

DISCLOSURE UNDER CLAUSE 35A OF THE LISTING AGREEMENT OF VOTING RESULTS AT 26^{TH} ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 28^{TH} OF SEPTEMBER, 2015 @11.30AM

We are pleased to inform you that 26th Annual General Meeting of the company was held on Monday, the 28th of 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 Annual General Meeting of the Company are given below in the prescribed format:

Details of the voting results:

Α	Name of the Company	Gayatri Projects Limited						
В	Date of AGM	28 th September, 2015						
С	Book Closure Date	23 rd September, 2015 to 28 th September, 2015 (both days inclusive)						
D	Total Share holders as on record date	7813						
	No. of share holders present in the med	eting either in p	erson or through pro	ΣΥ.				
	Share Holders	Present in		Total				
_	onare moracis	person	proxy					
E	Promoter and promoter group	1	1 0					
	Public	110	0	110				
	Total	111	0	111				
F	No. of share holders attended the meeting through video conferencing. > Promoter and promoter group > Public		Not arranged					

Agenda -wise:

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)
1.	Adoption of Financial Statements for the Year ended 31st March, 2015	Ordinary	Poll and E-Voting
2.	To declare Dividend on Equity Shares for the Year ended 31st March, 2015.	Ordinary	Poll and E-Voting
3.	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	Poll and E-Voting
4.	To Appoint Auditors and fix their Remuneration.	Ordinary	Poll and E-Voting
5.	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 2014-15 and F.Y 2015-16.	Ordinary	Poll and E-Voting

Continuos Sheet	Re-appointment of Sri. J. Brij Mohan Reddy, Executive Vice Chairman.	Special	GAYATRI Poll and E-Voting
7.	Adoption of New Set of Articles of Association of Company inter-alia pursuant to the Companies Act, 2013	Special	Poll and E-Voting
8.	Ratification of Master Restructuring Agreement (MRA) entered into by the Company for conversion of loan into equity	Special	Poll and E-Voting

VOTING RESULTS

Poll and E-Voting:

1. Adoption of Au	dited Annual	Accounts as	at 31 st Mare	ch, 2015 - Or	dinary Reso	olution	
MODE OF VOTING	- E-VOTING	AND POLL					
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes — in favour (4)	No. of Votes – against	% of Votes in favour on votes polled	% of Votes agains t on votes polled
			(3)=[(2) /(1)]*10 0			(6)=[(4)/ (2)]* 100	(7)=[(5) /(2)]* 100
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0
Public – Institutional holders	14312057	7127671	49.80	1149282	5978389	16.12	83.88
Public-Others	4307401	22251	0.52	22251	0	100	0
Total	33830994	22361458	66.10	16383069	5978389	73.26	26.74

Note: 115 votes are treated as invalid under scrutiny which have been voted through E-voting.

The Number of votes casted in favour of the Ordinary Resolution is **16383069** (**73.26** % of the total votes casted). Thus, the Ordinary Resolution has been approved by the Shareholders with requisite majority.





MODE OF VOTING	6 - E-VOTING	AND POLL					
Promoter/Public	No. of shares held (1)	No. of votes polled	% of Votes Polled on outsta nding shares	No. of Votes – in favour (4)	No. of Votes – against	% of Votes in favour on votes polled	% of Votes again st on votes polled
			(3)=[(2) /(1)]*1 00			(6)=[(4)/ (2)]*10 0	(7)=[(5) /(2)]* 100
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0
Public – Institutional holders	14312057	7127671	49.80	7127671	0	100	0
Public-Others	4307401	22251	0.52	22251	0	100	0
Total	33830994	22361458	66.10	22361458	0	100	0

Note: 115 votes are treated as invalid under scrutiny which have been voted through E-voting.

The Number of votes casted in favour of the Ordinary Resolution is **22361458** (**100** % of the total votes casted). Thus, the Ordinary Resolution has been approved by the Shareholders with requisite majority.





3. To appoint a Director in place of Smt. T. Indira Subbarami Reddy, who retires by rotation, and being eligible, offers herself for re-appointment.

		·					
MODE OF VOTING	- E-VOTING	AND POLL		, , , , , , , , , , , , , , , , , , , ,			
Promoter/Public	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes — in favour (4)	No. of Vot es – aga inst	Votes in favour on votes polled	% of Votes against on votes polled (7)=[(5)
			(3)=[(2) /(1)]*10 0		(5)	(6)=[(4)/ (2)]*10 0	/(2)]*10 0
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0
Public – Institutional holders	14312057	7127671	49.80	7127671	0	100	0
Public-Others	4307401	22366	0.52	22366	0	100	0
Total	33830994	22361573	66.10	22361573	0	100	0

The Number of votes casted in favour of the Ordinary Resolution is **22361573** (**100** % of the total votes casted). Thus, the Special Resolution has been approved by the Shareholders with requisite majority.





4. To Appoint Aud	litors and fix	their Remun	eration.				
MODE OF VOTING	- E-VOTING	AND POLL					
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of Votes — in favour (4)	No. of Votes – again st	% of Votes in favour on votes polled	% of Votes agains t on votes polled
			(3)=[(2) /(1)]*10 0		(5)	(6)=[(4) / (2)]*100	(7)=[(5) /(2)]* 100
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0
Public – Institutional holders	14312057	7127671	49.80	7127671	0	100	0
Public-Others	4307401	22366	0.52	22366	0	100	0
Total	33830994	22361573	66.10	22361573	0	100	0

The Number of votes casted in favour of the Ordinary Resolution is **22361573 (100** % of the total votes casted). Thus, the Ordinary Resolution has been approved by the Shareholders with requisite majority.





5. 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 2014-15 and F.Y 2015-16.

MODE OF VOTING	- E-VOTING	AND POLL					
Promoter/Public	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes — in favour (4)	No. of Votes – again st	on votes polled	% of Votes against on votes polled (7)=[(5)
			(3)=[(2) /(1)]*10 0		(5)	(6)=[(4)/ (2)]*10 0	/(2)]*10 0
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0
Public – Institutional holders	14312057	7127671	49.80	7127671	0	100	0
Public-Others	4307401	22366	0.52	22366	0	100	0
Total	33830994	22361573	66.10	22361573	0	100	0

The Number of votes casted in favour of the Ordinary Resolution is **22361573** (**100** % of the total votes casted). Thus, the Ordinary Resolution has been approved by the Shareholders with requisite majority.





6. Re-appointmen	t of Sri. J. Bri	ij Mohan Red	ldy, Executi	ve Vice Chair	man- S	Special Reso	lution.		
MODE OF VOTING E-VOTING AND POLL									
Promoter/Public	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes — in favour	No. of Votes – again st	% of Votes in favour on votes polled	% of Votes against on votes polled		
			(3)=[(2) /(1)]*10 0		(5)	(6)=[(4)/ (2)]*100	(7)=[(5) /(2)]*1 00		
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0		
Public — Institutional holders	14312057	7127671	49.80	7127671	0	100	0		
Public-Others	4307401	22366	0.52	22366	0	100	0		
Total	33830994	22361573	66.10	22361573	0	100	0		

The Number of votes casted in favour of the Special Resolution is **22361573** (**100** % of the total votes casted). Thus, the Special Resolution has been approved by the Shareholders with requisite majority.





7. Adoption of New Set of Articles of Association of Company inter-alia pursuant to the Companies Act, 2013– Special Resolution.

MODE OF VOTING	E VOTING	AND DOLL					
Promoter/Public		No. of votes polled	% of Votes Polled on outsta nding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes agains t on votes polled
			(3)=[(2) /(1)]*1 00			(6)=[(4)/ (2)]* 100	(7)=[(5) /(2)]* 100
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0.00
Public – Institutional holders	14312057	7127671	49.80	1149282	5978389	16.12	83.88
Public-Others	4307401	22366	0.52	22366	0	10.12	05.88
Total	33830994	22361573	66.10	16383184	5978389	73.26	26.74

The Number of votes casted in favour of the Special Resolution is **16383184** (**73.26** % of the total votes casted). Thus, the Special Resolution has not been approved by the Shareholders with requisite majority.





8. Ratification of Master Restructuring Agreement (MRA) entered into by the Company for
conversion of loan into equity – Special Resolution.

MODE OF VOTING - E-VOTING AND POLL Promoter/Public No. of No. of % of No. of No. of % of % of shares votes **Votes** Votes – in Votes Votes in **Votes** held polled **Polled** favour favour agains on agains on t on outstand t votes votes ing (4) polled polled **(1)** (2) shares (3)=[(2) (5) (7)=[((6)=[(4/(1)]*10 5) (2)]*10 /(2)]* 100 **Promoter and Promoter Group** 15211536 15211536 100 15211536 0 0 100 Public -Institutional holders 14312057 7127671 49.80 7127671 0 100 0 **Public-Others** 4307401 22366 0.52 22366 0 100 0 **Total** 33830994 66.10 22361573 22361573 0 100 0

The Number of votes casted in favour of the Special Resolution is **22361573 (100** % of the total votes casted). Thus, the Special Resolution has been approved by the Shareholders with requisite majority.

(CH. Hari Vittal Rao)
Chairman of the Meeting



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,
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 M/s. 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 26th Annual 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 26th Annual General Meeting of the members of the Company, held on Monday, 28th September, 2015 at KLN Prasad Auditorium, 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 26th Annual General Meeting of the members of the Company held on 28th September, 2015. My responsibility as a Scrutinizer for the e-voting process and for poll at the Annual General Meeting 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 M/s.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 Annual General Meeting. I, submit herewith my combined report on the results of e-voting together with that of Poll as under:



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 Resolutio	No. of Votes	Voting in (Asser	-170		against sent)
	n	Casted	No. of votes	% of votes caste d	No. of votes	% of votes casted
Adoption of Financial Statements for the Year ended 31st March, 2015	Ordinary	22361458 *	16383069	73.26	5978389	26.74
2. To declare Dividend on Equity Shares for the Year ended 31st March, 2015.	Ordinary	22361458 *	22361458	100	0	0.00
3. To appoint a Director in place of Smt. T. Indira Subbarami Reddy, who retires by rotation, and being eligible, offers herself for reappointment.	Ordinary	22361573	22361573	100	0 .	0.00
4. To Appoint Auditors and fix their Remuneration.	Ordinary	22361573	22361573	100	0	0.00
5. 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 2014-15 and F.Y 2015-16.	Ordinary	22361573	22361573	100	0	0.00
6. Re-appointment of Sri. J. Brij Mohan Reddy, Executive Vice Chairman.	Special	22361573	22361573	100	0	0.00
7. Adoption of New Set of Articles of Association of Company inter-alia pursuant to the Companies Act, 2013	Special	22361573	16383184	73.26	5978389	26.74
8. Ratification of Master Restructuring Agreement (MRA) entered into by	Special	22361573	22361573	100	0	0.00





Practicing Company Secretary

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

* Note: 115 votes are treated as invalid under scrutiny which have been voted through E-voting.

Except <u>Item No.7 i.e. Adoption of New Set of Articles of Association of Company interalia pursuant to the Companies Act, 2013</u> all the above resolutions have been adopted with requisite majority.

Place: Hyderabad Date: 29.09.2015

CONO.7427

Y. KOTESWARA RAO

Practicing Company Secretary

Name & Signature of Scrutinizer

ACS: 3785 CP No. : 7427



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:

A	Name of the Company	Gayatri Projects Limited						
В	Date of AGM	28 th September, 2015						
С	Book Closure Date	23 rd September, 2015 to 28 th September, 2015 (both days inclusive)						
D	Total Share holders as on record date	7813						
	No. of share holders presen proxy.	t in the meeting (either in person	or through				
E	Share Holders	Present in person	Present through proxy	Tota				
	Promoter and promoter group	1	0	1				
	Public	110	0	110				
	Total	111	0	111				
F	No. of share holders attended the meeting through video conferencing. > Promoter and promoter group > Public		Not arranged					





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

Agenda -wise:

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Posta I ballot/E-voting)
1.	Adoption of Financial Statements for the Year ended 31st March, 2015	Ordinary	Poll and E-Voting
2.	To declare Dividend on Equity Shares for the Year ended 31st March, 2015.	Ordinary	Poll and E-Voting
3.	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	Poll and E-Voting
4.	To Appoint Auditors and fix their Remuneration.	Ordinary	Poll and E-Voting
5.	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 2014-15 and F.Y 2015-16.	Ordinary	Poll and E-Voting
6.	Re-appointment of Sri. J. Brij Mohan Reddy, Executive Vice Chairman.	Special	Poll and E-Voting
7.	Adoption of New Set of Articles of Association of Company inter-alia pursuant to the Companies Act, 2013	Special	Poll and E-Voting
8.	Ratification of Master Restructuring Agreement (MRA) entered into by the Company for conversion of loan into equity	Special	Poll and E-Voting





Practicing Company Secretary

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

VOTING RESULTS

Poll and E-Voting:

1. Adoption	of Audited A	nnual Accou	ints as at 31	st March, 20	15 - Ordina	ary Resolut	tion
MODE OF VOTING	G - E-VOTING	AND POLL					
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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)]*10 0	% of Votes agains t on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0
Public — Institutional holders	14312057	7127671	49.80	1149282	5978389	16.12	83.88
Public-Others	4307401	22251	0.52	22251	0	100	0
Total	33830994	22361458	66.10	16383069	5978389	73.26	26.74

Note: 115 votes are treated as invalid under scrutiny which have been voted through E-voting.

The Number of votes casted in favour of the Ordinary Resolution is 16383069 (73.26 % of the total votes casted). Thus, the Ordinary Resolution has been approved by the Shareholders with requisite majority.



Practicing Company Secretary

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

2.	To declare Dividend on Equity Shares for the Year ended 31st March, 2015- Ordinary
	Resolution.

MODE OF VOTING	- E-VOTING	AND POLL					
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outsta nding shares	No. of Votes – in favour (4)	No. of Votes – against	% of Votes in favour on votes polled	% of Votes again st on votes polled
			(3)=[(2) /(1)]*1 00			(6)=[(4)/ (2)]*10 0	(7)=[(5) /(2)]* 100
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0
Public – Institutional holders	14312057	7127671	49.80	7127671	0	100	0
Public-Others	4307401	22251	0.52	22251	0	100	0
Total	33830994	22361458	66.10	22361458	0	100	0

Note: 115 votes are treated as invalid under scrutiny which have been voted through E-voting.

The Number of votes casted in favour of the Ordinary Resolution is 22361458 (100 % of the total votes casted). Thus, the Ordinary Resolution has been approved by the Shareholders with requisite majority.



Practicing Company Secretary

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

3. To appoint a Director in place of Smt. T. Indira Subbarami Reddy, who retires by rotation, and being eligible, offers herself for re-appointment.

MODE OF VOTING	- E-VOTING	AND POLL					
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes – in favour	No. of Votes – again st	on	% of Votes against on votes polled
			(3)=[(2) /(1)]*10 0		(5)	(6)=[(4)/ (2)]*10 0	(7)=[(5) /(2)]*10 0
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0
Public — Institutional holders	14312057	7127671	49.80	7127671	0	100	0
Public-Others	4307401	22366	0.52	22366	0	100	0
Total	33830994	22361573	66.10	22361573	0	100	0

The Number of votes casted in favour of the Ordinary Resolution is **22361573** (**100** % of the total votes casted). Thus, the Special Resolution has been approved by the Shareholders with requisite majority.



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

Phone: 040 2308 6394 (O & R)

MODE OF VOTING	- E-VOTING	AND POLL					
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes agains t on votes polled
	(=)	(=)	(3)=[(2) /(1)]*10 0			(6)=[(4) / (2)]*100	(7)=[(5) /(2)]* 100
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0
Public – Institutional holders	14312057	7127671	49.80	7127671	0	100	0
Public-Others	4307401	22366	0.52	22366	0	100	0
Total	33830994	22361573	66.10	22361573	0	100	0

The Number of votes casted in favour of the Ordinary Resolution is 22361573 (100 % of the total votes casted). Thus, the Ordinary Resolution has been approved by the Shareholders with requisite majority.





Practicing Company Secretary H. No. 48-345, Ganesh Nagar Colony,

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

 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 2014-15 and F.Y 2015-16.

MODE OF VOTING							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares (3)=[(2) /(1)]*10	No. of Votes – in favour (4)	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*10 0	% of Votes against on votes polled (7)=[(5) /(2)]*10 0
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0
Public – Institutional holders	14312057	7127671	49.80	7127671	0	100	0
Public-Others	4307401	22366	0.52	22366	0	100	0
Total	33830994	22361573	66.10	22361573	0	100	0

The Number of votes casted in favour of the Ordinary Resolution is **22361573** (**100** % of the total votes casted). Thus, the Ordinary Resolution has been approved by the Shareholders with requisite majority.



Practicing Company Secretary H. No. 48-345, Ganesh Nagar Colony,

Chinthal, HMT Road, Hyderabad - 500 054

Phone: 040 2308 6394 (O & R)

MODE OF VOTING	- E-VOTING	AND POLL					
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares (3)=[(2) /(1)]*10	No. of Votes – in favour	The second second	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5) /(2)]*1
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	
Public — Institutional holders	14312057	7127671	49.80	7127671	0	100	
Public-Others	4307401	22366	0.52	22366	0	100	
Total	33830994	22361573	66.10	22361573	0	100	

The Number of votes cated in favour of the Special Resolution is 22361573 (100 % of the total votes casted). Thus, the Special Resolution has been approved by the Shareholders with requisite majority.



Practicing Company Secretary

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

7. Adoption of New Set of Articles of Association of Company inter-alia pursuant to the Companies Act, 2013– Special Resolution.

MODE OF VOTING	- E-VOTING	AND POLL				•	
Promoter/Public	No. of shares	No. of votes polled	% of Votes Polled on outsta nding shares	No. of Votes – in favour (4)	No. of Votes – against	% of Votes in favour on votes polled	% of Votes agains t on votes polled
			(3)=[(2) /(1)]*1 00	,		(6)=[(4)/ (2)]* 100	(7)=[(5) /(2)]* 100
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0.00
Public – Institutional holders	14312057	7127671	49.80	1149282	5978389	16.12	83.88
Public-Others	4307401	22366	0.52	22366	0	100	0
Total	33830994	22361573	66.10	16383184	5978389	73.26	26.74

The Number of votes casted in favour of the Special Resolution is **16383184** (**73.26** % of the total votes casted). Thus, the Special Resolution has not been approved by the Shareholders with requisite majority.





Practicing Company Secretary

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

8. Ratification of Master Restructuring Agreement (MRA) entered into by the Company for conversion of loan into equity – Special Resolution.

MODE OF VOTING	- E-VOTING	AND POLL					
Promoter/Public	0.11011	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes agains t on votes polled
			(3)=[(2) /(1)]*10 0			(6)=[(4)/ (2)]*10 0	(7)=[(5) /(2)]* 100
Promoter and Promoter Group	15211536	15211536	100	15211536	0	100	0
Public – Institutional holders	14312057	7127671	49.80	7127671	0	100	0
Public-Others	4307401	22366	0.52	22366	0	100	0
Total	33830994	22361573	66.10	22361573	0	100	0

The Number of votes casted in favour of the Special Resolution is **22361573 (100** % of the total votes casted). Thus, the Special Resolution has been approved by the Shareholders with requisite majority.

Place: Hyderabad Date: 29.09.2015 COMPANY Section

Y. KOTESWARA RAO

Practicing Company Secretary

Name & Signature of Scrutinizer

ACS: 3785 CP No.: 7427