



**September 28, 2022**

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

Dear Sir, Madam,

**Sub: Disclosure of Voting Results of the 33<sup>rd</sup> Annual General Meeting ('AGM') of Gayatri Projects Limited ('the Company') and Scrutinizer Report dated September 28, 2022**

The details of voting results of the 33<sup>rd</sup> Annual General Meeting of the Company held on Tuesday, September 27, 2022 are enclosed in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended- **Annexure A.**

The Scrutinizer's Report dated September 28, 2022, pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended - **Annexure B.**

The voting results along with the Scrutinizer's Report is available on the Company's website at [www.gayatri.co.in](http://www.gayatri.co.in) and is also being made available on the website of the KFin Technologies Limited at [www.evoting.kfintech.com](http://www.evoting.kfintech.com) (Service Provider).

This is for your information and records.

Thanking you,  
Yours faithfully,

**Gayatri Projects Limited**

**Chetan Kumar Sharma  
Company Secretary &  
Compliance Officer**

End: As above

**Regd. & Corp. Office:**

Gayatri Projects Limited, B1, 6-3-1090, TSR Towers T +91 40 2331 0330/4284/4296 E [cs@gayatri.co.in](mailto:cs@gayatri.co.in)  
Raj Bhavan Road, Somajiguda, Hyderabad 500 082 T.S F +91 40 2339 8435 [www.gayatri.co.in](http://www.gayatri.co.in)  
CIN: L99999TG1989PLC057289

Annexure A

**33<sup>rd</sup> Annual General Meeting Voting Results**

|   |  |
|---|--|
| <b>Date of Annual General Meeting</b>   | <b>September 27, 2022</b>  |
| Total number of shareholders as on record date (September 20, 2022)                 | 63356  |
| <b>No. of Shareholders present in the meeting either in person or through proxy</b> |  |
| Promoter and Promoter Group   | No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM |
| Public  |  |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b>          |  |
| Promoter and Promoter Group   | 4  |
| Public  | 54   |

**Agenda Wise Disclosure:**

**Resolution 1(a): Consider and adopt Audited Standalone Financial Statement for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon and Resolution 1(b): Consider and adopt Audited Consolidated Financial Statement for the financial year ended March 31, 2022 and the Report of Auditors thereon – Ordinary Resolution**

| 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                      | 93,91,590              | 93,91,590               | 100.0000  | 93,91,590                    | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | <b>Total (A)</b>              | <b>93,91,590</b>       | <b>93,91,590</b>        | <b>100.0000</b>   | <b>93,91,590</b>             | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  |
| Public-Institutions   | E-Voting                      | 4,29,22,632            | 1,96,81,661             | 45.8538   | 1,96,81,661                  | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | <b>Total (B)</b>              | <b>4,29,22,632</b>     | <b>1,96,81,661</b>      | <b>45.8538</b>  | <b>1,96,81,661</b>           | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  |
| Public-Non Institutions   | E-Voting                      | 13,48,84,463           | 2,47,578                | 0.1835  | 2,07,416                     | 40,162                     | 83.7780  | 16.2219  |
|   | Poll                          |                        | 197                     | 0.0001  | 197                          | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | <b>Total (C)</b>              | <b>13,48,84,463</b>    | <b>2,47,775</b>         | <b>0.1836</b>   | <b>2,07,613</b>              | <b>40,162</b>              | <b>83.7909</b>   | <b>16.2091</b>                                       |
|   | <b>Total(A+B+C)</b>           | <b>18,71,98,685</b>    | <b>2,93,21,026</b>      | <b>15.6631</b>  | <b>2,92,80,864</b>           | <b>40,162</b>              | <b>99.8630</b>   | <b>0.1370</b>  |

Whether resolution is passed or not: Yes, resolution is passed with requisite majority

**Resolution 2: To appoint a Director in place of Mr. J. Brij Mohan Reddy (DIN: 00012927), who retires by rotation, and being eligible, offers himself for re-appointment**

| 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                      | 93,91,590              | 93,91,590               | 100.0000  | 93,91,590                    | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | <b>Total (A)</b>              |                        | <b>93,91,590</b>        | <b>93,91,590</b>  | <b>100.0000</b>              | <b>93,91,590</b>           | <b>0</b>   | <b>100.0000</b>                                      |
| Public-Institutions   | E-Voting                      | 4,29,22,632            | 1,96,81,661             | 45.8538   | 78,73,806                    | 1,18,07,855                | 40.0058  | 59.9941  |
|   | Poll                          |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | <b>Total (B)</b>              |                        | <b>4,29,22,632</b>      | <b>1,96,81,661</b>  | <b>45.8538</b>               | <b>78,73,806</b>           | <b>1,18,07,855</b>                                     | <b>40.0058</b>                                       |
| Public-Non Institutions   | E-Voting                      | 13,48,84,463           | 2,50,578                | 0.1858  | 2,03,730                     | 46,848                     | 81.3040  | 18.6959  |
|   | Poll                          |                        | 197                     | 0.0001  | 197                          | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | <b>Total (C)</b>              |                        | <b>13,48,84,463</b>     | <b>2,50,775</b>   | <b>0.1859</b>                | <b>2,03,927</b>            | <b>46,848</b>  | <b>81.3187</b>                                       |
| <b>Total(A+B+C)</b>   |                               | <b>18,71,98,685</b>    | <b>2,93,24,026</b>      | <b>15.6647</b>  | <b>1,74,69,323</b>           | <b>1,18,54,703</b>         | <b>59.5734</b>   | <b>40.4266</b>                                       |

Whether resolution is passed or not: Yes, resolution is passed with requisite majority

**Resolution 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. 2022-23 – Ordinary Resolution**

| 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                      | 93,91,590              | 93,91,590               | 100.0000  | 93,91,590                    | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | <b>Total (A)</b>              |                        | 93,91,590               | 93,91,590   | 100.0000                     | 93,91,590                  | 0  | 100.0000   |
| Public-Institutions   | E-Voting                      | 4,29,22,632            | 1,96,81,661             | 45.8538   | 1,96,81,661                  | 0                          | 100.0000   | 0.0000   |
|   | Poll                          |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | <b>Total (B)</b>              |                        | 4,29,22,632             | 1,96,81,661   | 45.8538                      | 1,96,81,661                | 0  | 100.0000   |
| Public-Non Institutions   | E-Voting                      | 13,48,84,463           | 2,47,578                | 0.1835  | 2,07,371                     | 40,207                     | 83.7598  | 16.2401  |
|   | Poll                          |                        | 197                     | 0.0001  | 197                          | 0                          | 100.0000   | 0.0000   |
|   | Postal Ballot (if applicable) |                        | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | <b>Total (C)</b>              |                        | 13,48,84,463            | 2,47,775  | 0.1836                       | 2,07,568                   | 40,207   | 83.7728  |
| <b>Total(A+B+C)</b>   |                               | <b>18,71,98,685</b>    | <b>2,93,21,026</b>      | <b>15.6631</b>  | <b>2,92,80,819</b>           | <b>40,207</b>              | <b>99.8629</b>   | <b>0.1371</b>  |

Whether resolution is passed or not: Yes, resolution is passed with requisite majority

**All the resolutions have been passed 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)

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### **SCRUTINIZER'S REPORT**

**To,  
The Chairman  
Gayatri Projects Limited Ltd  
TSR Towers  
Somajiguda  
Hyderabad - 500082**

**Dear Sir,**

**Sub:** Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') for the 33<sup>rd</sup> Annual General Meeting of Gayatri Projects Limited held on Tuesday, September 27, 2022 at 3:32 P.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM')

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I, Y. Koteswara Rao, Company Secretary in practice, have been appointed as Scrutinizer by the Board of Directors of Gayatri Projects Limited ("the Company") having CIN: **L99999TG1989PLC057289** for the purpose of scrutinizing the process of voting through electronic means i.e ("remote e-voting and e-voting at the Annual General Meeting") s in respect of the below mentioned resolutions proposed in the notice calling 33<sup>rd</sup> Annual General Meeting (AGM) held on Tuesday, September 27, 2022 through VC/OAVM.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- process of e-voting remotely, before the AGM, using an electronic voting - system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
- process of e-voting at the AGM through electronic voting-system ("e-voting")

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made there under; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the 33<sup>rd</sup> AGM of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFin Technologies Limited to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and / or KFin Technologies Limited for my verification.



**Y. KOTESWARA RAO**

**Practicing Company Secretary**

H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad – 500 054

Phone: 040 40210182 (Office)

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The notice dated May 30, 2022, convening the AGM along with Annual report for FY 2021-22, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in compliance with the MCA Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars', unless any Member has requested for a physical copy of the same.

The Company had availed the e-voting facility offered by Kfin Technologies Limited ('KFIN') for conducting remote e-voting by the Shareholders of the Company.

The "cut-off" date for the purpose of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was September 20, 2022.

#### **Remote E-Voting Process:**

The voting period for remote e-voting commenced on Saturday, September 24, 2022 (9:00 a.m. IST) and ended on Monday, September 26, 2022 (5:00 p.m. IST) and the e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier. After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted. I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the KFIN e-voting system.

I would like to mention that the voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. September 20, 2022 and as per the Register of Members of the Company.

Further, I would also like to mention that Shareholders who have split their votes into "Assent" as well as "Dissent" in respect of each DP ID/Client ID or Folio No., while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head "Assent", if any.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.



**Resolution No.1(a): (Ordinary Resolution): Adoption of Audited Standalone Financial Statements for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon and No.1(b) (Ordinary Resolution): Adoption of Audited Consolidated Financial Statements for the Financial Year ended March 31, 2022 and the report of the Auditors thereon.**

(i) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 142                     | 29280864                     | 99.86                                 |

(ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 08                      | 40162                        | 0.14                                  |

(iii) Invalid votes:

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

**Resolution No. 2: (Ordinary Resolution): To appoint a Director in place of Mr. J. Brij Mohan Reddy (DIN: 00012927), who retires by rotation, and being eligible, offers himself for re-appointment**

(i) Voted in favour of the resolution

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 134                     | 17469323                     | 59.57                                 |

(ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 17                      | 11854703                     | 40.43                                 |

(iii) Invalid votes:

| Total Number of members whose votes were declared invalids | Total Number of votes cast by them |
|--|------------------------------------|
| 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)

**Resolution No. 3: (Ordinary Resolution): 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 2022-23**

(i) Voted in favour of the resolution

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 141                     | 29280819                     | 99.86                                 |

(ii) Voted against the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 9                       | 40207                        | 0.14                                  |

(iii) Invalid votes:

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

All the resolutions of item no. 1 (a) and (1(b) to 3 have been deemed to be passed with requisite majority.

Yours faithfully,

KOTESWARA RAO YECHURI  
Digitally signed by  
KOTESWARA RAO YECHURI  
Date: 2022.09.28 13:47:08  
+05'30'

Place: Hyderabad  
Date: 28.09.2022

**Y. KOTESWARA RAO**  
Practicing Company Secretary  
**Name & Signature of Scrutinizer**  
**ACS: 3785**  
**CP No. : 7427**  
**UDIN number A003785D001065428**