, 2015. For this purpose, a self-addressed postage prepaid envelope is enclosed herewith. Please note that any response received from the Members after Thursday 19 March, 2015 will be treated as if the reply from such Member has not been received and shall not be counted for the purpose of passing the Resolution. Accordingly Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit. Please note that photocopy of a Ballot Form will not be accepted and a Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed and signed should reach the Scrutinizer not later than the time specified above.

7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on 13.02.2015.

8. The Scrutinizer's decision on the validity of Postal Ballot shall be final.

9. The self-addressed envelope bears the address of the Scrutinizer appointed on the authority of the Board of Directors of the Company.

