

PROCEEDINGS OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF GAYATRI PROJECTS LIMITED HELD ON SATURDAY THE 05TH DAY OF SEPTEMBER, 2015 AT 11.30 AM AT SURANA UDYOG HALL, THE FEDERATION OF TELENGANA & ANDHRA PRADESH CHAMBERS OF COMMERCE AND INDUSTRY, FEDERATION HOUSE, 11-6-841, RED HILLS, P.B.14, HYDERABAD – 500 004 AND CONCLUDED AT 12.30 P.M.

The following Directors/officers of the Company were present:

Mr. T.V. Sandeep Kumar Reddy – Managing Director
Mr. CH. Hari Vittal Rao – Director
Mr. V.L. Moorthy - Director
Mrs. I.V. Lakshmi, Company Secretary and Compliance Officer

Directors present at the meeting elected Mr. T.V. Sandeep Kumar Reddy, Managing Director of the Company as chairman of the meeting and thereafter Mr. T. V. Sandeep Kumar Reddy took the chair and welcomed the members to the Extra Ordinary General Meeting of the Company.

Total 87 members were personally present and there were no proxies present at the meeting.

The Chairman acknowledged the presence of Shri. CH. Hari Vittal Rao, Chairman Audit and Stakeholder's Grievance Committee of the Board and M/s. Karvy Computer Share Private Limited Registrar and Transfer Agent of the Company and Mr. Y. Koteswara Rao, Scrutinizer.

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.

Mrs. I. V. Lakshmi, Company Secretary and Compliance Officer informed the Shareholders that the Extra Ordinary General Meeting is being convened for obtaining their consent to ratify the typo error with regard to swapping of the names of the investors and the non disclosure of ultimate beneficial owners of the allottees as per regulations 73 (1) (e) of Chapter VII of SEBI (ICDR) Regulations, 2009 in the EGM Notice dated 16th June, 2015 and further informed that register of members, director's Shareholding, Proxies and other documents are available during the meeting for inspection of the members.

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 Extra Ordinary General meeting was taken as read with the unanimous consent of the members present.

He stated that the Company has provided electronic voting facility from September 2, 2015 to September 4, 2015 to the members entitled to cast their vote at the Extra Ordinary 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 EGM 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 and 2 of the notice of Extra Ordinary General Meeting and Mr. Y. Koteswara Rao, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Therefore no resolution will be passed by show of hands.

Before ordering the poll, Chairman invited the members for their queries/ comments/ suggestions/ clarification, if any on the agenda items as set out in the notice of Extra Ordinary 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.

The Chairman thereafter ordered the poll on the resolutions of special business as set out in items 1 and 2 of the notice of Extra Ordinary 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 and NSE. He also stated the results shall also be uploaded on the Company's website www.gayatri.co.in with the report of scrutinizer for electronic voting and the poll and the same shall be available at the registered 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 Extra Ordinary General Meeting of the Company.

Result of the e-voting and poll on the resolutions at the Extra Ordinary General Meeting of the Company held on 05.09.2015

On the basis of Scrutinizer report for e-voting and poll conducted in the Extra Ordinary General Meeting, all the resolutions as set out in the notice were duly passed.

Item No.	Details of the Agenda	Resolution required (Ordinary / Special)	Votes cast in favour	Votes cast against	Invalid votes	Mode of voting: (Show of hands/ Poll/ Postal ballot/E-voting)	Remarks
1.	Typo error in the investors names	Special	49	0	0	Poll and E-Voting	Passed with requisite majority.
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 from time to time.	Special	49	0	0	Poll and E-Voting	Passed with requisite majority.

The resolutions passed by the shareholders are recorded hereunder as part of the proceedings of the Extra Ordinary General Meeting held on 5th September, 2015:

SPECIAL BUSINESS

ITEM NO.1: TYPO ERROR IN THE INVESTORS NAMES

"RESOLVED THAT consent of the members be and is hereby accorded to ratify the typo error with regard to swapping of the names of the investors, which were presented in tabular format in the resolution (Item no.1) passed by the shareholders in the Extra Ordinary General Meeting held on 10.07.2015

Details are as follows:

In item no.1 of the notice dated 16.06.2015 the details of the investors with PAN be read, considered and approved as follows:

Names of the Investors	PAN	Category
GMO Emerging Markets Fund, a series of GMO Trust	AAATG3065D	Non Promoter (FII)
GMO Emerging Markets Equity Fund, a sub fund of GMO Funds plc	AADCG3629B	Non Promoter (FII)

ITEM NO.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.

"RESOLVED THAT Consent of the members be and is hereby accorded to ratify the disclosure as per the Regulation 73 (1) (e) of Chapter VII of SEBI (ICDR) Regulations, 2009 as amended, as explained in point no. (v) of the explanatory statement of the EGM notice dated 16.06.2015

Details are as follows:

As per Regulation 73 (1) (e) of Chapter VII of SEBI (ICDR) Regulations, 2009 the company has to disclose the identity of the ultimate beneficial owners of the allottees (who are FII's).The same was not disclosed by the company due to the reason that the allottees are the Mutual Funds (UCITS) in their country of origin, but in India they were registered as FIIs (deemed FPI). As the mutual fund contains many unit holders and same is not possible to disclose the beneficial owners of the fund.

Point no. (v) of the explanatory statement to the notice dated 16.06.2015 be read, considered and approved as follows:

- (v)** the identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:



S.No.	Name of the Proposed Allottee (s)	Pre-Issue shareholding		Present Issue	Post Issue Shareholding		Identity of the ultimate beneficial owners
		No. of shares	%		No. of shares	%	
1	Mr. T. V. Sandeep Kumar Reddy	4579544	15.15	826762	5406306	15.23	N.A
2	Mrs. T. Indira Subbarami Reddy	1063093 2	35.17	797244	11428716	32.19	N.A
3	GMO Emerging Markets Fund, a series of GMO Trust (Deemed FPI)	--	--	343000 0	3430000	09.66	Nil
4	GMO Emerging Markets Equity Fund, a sub fund of GMO Funds plc (Deemed FPI)	--	--	224000	224000	00.63	*being the allottees are mutual funds the details of the beneficial holders cannot be disclosed

There will not be any change of control due to issue of such equity shares and company has not issued or allotted any securities on preferential basis during the financial year 2014-2015 and till date.

*As per the Regulation 73 (1) (e) of Chapter VII of SEBI (ICDR) Regulations, 2009 as amended, the ultimate beneficial owners of the above allottees (FII's (deemed FPI) were not disclosed as the said investors were the Mutual Funds (UCITS) in their country of origin, but in India they were registered as FIIs (deemed FPI). As the mutual fund contains many unit holders and same is not possible to disclose the beneficial owners of the fund."

"**FURTHER RESOLVED THAT** the above ratifications done by the members in item no.1 and 2 of this notice are in compliance with the disclosures required as per Chapter VII of SEBI (ICDR) Regulations 2009 as amended from time to time."

There being no other business to be transacted the meeting concluded with a vote of thanks to the chair.

For Gayatri Projects Limited

(I.V. Lakshmi)

Company Secretary and Compliance Officer



Date: 11.09.2015

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 combined e-voting and poll of M/s. Gayatri Projects Limited Reg.,

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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 5th 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 5th 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