



PROCEEDINGS OF 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF GAYATRI TISSUE AND PAPERS LIMITED HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2015 AT 11.30 A.M AT REGISTERED OFFICE OF THE COMPANY AT #16/137, SIDDHARTHA NAGAR NO.5, NEAR PRABODHAN KRIDA BHAWAN, SIDDHARTHA NAGAR, GOREGAON (WEST) MUMBAI – 400104.

The 29th Annual General Meeting of M/s. Gayatri Tissue and Papers Limited was held on wednesday, the 30th day of September, 2015 at 11.30 a.m at Registered office of the Company at #16/137, Siddhartha Nagar No.5, Near Prabodhan Krida Bhawan, Siddhartha Nagar, Goregaon (West) Mumbai – 400104.

The following officers of the Company were present:

Dinesh Vemula – Company Secretary

Total 8 members were personally present and 2 members through proxy.

Members elected Mr. D. Satyanarayana, Shareholder of the Company as Chairman of the meeting. Mr. D. Satyanarayana took the chair and welcomed the members to the 29th Annual General Meeting of the Company.

All the relevant Registers, Documents, the Auditors' Report and Secretarial Audit Report as prescribed under the Act were available for inspection at the Annual General Meeting.

The Chairman declared the meeting as validly convened on the basis of advice from the Company Secretary that the requirement of the quorum as per the Companies Act, 2013 was fulfilled.

Thereafter, the Chairman delivered a brief speech on Company's scenario. He also appraised the e-voting facility provided to encourage more members to vote.

The Chairman then took up the formal proceedings of the meeting and the Notice convening the meeting together with financial statement, Director's Report and Auditor's report were taken as read with the unanimous consent of the members present.

He stated that the Company has provided electronic voting facility from September 27, 2015 to September 29, 2015 to the members entitled to cast their vote at the Annual General Meeting, as per Companies Act 2013 and the Companies (Management and Administration) Rules, 2014, and therefore, it is obligatory to provide similar voting rights to the members present in person and through proxies at the AGM to vote in proportion to their shares of the paid up equity capital of the company. He stated that the Poll will be ordered for the voting on all the resolutions of ordinary and special business as set out in items 1 to 4 of the notice of 29th Annual General Meeting and Mr. Y. Koteswara Rao, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting and ballot process in a fair and transparent manner.

Before ordering the poll, Chairman invited the members for their queries/ comments/ suggestions or clarification, if any on the agenda items as set out in the notice of 29th Annual General Meeting. Chairman replied to the queries raised by some of the shareholders thereafter, the distribution of polling papers were arranged by the Scrutinizer appointed for carrying out the Poll proceedings.

Regd. Office :

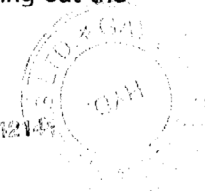
Gayatri Tissue & Papers Limited
16/137, No. 5, Near Prabodhan Krida Bhawan,
Siddhartha Nagar, Goregaon (West), Mumbai 400 104.

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The Chairman thereafter ordered the poll on the resolutions of ordinary and special business set out in items 1 to 4 of the notice of 29th Annual General Meeting and requested all the members present to participate in the Poll and cast their votes.

Thereafter, sharing the basis on which the result will be compiled, the Chairman stated that the result of voting on each resolution shall be determined by adding the votes of the poll in favour or against a resolution with the electronic votes in favour or against the same resolution. The result to be declared for each resolution shall indicate separately the votes on poll and electronic voting and would be intimated to BSE. He also stated the results shall also be uploaded on the Company's website www.gtpltd.co.in and the same shall be available at the corporate office of the Company.

He invited the scrutinizer to take over the poll proceedings and requested him to submit his report including the e-voting result.

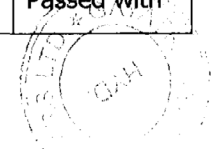
Thanking the members for their participation and support, the Chairman announced the formal Closure of the 29th Annual General Meeting of the Company.

All the resolutions (No 1 to No 4) as given in the Notice of 29th AGM and passed by the shareholders with requisite majority were duly recorded as a part of the proceedings of the meeting.

Result of the e-voting and poll on the Ordinary and Special Businesses at the 29th Annual General Meeting of the Company

On the basis of Scrutinizer report for e-voting and poll conducted in the AGM, all the resolutions as set out in the notice were duly passed as detailed below:

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	No. of Votes Casted	No. of Votes in favour	No. of Votes against	Remarks
1.	Adoption of Financial Statements for the Year ended 31st March, 2015	Ordinary	1207980	1207980	0	Passed with requisite majority
2.	To appoint a Director in place of Smt. T. Indira Subbarami Reddy, who retires by rotation, and being eligible, offers herself for re-appointment.	Ordinary	1207980	1207980	0	Passed with requisite majority
3.	To Appoint Auditors and Fix their Remuneration.	Ordinary	1207980	1207980	0	Passed with requisite majority
	Appointment of Shri. Mallikarjuna	Special	1207980	1207980	0	Passed with





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All the above resolutions have been adopted with requisite majority.

**Sd/-
D. Satyanarayana
(Chairman of the Meeting)**

**Date: 07.10.2015
Place: Hyderabad**

CERTIFIED TRUE COPY

FOR GAYATRI TISSUE & PAPERS LTD.

(DINESH VEMULA)

Company Secretary & Compliance Officer