

**DISCLOSURE UNDER CLAUSE 35A OF THE LISTING AGREEMENT OF VOTING RESULTS OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD ON 5<sup>TH</sup> DAY OF SEPTEMBER, 2015.**

We are pleased to inform you that the Extra Ordinary General Meeting of the company was held on Saturday, the 5<sup>th</sup> September, 2015 as per the notice sent to the share holders / stock exchanges. Pursuant to the clause 35A of the Listing Agreement, details of the voting results at the said Extra Ordinary General Meeting of the Company are given below in the prescribed format:

**Details of the voting results:**

<b>A</b>	<b>Name of the Company</b>	Gayatri Projects Limited		
<b>B</b>	<b>Date of EGM</b>	5 <sup>th</sup> September, 2015		
<b>C</b>	<b>Book Closure Date</b>	29.08.2015 (Cut off date)		
<b>D</b>	<b>Total Share holders as on record date</b>	7739		
<b>E</b>	<b>No. of share holders present in the meeting either in person or through proxy.</b>			
	<b>Share Holders</b>	<b>Present in person</b>	<b>Present through proxy</b>	<b>Total</b>
	Promoter and promoter group	1	Nil	1
	Public	86	Nil	86
	Total	87	Nil	87
<b>F</b>	<b>No. of share holders attended the meeting through video conferencing.</b>	<b>Not arranged</b>		
	➤ Promoter and promoter group			
	➤ Public			

**Agenda -wise:**

<b>Item No.</b>	<b>Details of the Agenda</b>	<b>Resolution required (Ordinary/Special)</b>	<b>Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)</b>
<b>1.</b>	Typo error in the investor names.	Special	Poll and E-Voting
<b>2.</b>	Disclosure of identity of the ultimate beneficial owners of the allottees as per Regulation 73 (1) (e) of Chapter VII of SEBI (ICDR) Regulations, 2009 as amended from time to time.	Special	Poll and E-Voting

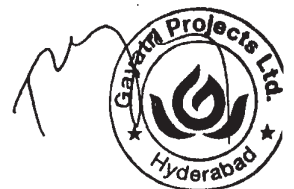


**VOTING RESULTS**

**Poll and E-Voting:**

<b>1. TYPO ERROR IN THE INVESTOR NAMES.</b>							
<b>MODE OF VOTING – E-VOTING</b>							
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	15211536	15211536	100	15211536	00	100.00	0.00
<b>Public – Institutional holders</b>	10566958	2450595	23.19	2450595	00	100.00	0.00
<b>Public-Others</b>	4448500	23172	0.52	23172	00	100.00	0.00
<b>Total (A)</b>	<b>30226994</b>	<b>17685303</b>	<b>58.51</b>	<b>17685303</b>	<b>00</b>	<b>100.00</b>	<b>0.00</b>
<b>MODE OF VOTING -POLL</b>							
<b>Promoter and Promoter Group</b>	15211536	0	0	0	00	0.00	0.00
<b>Public – Institutional holders</b>	10566958	0	0	0	00	0.00	0.00
<b>Public-Others</b>	4448500	411	0.01	411	00	100.00	0.00
<b>Total (B)</b>	<b>30226994</b>	<b>411</b>	<b>0.00</b>	<b>411</b>	<b>00</b>	<b>100.00</b>	<b>0.00</b>
<b>Total of (A)+(B)</b>		<b>17685714</b>	<b>58.51</b>	<b>17685714</b>	<b>00</b>	<b>100.00</b>	<b>0.00</b>

The Number of votes polled in favour of the Special Resolution is **17685714** (100.00 % of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.



<b>2. DISCLOSURE OF IDENTITY OF THE ULTIMATE BENEFICIAL OWNERS OF THE ALLOTTEES AS PER REGULATION 73 (1) (E) OF CHAPTER VII OF SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FORM TIME TO TIME.</b>							
<b>MODE OF VOTING – E-VOTING</b>							
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
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<b>Promoter and Promoter Group</b>	15211536	0	0	0	00	0.00	0.00
<b>Public – Institutional holders</b>	10566958	0	0	0	00	0.00	0.00
<b>Public-Others</b>	4448500	411	0.01	411	00	100.00	0.00
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The Number of votes polled in favour of the Special Resolution is **17685714** (100.00 % of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.


  
**(T.V. SANDEEP KUMAR REDDY)**  
**CHAIRMAN OF THE MEETING**





**Y. KOTESWARA RAO**

**Practicing Company Secretary**

H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 2308 6394 (O & R)

**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 Extra Ordinary 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 Extra Ordinary General Meeting of the members of the Company, held on Saturday 5<sup>th</sup> September, 2015 at Surana Udyog Hall, The Federation of Telangana & Andhra Pradesh 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 relating to e-voting and poll on the resolutions contained in the Notice to the Extra Ordinary General Meeting of the members of the Company held on 5<sup>th</sup> September, 2015. My responsibility as a Scrutinizer for the e-voting process and for poll at the EGM 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 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 EGM. I, submit herewith my combined report on the results of e-voting together with that of Poll as under:





**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 2308 6394 (O & R)

**COMBINED RESULTS**

Item No.of the Notice	Type of Resoluti on	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)	
			No.of votes	% of votes casted	No.of votes	% of votes caste d
1. Typo error in the investor names	Special	17685714	17685714	100.00	--	--
2. Disclosure of identity of the ultimate beneficial owners of the allottees as per Regulation 73 (1) (e) of Chapter VII of SEBI (ICDR) Regulations, 2009 as amended form time to time	Special	17685714	17685714	100.00	--	--

All the above resolutions have been adopted with requisite majority.

Place: Hyderabad  
Date: 05.09.2015



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



**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 2308 6394 (O & R)

**VOTING RESULTS AS PER THE CLAUSE FORMAT PRESCRIBED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

**Details of the voting results:**

<b>A</b>	<b>Name of the Company</b>	Gayatri Projects Limited		
<b>B</b>	<b>Date of EGM</b>	5 <sup>th</sup> September, 2015		
<b>C</b>	<b>Book Closure Date</b>	29.08.2015 (Cut off date)		
<b>D</b>	<b>Total Share holders as on record date</b>	7739		
<b>E</b>	<b>No. of share holders present in the meeting either in person or through proxy.</b>			
	<b>Share Holders</b>	<b>Present in person</b>	<b>Present through proxy</b>	<b>Total</b>
	Promoter and promoter group	1	Nil	1
	Public	86	Nil	86
	Total	87	Nil	87
<b>F</b>	<b>No. of share holders attended the meeting through video conferencing.</b>	<b>Not arranged</b>		
	➤ Promoter and promoter group			
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**Agenda -wise:**

<b>Item No.</b>	<b>Details of the Agenda</b>	<b>Resolution required (Ordinary/Special)</b>	<b>Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)</b>
1.	Typo error in the investor names.	Special	Poll and E-Voting
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**Practicing Company Secretary**  
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### VOTING RESULTS

#### Poll and E-Voting:

<b>1. TYPO ERROR IN THE INVESTOR NAMES.</b>							
<b>MODE OF VOTING – E-VOTING</b>							
Promoter/Public	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
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Promoter and Promoter Group	15211536	0	0	0	00	0.00	0.00
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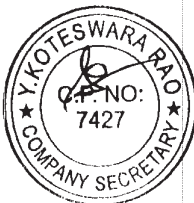



**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
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<b>2. DISCLOSURE OF IDENTITY OF THE ULTIMATE BENEFICIAL OWNERS OF THE ALLOTTEES AS PER REGULATION 73 (1) (E) OF CHAPTER VII OF SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FORM TIME TO TIME.</b>							
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<b>MODE OF VOTING -POLL</b>							
<b>Promoter and Promoter Group</b>	15211536	0	0	0	00	0.00	0.00
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The Number of votes polled in favour of the Special Resolution is **17685714** (100.00 % of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.

Place: Hyderabad  
Date: 05.09.2015



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





**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 2308 6394 (O & R)

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**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 e-voting conducted pursuant to the provisions of Section 107, Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rule') as amended, for Extra Ordinary General Meeting of M/s. Gayatri Projects Limited held on 5<sup>th</sup> September, 2015 Reg.,**

.....

**MODE OF VOTING: E- VOTING**

The Board of Directors of M/s. Gayatri Projects Limited have vide resolution passed on 16<sup>th</sup> June, 2015 decided to provide to the members of the Company, to facility to exercise their right on the resolutions as set out in the notice of Extra Ordinary General Meeting held on 5<sup>th</sup> September, 2015 by way of electronic means as required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Y. Koteswara Rao, Practicing Company Secretary, had been appointed by the Board of Directors vide its resolution dated 11<sup>th</sup> August, 2015 as the Scrutinizer to conduct the electronic voting process in respect of below mentioned resolutions to be passed at the Extra Ordinary General Meeting of the Company held on 5<sup>th</sup> September, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of Extra Ordinary General Meeting of the members of the Company. My responsibility as scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast in favour or against the resolutions stated in the notice of the Extra Ordinary General Meeting, based on the reports generated from the e-voting system provided by M/s. Karvy Computer Share Private Limited, the authorised agency to provide e-voting facility and engaged by the Company.

The Notice dated 11<sup>th</sup> August, 2015 convening the Extra Ordinary General Meeting of the Company along with the Statement setting out material facts under Section 102 of the Act were sent to the members of the Company through email and courier.

The shareholders of the Company holding shares as on the "cut-off" date of August 29, 2015 were entitled to vote on resolutions proposed as set out in the Notice of the Extra Ordinary General Meeting of the members of the Company.





**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
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The e-voting period commenced on 02.09.2015 (9.00 a.m) and ended on 04.09.2015 (5.00 p.m) and the Karvy e-voting platform was blocked thereafter.

Thereafter, the details containing, inter-alia of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of Karvy Computer Share Private Limited, [www.evoting.karvy.com](http://www.evoting.karvy.com). All the votes casted electronically during the said period have been taken into consideration for the purpose of my report.

I had scrutinized and reviewed the voting through electronic means and votes tendered based on the data downloaded from the Karvy e-voting system.

The result of the voting is as per annexure attached herewith.

The Register and all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra Ordinary General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe custody.

Thanking you

Yours faithfully

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

Date: 05.09.2015  
Place: Hyderabad





**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 2308 6394 (O & R)

**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,

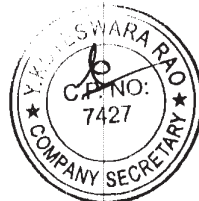
**Sub: Scrutinizer's Report on poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014 (the Rule') as amended, for Extra Ordinary General Meeting of M/s. Gayatri Projects Limited held on 5<sup>th</sup> September, 2015 Reg.,**


**MODE OF VOTING: POLL**

I, Y. Koteswara Rao, Practicing Company Secretary appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the **Extra Ordinary General Meeting** of the Equity Shareholders of M/s. Gayatri Projects Limited, held on Saturday, the 5<sup>th</sup> day of September, 2015 at 11.30 a.m at Surana Udyog Hall, The Federation of Telangana & Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad - 500 004, submit my report as under:

Reso lutio n No.	Resolution	Type of Resolu tion	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)	
				No.of votes in favour	% of votes casted	No.of votes in dissent	% of votes casted
1.	Typo error in the investor names.	Special	411	411	100.00	--	--
2.	Disclosure of identity of the ultimate beneficial owners of the allottees as per Regulation 73 (1) (e) of Chapter VII of SEBI (ICDR) Regulations, 2009 as amended form time to time.	Special	411	411	100.00	--	--

The poll papers and all other relevant records were sealed and handed over to the Company Secretary, authorized by the Board for safe custody.



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

Date: 05.09.2015  
Place: Hyderabad