

Date: October 1, 2019

Dear Sir/Madam,

Sub: Outcome of AGM and Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Reg.,

This is to inform you that the Annual General Meeting of the Company was held on Monday the 30th September, 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 3.10 p.m and concluded at 4.00 p.m Whereas the resolutions as per the notice of Annual General Meeting dated 14th August, 2019 have been declared as passed with requisite majority.

Please find herewith the disclosure as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer report with regard to e-voting and poll.

This is for your kind information and record please.

Thanking you,

Yours truly, For GAYATRI PROJECTS LIMITED

(CS I.V. LAKSHMI) **Company Secretary and Compliance Officer** Membership No.17607

Encl: As above

Regd. & Corp. Office :

www.gayatri.co.in

DISCLOSURE UNDER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE VOTING RESULTS AT 30TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30TH SEPTEMBER, 2019.

We are pleased to inform you that 30^{th} Annual General Meeting of the company was Monday the 30^{th} September, 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 3.10 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 Annual General Meeting of the Company are given below in the prescribed format:

Details of the voting results:

| A | Name of the Company | Gayatri Projects I | | | | | | | | |
|---|--|--|---------------------------------------|-------------|--|--|--|--|--|--|
| В | Date of AGM | 30 th September, | 2019 | | | | | | | |
| С | Book Closure Date | 23 nd September, days inclusive) | 2019 to 30 th September, 2 | 2019 (both | | | | | | |
| D | Total Share holders as on record date | 9729 | | | | | | | | |
| | No. of share holders present | in the meeting e | either in person or thro | ough proxy. | | | | | | |
| | Share Holders | Present in | Present through | Total | | | | | | |
| | Share Holders | person | proxy | | | | | | | |
| E | Promoter and promoter group | 1 | 0 | 1 | | | | | | |
| | Public | 64 | 0 | 64 | | | | | | |
| | Total | 65 | 0 | 65 | | | | | | |
| F | No. of share holders attended the meeting through video conferencing. ➢ Promoter and promoter group ➢ Public | Not arranged | | | | | | | | |



Agenda -wise:

| Item No. | Details of the Agenda | Resolution required (Ordinary/Special) | Mode of voting: (Show of hands/Poll/Posta ballot/E-voting) |
|-------------|---|--|---|
| 1. | To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the company for the year ended 31 st March, 2019 and the Board's Report and Auditor's Report thereon. | Ordinary | Poll and E-Voting |
| 2. | To appoint a Director in place of Smt. T. Indira Reddy, who retires by rotation, and being eligible, offers herself for re-appointment. | Ordinary | Poll and E-Voting |
| 3. | Ordinary Resolution for ratification of remuneration payable to M/s. N.S.V. KRISHNA RAO & CO., appointed as Cost Auditors of the Company for the F.Y 2019-20. | Ordinary | Poll and E-Voting |
| 4. | Re-appointment of Sri T. V. Sandeep Kumar Reddy as Managing Director of the company w.e.f. 1st October 2019 till 30 th September, 2024. | Special | Poll and E-Voting |
| 5. | Appointment of Ms. Gayathri Ramachandran as a Director and as an Independent Director. | Special | Poll and E-Voting |
| 6. | Appointment of Sri K. Jairaj as a Director and as an Independent Director. | Special | Poll and E-Voting |
| 7. | Re-appointment of Sri CH. Hari Vithal Rao (holding DIN 00012970) as an Independent Director. | Special | Poll and E-Voting |



VOTING RESULTS

Poll and E-Voting:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2019 and the Board's Report and Auditor's report thereon.

| | | rdinary/Special | | Ordinary | | | | |
|-----------------|--------------------------------|------------------------------|----------------------------------|---|---------------------------------------|-------------------------------------|--|---|
| in the agen | omoter / pro da / resolutio | moter group are | e interested | No | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstandi ng shares (3)=[(2) /(1)]*100 | No. of Votes – in favour (4) | No. of Votes – again st | % of Votes in favour on votes polled (6)=[(4) | % of Votes against on votes polled |
| | | | | | | (5) | (0)~[(1) / (2)]*10 0 | (7)=[(5) /(2)]*1 00 |
| Promoter and | E-Voting | | 84,154,710 | 100.0000 | 84,154,710 | | 400.000 | |
| Promoter | Poll | 84,154,710 | 0 | 0.0000 | | 0 | 100.0000 | 0.0000 |
| Group | Postal Ballot | 04,154,710 | | | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - | E-Voting | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.0000 | 0.0000 |
| Institutions | Poll | | 45,979,693 | 60.2142 | 45,979,693 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | 76,360,279 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non | E-Voting | | 45,979,693 | 60.2142 | 45,979,693 | 0 | 100.0000 | 0.0000 |
| Institutions | Poll | | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5677 | 2.4322 |
| | Postal | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 100.0000 | 0.0000 |
| | Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| fotal | Total | | 104,428 | 0.3914 | 101,923 | 2,505 | 97.6012 | 2.3988 |
| ~~~ | | 187,198,685 | 130,238,831 | 69.5725 | 130,236,326 | 2,505 | 99.9981 | 0.0019 |

The Number of votes casted in favour of the Ordinary Resolution is **130,236,326 (99.99%** of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.



2. To appoint a Director in place of Smt. T. Indira Reddy, who retires by rotation, and being eligible, offers herself for re-appointment.

| Resolution Re | equired: (Or | dinary/Specia | al) | Ordinary | | | | |
|-------------------------------|-------------------|---------------------------------|-------------------------------|--|---------------------------------------|-------------------------------------|--|---|
| Whether pror in the agenda | | moter group a n: | re interested | Yes | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstan ding shares | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4) | % of Votes against on votes polled |
| | | | | (3)=[(2) /(1)]*10 0 | | | / (2)]*100 | (7)=[(5) /(2)]*1 00 |
| Promoter | E-Voting | | | | | | | |
| and Promoter | Poll | 84,154,710 | | | | | | |
| Group | Postal Ballot | | | | | | | |
| | Total | | | | | | | |
| Public - Institutions | E-Voting | | 45,979,693 | 60.2142 | 37,979,879 | 7,999,814 | 82.6014 | 17.3986 |
| Institutions | Poll | 76,360,279 | 0 | | 0 | 0 | | |
| | Postal Ballot | | 0 | | 0 | 0 | | |
| | Total | | 45,979,693 | 60.2142 | 37,979,879 | 7,999,814 | 82.6014 | 17.3986 |
| Public-Non | E-Voting | | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5678 | 2.4322 |
| Institutions | Poll | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | | 0 | 0 | | |
| | Total | | 104,428 | 0.3914 | 101,923 | 2,505 | 97.6012 | 2.3988 |
| Total | | 187,198,685 | 46,084,121 | 24.6178 | 38,081,802 | 8,002,319 | 82.6354 | 17.3646 |

The Number of votes casted in favour of the Ordinary Resolution is **38,081,802 (82.63 %** of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.



3. Ordinary Resolution for ratification of remuneration payable to M/s. N.S.V. Krishna Rao & Co., appointed as Cost Auditors of the Company for the F.Y2019-20.

| Resoluti | ion Required: | (Ordinary/Spe | ecial) | Ordinary | | | 1 | |
|------------------|-------------------|----------------------------------|----------------------------------|---|------------------------------------|-------------------------------------|--|---|
| interest | ed in the age | promoter grou nda / resolutio | p are n: | No | | | | |
| Catego ry | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstandi ng 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 |
| Promot er and | E-Voting | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.0000 | 0.0000 |
| Promot | Poll | 84,154,710 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| er Group | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | |
| | Total | | 84,154,710 | 100.0000 | 84,154,710 | 0 | | 0.0000 |
| Public - | E-Voting | | 45,979,693 | 60.2142 | | | 100.0000 | 0.0000 |
| Institut ions | Poll | 76,360,279 | 43,979,093 | | 45,979,693 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | 70,300,279 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 45,979,693 | 60.2142 | 45,979,693 | | | 0.0000 |
| Public- | E-Voting | | 102,992 | 0.3860 | 100,487 | 0 2,505 | 100.0000 97.5677 | 0.0000 |
| Non Institut | Poll | 26,683,696 | 1,436 | 0.0054 | 1,436 | 2,303 | 100.0000 | 2.4322 |
| ions | Postal Ballot | 20,003,090 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | Total | | 104,428 | 0.3914 | 101,923 | 2,505 | 97.6012 | 2.3988 |
| Iotal | | 187,198,685 | 130,238,831 | 69.5725 | 130,236,326 | 2,505 | 99.9981 | 0.0019 |

The Number of votes casted in favour of the Ordinary Resolution is **130,236,326 (99.99 %** of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.



4. Re-appointment of Sri T. V. Sandeep Kumar Reddy as Managing Director of the company w.e.f. 1st October 2019 till 30th September, 2024.

| Resolution R | equired: | (Ordinary/Spe | cial) | Special | | | | | | | |
|--------------------------------------|--------------------------|-----------------------------------|-----------------|---|---------------------------------------|-------------------------------------|--|--|--|--|--|
| Whether pro interested in | moter / p the agen | oromoter group da / resolutior | are 1: | Yes | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | | % of Votes Polled on outstand ing shares (3)=[(2) | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4) | % of Votes against on votes polled | | | |
| | | | | /(1)]*100 | | | / (2)]*100 | (7)=[(5) /(2)]*10 0 | | | |
| Promoter and Promoter Group | E- Voting Poll | 84,154,710 | | | | · | | | | | |
| Group | Postal Ballot | | | | | | | | | | |
| | Total | | | | | | | | | | |
| Public - Institutions | E- Voting Poll | 76,360,279 | 45,979,693 0 | 60.2142 | 45,458,752 | 520,941 | 98.8670 | 1.1330 | | | |
| | Postal Ballot | 10,300,273 | 0 | | 0 | 0 | | | | | |
| | Total | 5 | 45,979,693 | 60.2142 | 45,458,752 | 520,941 | 98.8670 | 1.1330 | | | |
| Public-Non Institutions | E- Voting | 00.000.000 | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5678 | 2.4322 | | | |
| | Poll Postal Ballot | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 100.0000 | 0.0000 | | | |
| | Total | | 104,428 | 0.3914 | 101,923 | 2,505 | 97.6012 | 2.3988 | | | |
| Total | | 187,198,685 | 46,084,121 | 24.6178 | 45,560,675 | 523,446 | 98.8642 | 1.1358 | | | |

The Number of votes casted in favour of the Special Resolution is **45,560,675 (98.86 %** of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.



| Resolution R | Required: (| Ordinary/Spe | cial) | Special | | | | |
|---------------------------|-------------------|---------------------------------|-------------------------------|---|--------------------------------|------------------------------|--|---|
| | | omoter group la / resolutior | | No | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled (2) | % of Votes Polled on outstand ing shares | No. of Votes — in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | | (3)=[(2) /(1)]*100 | (4) | (5) | (6)=[(4) / (2)]*100 | (7)=[(5) /(2)]*1 00 |
| Promoter | E- | | 04 454 740 | 100.0000 | 04 454 740 | | 400.0000 | |
| and Promoter | Voting Poll | 04 454 740 | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.0000 | 0.0000 |
| Group | Postal | 84,154,710 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.0000 | 0.0000 |
| Public - Institution | E- Voting | _ | 45,979,693 | 60.2142 | 45,769,912 | 209,781 | 99.5437 | 0.4562 |
| S | Poll | 76,360,279 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 45,979,693 | 60.2142 | 45,769,912 | 209,781 | 99.5438 | 0.4562 |
| Public-Non Institution | E- Voting | _ | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5677 | 2.4322 |
| S | Poll Postal | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 100.0000 | 0.0000 |
| | Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 104,428 | 0.3914 | 101,923 | 2,505 | 97.6012 | 2.3988 |
| Total | | 187,198,685 | 130,238,831 | 69.5725 | 130,026,545 | 212,286 | 99.8370 | 0.1630 |

5. Appointment of Ms. Gayathri Ramachandran as a director and as an Independent Director.

The Number of votes casted in favour of the Special Resolution is **130,026,545 (99.83%** of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.



b. Appointment of Sri K. Jairaj as a director and as an Independent Director.

| Resolution F | Required: (O | rdinary/Specia | al) | Special | | | | | | | | |
|-------------------------|-------------------|--------------------------------|----------------------------------|---|---------------------------------------|-------------------------------------|--|--|--|--|--|--|
| | | moter group a / resolution: | re | No | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstand ing shares (3)=[(2) | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled | % of Votes against on votes polled | | | | |
| | | | | /(1)]*100 | | | (6)=[(4)/ (2)]*1 00 | (7)=[(5) /(2)]*10 0 | | | | |
| Promoter and | E-Voting | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.000 0 | 0.0000 | | | | |
| Promoter | Poll | 84,154,710 | 04,104,710 | 0.0000 | 04,104,710 | 0 | 0.0000 | 0.0000 | | | | |
| Group | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | | | |
| | Total | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.000 0 | 0.0000 | | | | |
| Public - Institution | E-Voting | | 45,979,693 | 60.2142 | 45,858,362 | 121,331 | 99.7361 | 0.2638 | | | | |
| S | Poll | 76,360,279 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | | | |
| | Total | | 45,979,693 | 60.2142 | 45,858,362 | 121,331 | 99.7361 | 0.2639 | | | | |
| Public-Non | E-Voting | | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5677 | 2.4322 | | | | |
| Institution s | Poll | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 100.000 0 | 0.0000 | | | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | | | |
| | Total | | 104,428 | 0.3914 | 101,923 | 2,505 | 97.6012 | 2.3988 | | | | |
| Total | | 187,198,685 | 130,238,831 | 69.5725 | 130,114,995 | 123,836 | 99.9049 | 0.0951 | | | | |

The Number of votes casted in favour of the Special Resolution is **130,114,995 (99.90 %** of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.



'. Re-appointment of Sri.CH. Hari Vithal Rao (holding DIN 00012970) as an Independent Director.

| Resolution R | equired: (Or | dinary/Specia | l) | Special | | | | | | | | |
|---------------------------|-----------------------|-------------------------|-----------------|---|----------------------|--------------------|--|--|--|--|--|--|
| | | noter group a | re | No | | | | | | | | |
| interested in Category | the agenda Mode of | / resolution: No. of | No. of | % of | No. of | No. of | % of | % of | | | | |
| category | Voting | shares held | votes polled | Votes Polled on outstand ing shares | Votes — in favour | Votes – against | Votes in favour on votes polled | Votes against on votes polled | | | | |
| | | | (2) | (3)=[(2) /(1)]*100 | (4) | (5) | (6)=[(4)/ (2)]*1 00 | (7)=[(5) /(2)]*10 0 | | | | |
| Promoter and | E-Voting | | 94 154 710 | 100.0000 | 84,154,710 | 0 | 100.000 0 | 0.0000 | | | | |
| Promoter | Poll | 84,154,710 | 84,154,710 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | | | |
| Group | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | | | |
| | Total | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.000 0 | 0.0000 | | | | |
| Public - Institution | E-Voting | | 39,370,924 | 51.5594 | 35,738,010 | 3,632,914 | 90.7725 | 9.2274 | | | | |
| S | Poll | 76,360,279 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | | | |
| | Total | | 39,370,924 | 51.5594 | 35,738,010 | 3,632,914 | 90.7726 | 9.2274 | | | | |
| Public-Non | E-Voting | | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5677 | 2.4322 | | | | |
| Institution s | Poll | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 100.000 0 | 0.0000 | | | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | | | |
| | Total | | 104,428 | 0.3914 | 101,923 | 2,505 | 97.6012 | 2.3988 | | | | |
| Total | | 187,198,685 | 123,630,062 | 66.0422 | 119,994,643 | 3,635,419 | 97.0594 | 2.9406 | | | | |

The Number of votes casted in favour of the Special Resolution is **119,994,643 (97.05 %** 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

PS

Y. KOTESWARA RAO Practicing Company Secretary

H. No. 48-345, Ganesh Nagar Colony, Chinthal, HMT Road, Hyderabad – 500 054 Phone: 040- 40210182 (Office)

SCRUTINIZER'S REPORT

To, The Chairman Gayatri Projects Ltd B-1, T.S.R. Towers, 6-3-1090 Raj Bhavan Road, Somajiguda Hyderabad – 500 082

Dear Sir,

Sub: Scrutinizer's Report on combined e-voting and poll of M/s. Gayatri Projects Limited Reg.,

I, Y. Koteswara Rao, a Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Gayatri Projects Limited for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and also by the Chairman of the Annual General Meeting on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules, on the resolutions contained in the notice to the 30th Annual General Meeting of the members of the Company, held on Monday the 30th September, 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.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to service of documents (Notice calling the Annual General Meeting) and SEBI (LODR) Regulations, 2015 relating to e-voting and poll on the resolutions contained in the Notice to the 30th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Fintech Private Limited (Formerly known as Karvy Computershare Private Limited, the authorised agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (through Ballot paper) at AGM. I, submit herewith my combined report on the results of e-voting together with that of Poll as under:





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

COMBINED RESULTS

| S. | Item No. of the | Type of | No. of | Voting in | favour | Voting | against | Inv | Abstain |
|----|--|----------|-----------|-------------|--------|-----------|---------|------|---------|
| Ν | Notice | Resoluti | Votes | (Assent) | | (Dissent) | - | alid | |
| 0. | | on | Casted | No. of | % of | No. of | % of | Vot | |
| | | | | votes | votes | votes | votes | es | |
| | | | | | casted | | casted | | |
| 1. | To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the company for the year ended 31 st March, 2019 and the Board's Report and Auditor's Report thereon. | Ordinary | 130238831 | 130236326 | 99.99 | 2505 | 0.00 | 05 | 167753 |
| 2. | Re-Appointment of Mrs. T. Indira Reddy who retires by rotation. | Ordinary | 46084121 | 38081802 | 82.63 | 8002319 | 17.36 | 05 | 167753 |
| 3. | Ordinary Resolution for ratification of remuneration payable to M/s. N.S.V. KRISHNA RAO & CO., appointed as Cost Auditors of the Company for the F.Y 2019-20 | Ordinary | 130238831 | 130236326 | 99.99 | 2505 | 0.00 | 05 | 167753 |
| 4. | Re-appointment of Sri T. V. Sandeep Kumar Reddy as Managing Director of the company w.e.f. 1st October 2019 till 30 th September, 2024. | Special | 46084121 | 45560675 | 98.86 | 523446 | 1.13 | 05 | 167753 |
| | | | | STEST CR | NO: | | | | |

MY SEC



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

| 5. | Appointment of Ms. Gayathri Ramachandran as a Director and as an Independent Director. | Special | 130238831 | 130026545 | 99.83 | 212286 | 0.16 | 05 | 167753 |
|----|---|---------|-----------|-----------|-------|---------|------|----|---------|
| 6. | Appointment of Sri K. Jairaj as a Director and as an Independent Director. | Special | 130238831 | 130114995 | 99.90 | 123836 | 0.09 | 05 | 167753 |
| 7. | Re-appointment of Sri CH. Hari Vithal Rao (holding DIN 00012970) as an Independent Director. | Special | 123630062 | 119994643 | 97.05 | 3635419 | 2.94 | 05 | 6776522 |

All the above resolutions have been adopted with requisite majority.

Place: Hyderabad Date: 01.10.2019



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



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

VOTING RESULTS AS PER THE CLAUSE FORMAT PRESCRIBED UNDER REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Details of the voting results:

| Α | Name of the Company | Gayatri Projects L | imited | | | | | |
|---|--|--|-----------------------------------|----------------|--|--|--|--|
| В | Date of AGM | 30 th September, 2019 | | | | | | |
| С | Book Closure Date | 23 nd September, 2 days inclusive) | 2019 to 30 th Septembe | er, 2019 (both | | | | |
| D | Total Share holders as on record date | 9729 | | | | | | |
| | No. of share holders prese proxy. | nt in the meetir | ng either in person | n or through | | | | |
| Е | Share Holders | Present in person | Present through proxy | Total | | | | |
| - | Promoter and promoter group | 1 | 0 | 1 | | | | |
| | Public | 64 | 0 | 64 | | | | |
| | Total | 65 | 0 | 65 | | | | |
| F | No. of share holders attended the meeting through video conferencing. Promoter and promoter group Public | | Not arranged | | | | | |

Agenda -wise:

| 1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2019 and the Board's | | |
|---|----------|-------------------|
| Report and Auditor's report thereon. | Ordinary | Poll and E-Voting |
| 2. To appoint a Director in place of Smt. T. Indira Reddy, who retires by rotation, and being eligible, offers herself for re-appointment. | Ordinary | Poll and E-Voting |



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

| 3. | Ordinany Possilution for which it | | | |
|----|--|---------|-------------------|--|
| | Ordinary Resolution for ratification of remuneration payable to M/s. N.S.V. Krishna Rao & Co., appointed as Cost Auditors of the Company for the F.Y2019-20. | | Poll and E-Voting | |
| 4. | Re-appointment of Sri T. V. Sandeep Kumar Reddy as Managing Director of the company w.e.f. 1st October 2019 till 30 th September, 2024. | Special | Poll and E-Voting | |
| 5. | Appointment of Ms. Gayathri Ramachandran as a director and as an Independent Director. | Special | Poll and E-Voting | |
| 6. | Appointment of Sri K. Jairaj as a director and as an Independent Director. | Special | Poll and E-Voting | |
| 7. | Re-appointment of Sri.CH. Harivithal Rao (holding DIN 00012970) as an Independent Director. | Special | Poll and E-Voting | |





H. No. 48-345, Ganesh Nagar Colony, Chinthal, HMT Road, Hyderabad – 500 054 Phone: 040- 40210182 (Office)

VOTING RESULTS

Poll and E-Voting:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2019 and the Board's Report and Auditor's report thereon.

| Resolution R | equired: (Ordi | | Ordinary | | | | | | | |
|--------------------------|----------------------------------|-----------------------|---------------------------|--|--------------------------------|-------------------------------------|--|---|--|--|
| | moter / promo a / resolution: | ter group are | interested | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstandi ng shares | No. of Votes – in favour | No. of Votes – again st | % of Votes in favour on votes polled | % of Votes against on votes polled | | |
| | | (1) | (2) | (3)=[(2) /(1)]*100 | (4) | (5) | (6)=[(4) / (2)]*10 | (7)=[(5 | | |
| | | | | | | | 0 |) /(2)]*1 00 | | |
| Promoter and | E-Voting | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.0000 | 0.0000 | | |
| Promoter | Poll | 84,154,710 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| Group | Postal Ballot | 04,104,710 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.0000 | 0.0000 | | |
| Public - Institutions | E-Voting | | 45,979,693 | 60.2142 | 45,979,693 | 0 | 100.0000 | 0.0000 | | |
| Institutions | Poll | 76,360,279 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 45,979,693 | 60.2142 | 45,979,693 | 0 | 100.0000 | 0.0000 | | |
| Public-Non | E-Voting | | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5677 | 2.4322 | | |
| Institutions | Poll | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 100.0000 | 0.0000 | | |
| | Postal Ballot | 20,000,000 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 104,428 | 0.3914 | 101,923 | 2,505 | 97.6012 | 2.3988 | | |
| Total | | 187,198,685 | 130,238,831 | 69.5725 | 130,236,326 | 2,505 | 99.9981 | 0.0019 | | |

The Number of votes casted in favour of the Ordinary Resolution is **130,236,326 (99.99 %** of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.



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2. To appoint a Director in place of Smt. T. Indira Reddy, who retires by rotation, and being eligible, offers herself for re-appointment.

| Resolution R | equired: (O | ordinary/Specia | al) | Ordinary | | | | |
|--------------------------|-------------------|---------------------------------|-------------------------------|--|---------------------------------------|-------------------------------------|--|---|
| in the agenda | a / resolutio | omoter group a on: | are interested | Yes | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstan ding shares | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (~) | | (3)=[(2) /(1)]*10 0 | (+) | (5) | (6)=[(4) / (2)]*100 | (7)=[(5) /(2)]*1 00 |
| Promoter and | E-Voting | | | | | | | |
| Promoter | Poll | 84,154,710 | | | | | | |
| Group | Postal Ballot | 04,104,71 | | | | | | |
| | Total | | | | | | | |
| Public - Institutions | E-Voting | | 45,979,693 | 60.2142 | 37,979,879 | 7,999,814 | 82.6014 | 17.3986 |
| | Poll | 76,360,279 | 0 | | 0 | 0 | | |
| | Postal Ballot | | 0 | | 0 | 0 | | |
| | Total | | 45,979,693 | 60.2142 | 37,979,879 | 7,999,814 | 82.6014 | 17.3986 |
| Public-Non | E-Voting | | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5678 | 2.4322 |
| Institutions | Poll | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | 0 | | 0 | 0 | | |
| | Total | | 104,428 | 0.3914 | 101,923 | 2,505 | 97.6012 | 2.3988 |
| Total | | 187,198,685 | 46,084,121 | 24.6178 | 38,081,802 | 8,002,319 | 82.6354 | 17.3646 |

The Number of votes casted in favour of the Ordinary Resolution is **38,081,802 (82.63 %** of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.





H. No. 48-345, Ganesh Nagar Colony, Chinthal, HMT Road, Hyderabad – 500 054 Phone: 040- 40210182 (Office)

3. Ordinary Resolution for ratification of remuneration payable to M/s. N.S.V. Krishna Rao & Co., appointed as Cost Auditors of the Company for the F.Y2019-20.

| Resoluti | on Required: | (Ordinary/Spe | cial) | Ordinary | | | | | |
|------------------|--------------------------------|------------------------------------|---------------------------|---|------------------------------------|-------------------------------------|--|---|--|
| Whether | promoter / ed in the agen | promoter group nda / resolution |) are 1: | No | | | | | |
| Catego ry | Mode of Voting | No. of shares held (1) | No. of votes polled | % of Votes Polled on outstandi ng 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 | |
| Promot er and | E-Voting | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.0000 | 0.0000 | |
| Promot | Poll | 84,154,710 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| er Group | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Total | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.0000 | 0.0000 | |
| Public - | E-Voting | | 45,979,693 | 60.2142 | 45,979,693 | 0 | 100.0000 | 0.0000 | |
| Institut ions | Poll | 76,360,279 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Total | | 45,979,693 | 60.2142 | 45,979,693 | 0 | 100.0000 | 0.0000 | |
| Public- | E-Voting | | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5677 | 2.4322 | |
| Non Institut | Poll | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 100.0000 | 0.0000 | |
| ions | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| 77 - 1 - 1 | Total | | 104,428 | 0.3914 | 101,923 | 2,505 | 97.6012 | 2.3988 | |
| Total | | 187,198,685 | 130,238,831 | 69.5725 | 130,236,326 | 2,505 | 99.9981 | 0.0019 | |

The Number of votes casted in favour of the Ordinary Resolution is **130,236,326 (99.99 %** of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.





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4. Re-appointment of Sri T. V. Sandeep Kumar Reddy as Managing Director of the company w.e.f. 1st October 2019 till 30th September, 2024.

| Resolution R | equired: (| (Ordinary/Spe | cial) | Special | | | | | |
|-----------------------------|----------------------|---|-------------------------------|---|---------------------------------------|-------------------------------------|--|--|--|
| | | romoter group da / resolutior | | Yes | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstand ing shares (3)=[(2) | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4) | % of Votes against on votes polled | |
| | | | | /(1)]*100 | | | / (2)]*100 | (7)=[(5) /(2)]*10 0 | |
| Promoter and Promoter | E- Voting Poll | 84,154,710 | | | | | | | |
| Group | Postal Ballot | | | | | | | | |
| | Total | | | | | | | | |
| Public - Institutions | E- Voting Poll | 76,360,279 | 45,979,693 | 60.2142 | 45,458,752 | 520,941 | 98.8670 | 1.1330 | |
| | Postal Ballot | , | 0 | | 0 | 0 | | | |
| | Total | | 45,979,693 | 60.2142 | 45,458,752 | 520,941 | 98.8670 | 1.1330 | |
| Public-Non Institutions | E- Voting Poll | 20,002,000 | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5678 | 2.4322 | |
| | Postal Ballot | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 100.0000 | 0.0000 | |
| | Total | | 104,428 | 0.3914 | 101,923 | 2,505 | 97.6012 | 2.3988 | |
| Total | | 187,198,685 | 46,084,121 | 24.6178 | 45,560,675 | 523,446 | 98.8642 | 1.1358 | |

The Number of votes casted in favour of the Special Resolution is **45,560,675 (98.86 %** of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.





H. No. 48-345, Ganesh Nagar Colony, Chinthal, HMT Road, Hyderabad – 500 054 Phone: 040- 40210182 (Office)

5. Appointment of Ms. Gayathri Ramachandran as a director and as an Independent Director.

| Resolution I | Required: (| Ordinary/Spe | cial) | Special | | | | | |
|--------------------------------|----------------------|----------------------------------|-------------------------------|---|--------------------------------|------------------------------|--|---|--|
| interested in | n the agend | romoter group da / resolution |) are 1: | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled (2) | % of Votes Polled on outstand ing shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled | |
| | | (1) | | (3)=[(2) /(1)]*100 | (4) | (5) | (6)=[(4) / (2)]*100 | (7)=[(5) /(2)]*1 00 | |
| Promoter and Promoter | E- Voting Poll | _ | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.0000 | 0.0000 | |
| Group | Postal Ballot | 84,154,710 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Total | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.0000 | 0.0000 | |
| Public - Institution s | E- Voting Poll | 76,360,279 | 45,979,693 0 | 60.2142 0.0000 | 45,769,912 0 | 209,781 | 99.5437 | 0.4562 | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | |
| | Total | | 45,979,693 | 60.2142 | 45,769,912 | 209,781 | 99.5438 | 0.4562 | |
| Public-Non Institution s | E- Voting Poll | | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5677 | 2.4322 | |
| 5 | Postal Ballot | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 0.0000 | 0.0000 | |
| Total | Total | 187,198,685 | 104,428 130,238,831 | 0.3914 69.5725 | 101,923 130,026,545 | 2,505 | 97.6012 | 2.3988 | |
| | | 107,150,005 | 130,230,031 | 09.3723 | 130,020,345 | 212,286 | 99.8370 | 0.1630 | |

The Number of votes casted in favour of the Special Resolution is **130,026,545 (99.83 %** of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.





H. No. 48-345, Ganesh Nagar Colony, Chinthal, HMT Road, Hyderabad – 500 054 Phone: 040- 40210182 (Office)

6. Appointment of Sri K. Jairaj as a director and as an Independent Director.

| Resolution R | Required: (O | rdinary/Specia | al) | Special | | | | | | |
|------------------------------|---------------------------|--------------------------------|----------------------------------|--|---------------------------------------|-------------------------------------|---|---|--|--|
| Whether pro interested in | moter / pro the agenda | moter group a / resolution: | re | No | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstand ing 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)/ | % of Votes against on votes polled (7)=[(5) /(2)]*10 0 | | |
| Promoter | E-Voting | | | | | | (2)]*1 00 100.000 | | | |
| and | | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 0 | 0.0000 | | |
| Promoter Group | Poll | 84,154,710 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 84,154,710 | 100.0000 | 84,154,710 | 0 | 100.000 0 | 0.0000 | | |
| Public - Institution | E-Voting | | 45,979,693 | 60.2142 | 45,858,362 | 121,331 | 99.7361 | 0.2638 | | |
| S | Poll | 76,360,279 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 45,979,693 | 60.2142 | 45,858,362 | 121,331 | 99.7361 | 0.2639 | | |
| Public-Non | E-Voting | _ | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5677 | 2.4322 | | |
| Institution s | Poll | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 100.000 0 | 0.0000 | | |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 104,428 | 0.3914 | 101,923 | 2,505 | 97.6012 | 2.3988 | | |
| Total | | 187,198,685 | 130,238,831 | 69.5725 | 130,114,995 | 123,836 | 99.9049 | 0.0951 | | |

The Number of votes casted in favour of the Special Resolution is **130,114,995 (99.90 %** of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.





Y. KOTESWARA RAO Practicing Company Secretary

H. No. 48-345, Ganesh Nagar Colony, Chinthal, HMT Road, Hyderabad – 500 054 Phone: 040- 40210182 (Office)

7. Re-appointment of Sri.CH. Hari Vithal Rao (holding DIN 00012970) as an Independent Director.

| Resolution | Required: (| Ordinary/Spec | ial) | Special | | | | |
|-------------------|-------------------|----------------------------------|----------------------------------|--|---------------------------------------|-------------------------------------|--|--|
| Interested | in the agend | omoter group la / resolution: | are | No | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstand ing shares (3)=[(2) /(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter | E-Voting | | | /(1)] 100 | | | (6)=[(4)/ (2)]*1 00 | (7)=[(5) /(2)]*10 0 |
| and | L-voting | | 84,154,710 | 100.0000 | 94 154 740 | | 100.000 | |
| Promoter Group | Poll | 84,154,710 | 04,134,710 | | 84,154,710 | 0 | 0 | 0.0000 |
| | Postal Ballot | | | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 84,154,710 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - | E-Voting | | | 100.0000 | 84,154,710 | 0 | 0 | 0.0000 |
| Institution s | Poll | 76.260.070 | 39,370,924 | 51.5594 | 35,738,010 | 3,632,914 | 90.7725 | 9.2274 |
| | Postal | 76,360,279 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Ballot Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non | E-Voting | | 39,370,924 | 51.5594 | 35,738,010 | 3,632,914 | 90.7726 | 9.2274 |
| Institution | Poll | - | 102,992 | 0.3860 | 100,487 | 2,505 | 97.5677 | 2.4322 |
| 5 | Postal | 26,683,696 | 1,436 | 0.0054 | 1,436 | 0 | 100.000 0 | 0.0000 |
| | Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Total | . Juli | 187,198,685 | 104,428 123,630,062 | 0.3914 66.0422 | 101,923 119,994,643 | 2,505 | 97.6012 | 2.3988 |
| | | | ,, | 0010722 | 119,994,043 | 3,635,419 | 97.0594 | 2.9406 |

The Number of votes casted in favour of the Special Resolution is **119,994,643** (**97.05** % of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.

Place: Hyderabad Date: 30.09.2019



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