

September 25, 2021

To The Secretary, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Maharashtra, India <u>Scrip Code: 532767</u>	To The Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Maharashtra, India <u>Scrip Code: GAYAPROJ</u>
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Dear Sir, Madam,

Re: Regulation 44(3) of the SEBI (LODR) Regulation, 2015

In terms of Regulation 44(3) of the SEBI (LODR) Regulation, 2015, we furnish herewith the details regarding the voting confirmation result in respect of resolution mentioned in the Notice dated August 05, 2021 which was put to vote in the Extra Ordinary General Meeting held on August 28, 2021 read with results of the re-voting as per the proposal of the Company and approval and consent of the Stock Exchange(s) vide their written communication dated September 20, 2021 (NSE) and September 20, 2021 (BSE), for obtaining confirmation of e-voting which took place on September 24, 2021 and September 25, 2021 which was called for in order to inform the Shareholders regarding the new information available on the Report of the Registered Valuer dated September 20, 2021.

This is for your information and records.

For Gayatri Projects Limited

Chetan Kumar Sharma

Chetan Kumar Sharma
Company Secretary &
Compliance Officer



Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issuance of Equity Shares of the company on preferential basis				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		39912639	51.6598	39912639	0	100.0000	0.0000
	Poll	77260607	37347168	48.3392	37347168	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	77260607	77259807	99.9990	77259807	0	100.0000	0.0000
Public-Institutions	E-Voting		26963472	78.8949	26572578	390894	98.5503	1.4497
	Poll	34176439	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	34176439	26963472	78.8949	26572578	390894	98.5503	1.4497
Public- Non Institutions	E-Voting		19171529	25.3051	19131940	39589	99.7935	0.2065
	Poll	75761639	3509	0.0046	3509	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	75761639	19175038	25.3097	19135449	39589	99.7935	0.2065
Total	Total	187198685	123398317	65.9184	122967834	430483	99.6511	0.3489
Whether resolution is Pass or Not.							Yes	





Y. KOTESWARA RAO

Practising Company Secretary

H. No. 48-345, Ganesh Nagar Colony,

Chinthal, HMT Road, Hyderabad – 500 054

Phone: 040 40210182 (Office)

REPORT OF SCRUTINIZER

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]**

To,

The Chairman
M/s.Gayatri Projects Limited
CIN: L99999TG1989PLC057289
B1, 1st Floor, TSR Towers,
Somajiguda, Hyderabad
Telangana State – 500082

In respect of Special Resolution proposed at the Extraordinary General Meeting of the members of "GAYATRI PROJECTS LIMITED" held on Saturday, August 28, 2021 at 03:30 p.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) and in respect of which fresh remote E-voting was conducted for confirmation on the aforesaid Special Resolution for the issuance of 7,50,00,000 equity shares of Rs.2/- each at an issue price of Rs. 45.00/- per equity share to TAAZA INTERNATIONAL PTE. Limited and INTERUPS INC. by way of preferential allotment on private placement basis.

Sir,

1. I, Y KOTESWARA RAO, Practising Company Secretary, (ACS-3785/CP-7427), Hyderabad, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting process (remote e-voting) and e-voting at the Extraordinary General Meeting (EGM) of the members of "GAYATRI PROJECTS LIMITED" held on Saturday, August 28, 2021 at 03:30 p.m. through VC/OAVM.
2. The Scrutinizer report dated August 28, 2021 was submitted to Chairman of the Company and disseminated to Stock Exchanges.
3. Further to the Stock Exchanges approval and consent to the Company's Proposal to obtain fresh/confirmation voting from the shareholders post dissemination, the fresh valuation report commissioned by the Company on September 20, 2021 from Mr. Sai Sameer Nagam, IBBI Registered Valuer, IBBI Reg No. IBBI/RV/06/2021/13862 for the purpose of Preferential Issue. Accordingly, the Board of Directors has authorized me to circulate communications through e-mails which were sent to the shareholders on September 23, 2021, September 24, 2021 and September 25, 2021 giving an option to the shareholders to vote on the said resolution again, if they would have voted differently, had the new information pertaining to the pricing of shares provided in the Valuation Report been disclosed to them, prior to the first time they cast their vote.



4. Fresh remote E-voting began on Friday, September 24, 2021 at 09:00 a.m. (IST) and ended on Saturday, September 25, 2021 at 5.00 p.m. (IST).
5. The votes cast through fresh remote E-voting were unblocked on September 25, 2021 at 05:40 p.m. by using the Scrutinizer's log in on platform of KFin Technologies Private Limited (R&T Agent) in the presence of two witnesses who are not in the employment of the Company, namely Mr. Madhu Sudana Rao and Mr. Rajesh kumar.
6. The results of remote E-voting & E-voting during the EGM held on August 28, 2021 which were disseminated to the Stock Exchanges are now again mentioned below:

RESOLUTION No.1:

Issuance of equity shares of the Company on preferential basis:

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
148	116897492	99.66

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	393125	0.34

(iii) Invalid votes:

Total Number of members whose votes were declared invalids	Total Number of votes cast by them
0	0

7. The result of fresh E-voting and/or confirmation on the Special Resolution for the issuance of 7,50,00,000 equity shares of Rs, 2/- each, at an issue price of Rs. 45.00/- per equity share, TAAZA INTERNATIONAL PTE. LIMITED and INTERUPS INC., as a preferential issue on private placement basis is as under:



	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	Total
Number of members voted	126	12	138
Number of votes cast by them	14538867	37358	14576225

8. The Consolidated result of previous E-Voting & fresh – Voting is as under:

Resolution No. 01:**Issuance of equity shares of the Company on preferential basis:**

(i) Voted in favour of the Resolution:

(1)	Remote E Voting and E Voting During EGM held on 28.08.2021 (2)	Fresh E Voting (3)	Total (4)
Number of Members Voted	93*	126	219
Number of Votes cast by them	108428967	14538867	122967834
% of Total Number of valid votes cast by them	99.64	99.74	99.65

(ii) Voted against the Resolution

(1)	Remote E Voting and E Voting During EGM held on 28.08.2021 (2)	Fresh E Voting (3)	Total (4)
Number of Members Voted	14*	12	26
Number of Votes cast by them	393125	37358	430483
% of Total Number of valid votes cast by them	0.36	0.26	0.35

***Note: Out of 162 members who had casted their vote during Remote E Voting and E Voting During EGM held on 28.08.2021 as provided in point number 6, 55 members have exercised their vote in fresh/confirmation voting. Accordingly, the number and vote of 55 members have not been counted for reporting under column (2) of table 8 (i) & 8 (ii) Remote E Voting and E-Voting during EGM held on 28.08.2021 as they have been counted under fresh E Voting column (2) of table 8(i) & 8(ii) above.**



Y. KOTESWARA RAO

Practicing Company Secretary

H. No. 48-345, Ganesh Nagar Colony,

Chinthal, HMT Road, Hyderabad – 500 054

Phone: 040 40210182 (Office)

9. All electronic data and relevant records for fresh E-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the EGM and the same shall be handed over to the Chairman for safe keeping.

I would like to report that, the business transacted at the EGM held on August 28, 2021 read with fresh/confirmation voting done from September 24, 2021 to September 25, 2021 is in accordance with the regulation 164A of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 i.e pricing for Issue of shares on preferential basis for companies having stressed assets. As per regulation 164A (4) of the aforesaid regulations the resolution considered to be passed only if the votes cast by the shareholders in the 'public' category in favour of the proposal shall be more than the number of votes cast against it.

It is hereby reported that as per 164A (4) of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 the votes cast by the shareholders in the 'public' category in favour of the proposal/Item are more than the number of votes cast against it.

The resolution at Item No. 1 of the EGM Notice dated August 05, 2021 be declared as passed with requisite majority.

Yours faithfully,

KOTESWA
RA RAO
YECHURI

Digitally signed
by KOTESWARA
RAO YECHURI
Date: 2021.09.25
22:07:55 +05'30'

Place: Hyderabad
Date: 25.09.2021

Y. KOTESWARA RAO

Practicing Company Secretary

Name & Signature of Scrutinizer

ACS: 3785

CP No. : 7427

UDIN number A003785C001009911