

December 10, 2019

**To,
The General Manager,
The Department of Corporate Relations,
The Bombay Stock Exchange Limited.,
25th Floor, Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.**

**To,
The Secretary,
National Stock Exchange of India Ltd.
5th Floor, Exchange Plaza
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai -400 051.**

Dear Sir(s)/Madam(s),

Sub: Proceedings and Voting results of the Extra Ordinary General Meeting (EGM) of Gayatri Projects Limited ('the Company')

The Extra Ordinary Meeting of the Company was held today i.e. December 10, 2019 at KLN Prasad Auditorium -The Federation of Telangana Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B -14, Hyderabad - 500004, at 11:30 A.M (IST) to transact the business as stated in the Notice dated November 16, 2019 calling and convening the EGM.

In this connection, find enclosed the following:

- Summary of the proceedings of EGM required under Regulation 30 read with Part A of Schedule - III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations') — **Annexure A;**
- Voting results of the business transacted at the EGM, as required under Regulation 44(3) of the Listing Regulations — **Annexure B;**
- The Scrutinizer's Report dated December 10, 2019 — **Annexure C.**

The meeting concluded at 12:15 P.M.

The Voting Results along with the Scrutinizer's Report is available on the Company's website at www.gayatri.co.in and will also be made available on the website of KFIN Technologies Private Limited (Formerly Known as Karvy Fintech Private Limited) at evoting.karvy.com.

This is for your information and records.

Yours truly

For Gayatri Projects Limited


T. V. Sandeep Kumar Reddy
Managing Director
(DIN: 00005573)

Encl: As Above

Regd. & Corp. Office :

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Summary of proceedings of the Extra Ordinary General Meeting:

The Extra Ordinary General meeting (EGM) of Gayatri Projects Limited was held today at KLN Prasad Auditorium -The Federation of Telangana Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B -14, Hyderabad-500004, at 11:30 A.M (IST).

Mrs. T. Indira Reddy, Chairperson, Mr. J. Brij Mohan Reddy, Vice Chairman, Mr. T. V. Sandeep Kumar Reddy, Managing Director and Mr. P. Sreedhar Babu, Chief financial Officer of the Company were present at the meeting. The directors authorized Mr. T. V. Sandeep Kumar Reddy to chair the meeting. Accordingly, Mr. T. V. Sandeep Kumar Reddy chaired the meeting. Chairperson informed the members that Mr. CH. Vithal Rao, Independent Director, communicated his inability to attend the meeting due to ill-health. The chairperson further informed that Mrs. C. Ramachandran Gayathri, Independent Director and Mr. Birendra Kumar, Nominee Director, have communicated their inability to attend the meeting due to pre-occupation.

The notice convening the EGM was read and the Managing Director made remarks on the proposed resolution.

The Chairperson informed the Members that in compliance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations'), read along with the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, each as amended, the Company has provided to the Members the facility to cast their vote through remote e-voting. Further, the Chairperson informed the Members that the facility of voting by ballot is also made available at the venue of the Meeting for Members who have not cast their vote through the remote e-voting.

The Chairperson informed the Members that the Board of Directors appointed Mr. Y. Koteswara Rao, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process as well as the voting by ballot to be conducted at the venue of the EGM.

The Chairperson informed the Members about the business to be transacted at the Meeting. As per Notice dated November 16, 2019 convening the EGM of the Company, the special business as read out to the shareholders as contained in the notice to the EGM was transacted at the Meeting. The special resolution for special business is as follows:

"RESOLVED THAT pursuant to the applicable provisions, if any, of Companies Act, 2013, Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of the Company and subject to such other requisite approvals, consents, permissions and sanctions as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director/s or officer/s authorised by the Board to exercise the powers conferred on the Board under this resolution) to divest by way of sale, transfer, lease, assign or hiving off, dispose off or otherwise transfer to strategic partner / investor or to any third party either the entire investment/assets belonging to the material subsidiary of the Company in one or more tranches, at such price and on such terms and conditions as may be decided




Continuous Sheet

by the Board of holding/Material Subsidiary and in such manner as both the Board of Directors deems appropriate as well as the means, methods or modes including the receipt of consideration thereof.

RESOLVED FURTHER THAT Mr. T.V. Sandeep Kumar Reddy (DIN :00005573) Managing Director and Mrs T. Indira Reddy (DIN: 00009906) Director be and are hereby severally authorized to finalize and execute the required transactional documents including but not limited to Agreement(s) for sale, indemnities, guarantees, declarations, undertakings, forms, letters and such other documents with such modification/s as may be required from time to time and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary and/or expedient in their discretion, to settle any questions, difficulties, doubts that may arise in this regard, as they may in their absolute discretion deem fit and finalize all issues as may be deemed necessary or expedient in their own discretion and in the best interest of the Company to give effect to the resolution for completion of the transaction, without being required to seek any further consent or approval of the Shareholders and to delegate all or any of the powers or authorities herein conferred to any Director/s or other Officer/s of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”

Members present at the Meeting were given an opportunity to ask questions and seek clarification(s). The Chairperson appropriately responded to the questions raised.

Post the question and answer session, the Chairperson thanked all the Members present at the Meeting and then concluded the Meeting. He informed the Members that the consolidated voting results will be disseminated to the Stock Exchanges on which the Company's shares are listed and will also be made available on the website of the Company at www.gayatri.co.in and the KFIN Technologies Private Limited (Formerly Known as Karvy Fintech Private Limited) at evoting.karvy.com within 48 hours of the conclusion of the Meeting.

Post the conclusion of the voting by ballot at the venue, the Scrutinizers' report was received.

The Resolution has been passed with requisite majority.
Thanking you.

Yours truly

For Gayatri Projects Limited


T. V. Sandeep Kumar Reddy
Managing Director
(DIN: 00005573)



DISCLOSURE UNDER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE VOTING RESULTS AT EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON 10TH DECEMBER, 2019.

We are pleased to inform you that Extraordinary General Meeting of the company was held on Tuesday the 10th December, 2019 at KLN Prasad Auditorium, The Federation of Telangana Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500 004 at 11.30 a.m and concluded at 12.15 p.m.

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the voting results at the said Extraordinary General Meeting of the Company are given below in the prescribed format:

Details of the voting results:

A	Name of the Company	Gayatri Projects Limited		
B	Date of EGM	10 th December, 2019		
C	Total Share holders as on record date (cutoff date)	10743		
D	No. of share holders present in the meeting either in person or through proxy.			
	Share Holders	Present in person	Present through proxy	Total
	Promoter and promoter group	3	0	3
	Public	69	0	69
	Total	72	0	72
E	No. of share holders attended the meeting through video conferencing.	Not arranged		
	<ul style="list-style-type: none"> ➤ Promoter and promoter group ➤ Public 			

Agenda -wise:

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)
1.	Approval for disposal of asset/shares held by material subsidiary M/s. Gayatri Energy Ventures Private Limited in M/s. Sembcorp Energy India Limited.	Special	Poll and E-Voting



VOTING RESULTS
Poll and E-Voting:

1. Approval for disposal of asset/shares held by material subsidiary M/s. Gayatri Energy Ventures Private Limited in M/s. Sembcorp Energy India Limited.

Resolution Required: (Ordinary/Special)				Special				
Whether promoter / promoter group are interested in the agenda / resolution:				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	84,049,107	84,049,107	100.0000	8,40,49,107	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8,40,49,107	100.0000	8,40,49,107	0	100.0000	0.0000
Public - Institutions	E-Voting	740,91,556	5,07,06,313	68.4374	4,92,29,236	14,77,077	97.0869	2.9130
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5,07,06,313	68.4374	4,92,29,236	14,77,077	97.0870	2.9130
Public-Non Institutions	E-Voting	290,58,022	80,76,481	27.7943	80,76,481	0	100.0000	0.0000
	Poll		35,815	0.1233	35,815	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		81,12,296	27.9176	81,12,296	0	100.0000	0.0000
Total		187,198,685	14,28,67,716	76.3188	14,13,90,639	14,77,077	98.9661	1.0339

The Number of votes casted in favour of the Special Resolution is **14,13,90,639 (98.9661 %** of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.



(T.V. SANDEEP KUMAR REDDY)
 Managing Director



Y. KOTESWARA RAO
Practicing Company Secretary
H. No. 48-345, Ganesh Nagar Colony,
Chinthal, HMT Road, Hyderabad - 500 054
Phone: 040- 40210182 (Office)

Annexure-C

FORM No. MGT-13
Report of Scrutinizer(s)

To,
The Chairman of the Extraordinary General Meeting of M/s. Gayatri Projects Limited held on Tuesday the December 10, 2019, KLN Prasad Auditorium, The Federation of Telangana Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B-14, Hyderabad - 500 004.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting and poll of the Extraordinary General Meeting held on 10.12.2019 Reg.,

I, Y. Koteswara Rao, Practicing Company Secretary appointed as Scrutinizer(s) for the purpose of conducting remote-voting and the poll taken on the below mentioned resolution at the Extraordinary General Meeting of the Equity Shareholders of M/s. Gayatri Projects Limited, held on Tuesday, the December 10, 2019, at 11.30 a.m at KLN Prasad Auditorium, The Federation of Telangana Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B-14, Hyderabad - 500 004, submit my report as under:

1. I was appointed as scrutinizer for conducting the e-voting and scrutinize the voting process at the EGM held on December 10, 2019. After the closure of voting by ballot at the EGM, the remote e-voting results were unblocked by me by downloading from the website of KFIN TECHNOLOGIES PRIVATE LIMITED (Formerly Known as Karvy Fintech Private Limited) by me in the presence of two witnesses who were not in the employment of the Company.
2. The locked ballot box was subsequently opened by me and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. There were 4 invalid ballot papers which were not considered for voting.
4. The result of the Poll and e-voting is as under:

Resolution No.1: Approval for disposal of asset/shares held by material subsidiary M/s. Gayatri Energy Ventures Private Limited in M/s. Sembcorp Energy India Limited.

POLL			
	Number of members present voting person or proxy	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution:	52	35815	100
Voted in against the resolution	0	0	0



Y. KOTESWARA RAO
Practicing Company Secretary
H. No. 48-345, Ganesh Nagar Colony,
Chinthal, HMT Road, Hyderabad - 500 054
Phone: 040- 40210182 (Office)

	Number of members present and voting (in person or by proxy) whose votes were declared invalid	Total no of votes cast by them		
Invalid votes:	4	21		
E-VOTING				
Total no. of Votes casted	No. of Votes in favour		No. of votes against	
	Votes	% of votes casted	Votes	% of votes casted
142831901	141354824	98.9659	1477077	1.0341
E-VOTING & POLL				
No. of Votes Casted	No. of Votes in favour		No. of votes against	
	Votes	% of votes casted	Votes	% of votes casted
142867716	141390639	98.9661	1477077	1.0339

Note: Total 72 shareholders attended the Extraordinary General Meeting either in person or proxy. Out of the 72 shareholders 56 shareholders participated in poll either in person or through proxy.

5. The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Place: Hyderabad
Date: 10.12.2019



Y. KOTESWARA RAO
Practicing Company Secretary
Name & Signature of Scrutinizer
ACS: 3785
CP No.: 7427
UDIN: A003785A000380447