



Date: July 20, 2026

TO

**BSE LIMITED
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET, MUMBAI- 400 001**

Dear Sir/Madam,

Sub: Postal Ballot Notice

Ref: Regulation 30 read with Part A of the Schedule III of the SEBI (LODR) Regulations, 2015. (Company Name: Gayatri Sugars Limited, Scrip Code: 532183)

With reference to the captioned subject, we are enclosing herewith the notice of postal ballot dated 21st May 2026 seeking approval of members of the Company on the below special business item:

S No	Particulars	Type of Resolution
1	To consider and approve the appointment of Mrs. Sarita Danda (din: 11732470) as an Independent Director of the company	Special

Further, the calendar of events in connection with the postal ballot is as under

S No	Particulars	Date
1	Cut - off Date for identification of voting rights of members	10.07.2026
2	Date and time of commencement of remote e-voting	21.07.2026 at 09:00 a.m. (09:00 hours IST)
3	Date and time of end of remote e-voting	19.08.2026 at 05:00 p.m. (17:00 hours IST)
4	Date of declaration of results of voting	On or before 21.08.2026

This is for your information and necessary records.

For Gayatri Sugars Limited

**D S V R Susmitha
Company Secretary**

Regd. & Corp. Office:

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

T +91 40 2341 4823/4826

F +91 40 2341 4827

W www.gayatrisugars.com

E ecs.gsl@gayatri.co.in

Factories:

Kamareddy Unit: Adloor Yellareddy, Sadasivanagar Mandal,
Kamareddy Dist. - 503 145. Telangana

T +91 8468 248558

F +91 8468 248559

Nizamsagar Unit: Maagi, Nizamsagar Mandal,
Kamareddy Dist. - 503 302. Telangana

T +91 8465 275577

CIN:L15421TG1995PLC020720



GAYATRI SUGARS LIMITED

Corporate Identification No. (CIN) - L15421TG1995PLC020720
Regd. Off: B2, 2nd Floor, 6-3-1090, T.S.R. Towers, Rajbhavan Road,
Somajiguda, Hyderabad – 500082
Phone No: 040-23414823/24/25/26 Fax No: 23414827.
Email: gayatrisugars@gmail.com Web site: www.gayatrisugars.com

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given to the members of Gayatri Sugars Limited (“the Company”) pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Secretarial Standards on the General Meetings issued by The Institute of Company Secretaries of India, General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and other relevant circulars, the latest being General Circular dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA”) (“MCA Circulars”), the Securities and Exchange Board of India (“SEBI”) circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, and October 3, 2024 (“SEBI Circulars”) (MCA Circulars for General Meetings and SEBI Circulars for General Meetings are collectively referred to as “the MCA and SEBI Circulars”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and pursuant to all other applicable laws and regulations, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following special business:

S No	Particulars	Type of Resolution
1	To consider and approve the appointment of Mrs. Sarita Danda (din: 11732470) as an Independent Director of the company	Special

An Explanatory Statement pertaining to the said resolution, setting out the material facts and the reasons / rationale thereof, forms part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act, read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting, i.e., by casting votes electronically instead of submitting a postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”).

The Board has appointed Mr. Y Koteswara Rao (C P No. 7427), Practicing Company Secretary, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided an e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the Central Depository Services Limited (“CDSL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	21.07.2026
Conclusion of e-voting period	19.08.2026
Cut-off date for eligibility to vote	10.07.2026

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on 19.08.2026, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period, i.e. on or before 21.08.2026. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. 19.08.2026 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

1. TO CONSIDER AND APPROVE THE APPOINTMENT OF MRS. SARITA DANDA (DIN: 11732470) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

*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 Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and Regulations 16(1)(b), 17(1C), 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mrs. Sarita Danda (DIN: 11732470), who has been appointed as an Additional Director (designated as Independent Director) of the Company by the Board of Directors with effect from 21st May 2026, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of

five consecutive years i.e., from 21st May 2026 upto 20th May 2031, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above said resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof and/or any person(s) authorised by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments, writings and filings as may be necessary, desirable or expedient for the purpose of giving effect to this resolution, including the filing of requisite forms and returns with the statutory and regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard.”

By order of the Board
For **Gayatri Sugars Limited**

Hyderabad, 21st May 2026

Sd/-
T Sarita Reddy
Managing Director
DIN: 00017122

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act, along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/ rationale for the proposed resolutions, is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company/ Depository Participant(s), as on Friday, 10th July 2026 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting, i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he/ she shall not be allowed to change it subsequently. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 10th July 2026, being the Cut-off Date fixed for the purpose.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting, i.e., 19th August 2026. Further, the resolution passed by the members through postal ballot shall be deemed to have been passed as if they were passed at a general meeting of the members.

5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting, i.e., on or before 21st August 2026 and will also be displayed on the Company website www.gayatrisugars.com, on the website of CDSL www.evotingindia.com, and communicated to the stock exchange and Registrar and Share Transfer Agent (RTA).
6. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting, i.e., 19th August 2026. Members may send their requests to cs.gsl@gayatri.co.in or info@vccipl.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
7. Members holding shares in electronic mode, who have not registered their email addresses, are requested to register their email addresses with their respective Depository Participant (DP).

In case you are holding Company's shares in physical form, please contact Company's RTA viz Venture Capital And Corporate Investments Private Limited, "AURUM", Door No. 4-50/P-II/57/4 & 5th Floors, Plot No. 57, Jayabheri Enclave, Phase II, Gachibowli, Seri Lingampally-500032, by writing to them or sending a mail at info@vccipl.com.

SEBI has mandated the submission of PAN, KYC details, and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC, and nomination details to the Company's RTA, i.e., Venture Capital And Corporate Investments Private Limited at info@vccipl.com.

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

Instructions for e-voting:

The instructions for Members for Remote E-Voting are as under:-

1. The General Meeting/Postal Ballot of the Companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and other relevant circulars, the latest being General Circular dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, and October 3, 2024 ("SEBI Circulars") (MCA Circulars for General Meetings and SEBI Circulars for General Meetings are collectively referred to as "the MCA and SEBI Circulars"), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), SEBI (LODR) Regulations, 2015 and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

- (i) The voting period begins on Tuesday, 21st July 2026 (9:00 a.m. IST) and ends on Wednesday, 19th August 2026 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th July 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user

	by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on 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 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.
Individual Shareholders (holding securities in	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to

demat mode)
login through
their **Depository
Participants
(DP)**

NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR Date of Birth (DOB)	If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Gayatri Sugars Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.gsl@gayatri.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 of the accompanying Notice.

ITEM NO. 1:

Based on the recommendation of the Nomination and Remuneration Committee, the Board had, at its meeting held on 21st May 2026, approved the appointment of Mrs. Sarita Danda (DIN: 11732470), as an Additional Director of the Company, with effect from 21st May 2026. Subject to Shareholders' approval, the Board has also approved the appointment of Mrs. Sarita Danda as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from 21st May, 2026 and ending on 20th May 2031, in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association.

Further, Mrs. Sarita Danda has been appointed as the Chairperson of the Nomination and Remuneration Committee of the Company effective 21st May 2026. The Company has received all the statutory declarations/disclosures from Mrs. Sarita Danda including the following: (a) consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014; (b) confirmation that she meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations; (c) confirmation that she is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014; (d) confirmation that she is registered with the Independent Director's databank for lifetime in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and (e) declaration that she has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mrs. Sarita Danda shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mrs. Sarita Danda is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Mrs. Sarita Danda's candidature as an Independent Director of the Company.

Mrs. Sarita Danda is a MBA graduate with over 15 years of rich experience in the fields of Management and Human Resource Development. She possesses extensive expertise in organizational management, human capital development, employee relations, and strategic planning. With her strong leadership and managerial capabilities, she has contributed significantly towards business growth and effective workforce management. Her experience and professional acumen enable her to provide valuable guidance in corporate governance and management functions.

For appointment of Mrs. Sarita Danda on the Board, the Nomination and Remuneration Committee took into consideration her rich and varied experience and expertise, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Mrs. Sarita Danda were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company. In the opinion of the Board, Mrs. Sarita Danda fulfils the conditions of independence as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice mentioned as annexure to this Notice.

Mrs. Sarita Danda, being the appointee, is interested in the proposed resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board firmly believes that Mrs. Sarita Danda's extensive experience, combined with deep expertise will be immensely beneficial to the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mrs. Sarita Danda as an Independent Director in the interest of the Company and recommends the Special Resolution for approval of Shareholders.

By order of the Board
For **Gayatri Sugars Limited**

Hyderabad, 21st May 2026

Sd/-
T Sarita Reddy
Managing Director
DIN: 00017122

Details of the Director Seeking Appointment:

Name of the Director	Mrs. Sarita Danda
Director Identification No	11732470
Date of Birth	25.12.1987
Date of First Appointment on the Board	21.05.2026
Educational Qualifications	Master's Degree
Date of Appointment including terms and conditions of appointment	21.05.2026 and terms are mentioned in the resolution set out at Item No. 1 of the notice
Relationship between Directors Inter-Se	There is no inter-se relationship with the directors
Nature of Expertise in Specific Functional Area	Mrs. Sarita Danda is a MBA graduate with over 15 years of rich experience in the fields of Management and Human Resource Development. She possesses extensive expertise in organizational management, human capital development, employee relations, and strategic planning. With her strong leadership and managerial capabilities, she has contributed significantly towards business growth and effective workforce management. Her experience and professional acumen enable her to provide valuable guidance in corporate governance and management functions.
Directorship in other Listed Entities, as on date of Postal Ballot Notice	Nil
Listed entities from which the appointee director has resigned in the past three years	Nil
Membership in Committees of other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Nil
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil
Number of Meetings of the Board attended during the year	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The educational qualifications, expertise, and vast experience of Mrs. Sarita Danda enable her to fulfil the role and discharge responsibilities as a Director.