

Date: 06.01.2016

To, The General Manager, The Department of Corporate Relations, The Bombay Stock Exchange Limited., 25th Floor, Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	To, The Secretary, National Stock Exchange of India Ltd. 5th Floor, Exchange Plaza Plot No.C/1, G Block Bandra Kurla Complex, Bandra (East) Mumbai -400 051.
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Dear Sir/Madam,

Sub: Intimation of the Outcome of the Postal Ballot under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Reg.,
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With reference to the above subject, we would like to announce the outcome of the postal ballot conducted Pursuant to Section 110 of the Companies Act, 2013 (‘the Act’) read with the Companies (Management and Administration) Rules, 2014 for below mentioned items:


1. To acquire/purchase shares held by M/s. AMP Capital Mauritius Limited in M/s. Gayatri Infra Ventures Limited thereby increasing the stake in M/s. Gayatri Infra Ventures Limited up to 100%.
2. Alteration/Substitution of Memorandum of Association.
3. Alteration/Substitution of Articles of Association.


Summary of the results in the prescribed format is enclosed herewith.

This is for your information and necessary dissemination.

Thanking you,

Yours truly,
For Gayatri Projects Limited


(CS I.V. Lakshmi)
Company Secretary and Compliance Officer



RESULT OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot on the Special Resolution(s) passed under Section 110 of the Companies Act, 2013 ('the Act') read with the Rule 22 of Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for the following resolutions:-

1. To acquire/purchase shares held by M/s. AMP Capital Mauritius Limited in M/s. Gayatri Infra Ventures Limited thereby increasing the stake in M/s. Gayatri Infra Ventures Limited upto 100%.
2. Alteration/Substitution of Memorandum of Association.
3. Alteration/Substitution of Articles of Association.

The Company had appointed Mr.Y.Koteswara Rao, Practicing Company Secretary, as the Scrutinizer for the conducting the Postal Ballot in a fair and transparent manner. Mr.Y.Koteswara Rao has submitted his report dated on 5th January, 2016 to the Company.

The details of the Special Resolutions passed by Postal ballot are as under:

Date of the AGM/EGM	Postal Ballot Notice dated 28.11.2015
Total number of shareholders on record date	7489
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable



DETAILS OF THE VOTING RESULTS AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

(1). Result of Postal Ballot for to acquire/purchase shares held by M/s. AMP Capital Mauritius Limited in M/s. Gayatri Infra Ventures Limited thereby increasing the stake in M/s. Gayatri Infra Ventures Limited upto 100%:

Resolution required: (Ordinary/ Special)		Special						
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	16830922	16830922	100.00	16830922	0.00	100.00	0.00
	Poll	16830922	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	16830922	0	0	0	0	0	0
	Total	16830922	16830922	100.00	16830922	0.00	100.00	0.00
Public – Institutions	E-Voting	14359511	6972257	48.55	6972257	0.00	100.00	0.00
	Poll	14359511	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	14359511	0	0	0	0	0	0



	applicable)											
	Total	14359511	6972257	48.55	6972257	0.00	100.00	0.00	100.00	0.00		
	E-Voting	4259947	24897	0.58	24897	0.00	100.00	0.00	100.00	0.00		
	Poll	NA	NA	NA	NA	NA	NA	NA	NA	NA		
	Postal Ballot (if applicable)	4259947	1481	0.03	1481	0.00	100.00	0.00	100.00	0.00		
	Total	4259947	26378	0.62	26378	0.00	100.00	0.00	100.00	0.00		
	TOTAL	35450380	23829557	67.22	23829557	0.00	100.00	0.00	100.00	0.00		

The Number of votes polled in favour of the Special Resolution is **23829557** (100.00% of the total valid votes). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.



(2). Result of Postal Ballot for Alteration/Substitution of Memorandum of Association:

Resolution required: (Ordinary/ Special)		Special									
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	16830922	16830922	100.00	16830922	0.00	100.00	0.00			
	Poll	16830922	NA	NA	NA	NA	NA	NA			
	Postal Ballot (if applicable)	16830922	0	0	0	0	0	0			
	Total	16830922	16830922	100.00	16830922	0.00	100.00	0.00			
Public – Institutions	E-Voting	14359511	6972257	48.55	6972257	0.00	100.00	0.00			
	Poll	14359511	NA	NA	NA	NA	NA	NA			
	Postal Ballot (if applicable)	14359511	0	0	0	0	0	0			



	Total	14359511	6972257	48.55	6972257	0.00	100.00	0.00
Public-Non Institutions	E-Voting	4259947	24897	0.58	24897	0.00	100.00	0.00
	Poll	4259947	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	4259947	1481	0.03	1481	0.00	100.00	0.00
	Total	4259947	26378	0.62	26378	0.00	100.00	0.00
TOTAL	35450380	23829557	67.22	23829557	0.00	100.00	0.00	

The Number of votes polled in favour of the Special Resolution is **23829557** (100.00% of the total valid votes). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.





(3). Result of Postal Ballot for Alteration/Substitution of Articles of Association

Resolution required: (Ordinary/ Special)		Special						
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	16830922	16830922	100.00	16830922	0.00	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	16830922	16830922	100.00	16830922	0.00	100.00	0.00
Public – Institutions	E-Voting	14359511	6972257	48.55	6972257	0.00	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	0	0	0	0	0	0	0



	Total	14359511	6972257	48.55	6972257	0.00	100.00	0.00
Public-Non Institutions	E-Voting	4259947	24897	0.58	24897	0.00	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	4259947	1481	0.03	1481	0.00	100.00	0.00
	Total	4259947	26378	0.62	26378	0.00	100.00	0.00
TOTAL		35450380	23829557	67.22	23829557	0.00	100.00	0.00

The Number of votes polled in favour of the Special Resolution is **23829557** (100.00% of the total valid votes). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.

(T.V. Sandeep Kumar Reddy)
Managing Director

Date : 06.01.2016
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,
Mr. T.V. Sandeep Kumar Reddy
Managing Director
Gayatri Projects Limited,
6-3-1090, B-1, TSR Towers,
Rajbhavan Road,
Somajiguda,
Hyderabad – 500 082

Dear Sir,

Sub: Passing of Resolutions through postal ballot Reg.,
.....

Pursuant to the resolution passed by the Board of Directors of Gayatri Projects Limited on 28th November, 2015, I have been appointed as Scrutinizer to receive process and scrutinize the postal ballot in respect of the Special Resolutions as circulated in the postal ballot notice dated 28th November, 2015.

The Company, Pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Rules framed there under Vide Companies (Management and Administration) Rules, 2014, required to provide e-voting facility to their shareholders on all share holder resolutions to be passed at General Meetings or through Postal Ballot.

Gayatri Projects Limited accordingly has made arrangements with M/s. Karvy Computer Share Private Limited, their Registrar and Transfer Agents (RTA) for providing a system of recording votes of shareholders electronically through e-voting facility on the website <https://evoting.karvy.com>.

Gayatri Projects Limited has also uploaded the resolutions together with the explanatory statement on which e-voting is required and generated Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by the system provider have been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated 28.11.2015 sent to the shareholders by email and partly by courier. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of 27th November, 2015, being the cut-off date.

I submit my report as under:

- i) The company has completed on **05th December, 2015** the dispatch of postal ballot forms along with postage prepaid business reply envelop to its Members whose name(s) appeared on the Register of Member/ list of beneficiaries as on **27th November, 2015** in addition to that the notices were also sent via electronic mode by the system provider to Shareholders at their email addresses registered with Depository Participants.





Y. KOTESWARA RAO

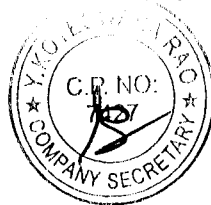
Practicing Company Secretary

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

Phone: 040 2308 6394 (O & R)

- ii) As stated in sub rule 3 of Rule 20 Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in 'Business Standard' English newspaper and 'Praja Shakti' Telugu edition newspaper on December 08, 2015, informing about completion of dispatch of the Postal Ballot notices both by courier and email, wherever applicable, to the shareholders along with other related matter mentioned therein.
- iii) I have received the Postal Ballot forms from the shareholders during the period starting Saturday December 5, 2015 till Monday January 04, 2016. All the postal ballot forms together with all votes cast by e-voting through M/s. Karvy Computer Share Private Limited received upto 5.00 p.m Monday January 04, 2016, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.
- iv) Envelopes containing postal ballot forms received after **January 04, 2016** were not considered for my scrutiny.
- v) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- vi) The ballot forms were opened on **January 05, 2016** in my presence.
- vii) The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the company/list of beneficiaries as on **27th November, 2015**.
- viii) Since e-voting facility was provided by M/s. Karvy Computer Share Private Limited, the details of the e-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the Registrar and Share Transfer Agent. While the details of the e-voting was provided by the system provider, M/s. Karvy Computer Share Private Limited, the compilation of the Register, in respect of Postal Ballot containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by RTA which have been duly scrutinized.
- ix) I did not find any defaced ballot papers.

On scrutiny, I report that out of 7489 shareholders, 29 shareholders have exercised their vote through e-voting and 10 shareholders have exercised their votes through Postal Ballot Forms, as received. The details of the polling results for the item placed for consideration by the members are given below:





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)

1. **Item No.1 To acquire/purchase shares held by M/s. AMP Capital Mauritius Limited in M/s. Gayatri Infra Ventures Limited thereby increasing the stake in M/s. Gayatri Infra Ventures Limited upto 100%:** Special resolution, pursuant to Section 186, 188 and other applicable provisions of the Companies Act, 2013.

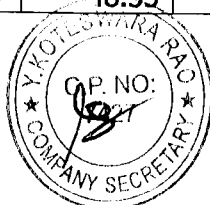
Total No. of Shareholders	7489		
Total No. of Shares	35450380		
Receipt of Postal Ballot Forms (Physical & Electronic)	39		
		Number of Votes	Number of Shares
Total Votes cast through e-Voting	A	29	23828076
Total Votes cast through Postal Ballot Forms Received	B	10	1481
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	39	23829557
Less: Invalid e Voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated)	D	0	0
Net e-Voting/Postal Ballot Forms C-D	E	39	23829557

Note:

- (1) There were no invalid Postal Ballot forms received.
- (2) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

Summary of the Postal Ballot:

Promoter/PUBLIC	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	16830922	16830922	100.00	16830922	0.00	100.00	0.00
Public Institutional holders	14359511	6972257	48.55	6972257	0.00	100.00	0.00





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

Public-Others	4259947	26378	0.62	26378	0.00	100.00	0.00
Total	35450380	23829557	67.22	23829557	0.00	100.00	0.00

Percentage of votes cast in favour : 100.00 and Percentage of votes cast against: 0.00

Result:

I report that the Special Resolution under section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, as set out in the notice of Postal Ballot dated 28th November, 2015 has been passed by shareholders with requisite majority. Hence the Resolution is deemed to be passed as on the date of the announcement of the results.

Item No. 2: Alteration/Substitution of Memorandum of Association: Special Resolution, pursuant to Section 4 and 13 and other applicable provisions of the Companies Act, 2013.

Total No. of Shareholders	7489		
Total No. of Shares	35450380		
Receipt of Postal Ballot Forms (Physical & Electronic)	39		
		Number of Votes	Number of Shares
Total Votes cast through e-Voting	A	29	23828076
Total Votes cast through Postal Ballot Forms Received	B	10	1481
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	39	23829557
Less: Invalid e Voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated)	D	0	0
Net e-Voting/Postal Ballot Forms C-D	E	39	23829557

Note:

- (1) There were no invalid Postal Ballot forms received.
- (2) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.





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)

Summary of the Postal Ballot:

Promoter/Pub lic	No. of shares held (1)	No. of votes polled * (2)	% of Votes Polled on outstand ing 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	16830922	16830922	100.00	16830922	0.00	100.00	0.00
Public – Institutional holders	14359511	6972257	48.55	6972257	0.00	100.00	0.00
Public-Others	4259947	26378	0.62	26378	0.00	100.00	0.00
Total	35450380	23829557	67.22	23829557	0.00	100.00	0.00

Percentage of votes cast in favour : 100.00 and Percentage of votes cast against: 0.00

Result:

I report that the Special Resolution under section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, as set out in the notice of Postal Ballot dated 28th November, 2015 has been passed by shareholders with requisite majority. Hence the Resolution is deemed to be passed as on the date of the announcement of the results.





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Practicing Company Secretary
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Phone: 040 2308 6394 (O & R)

Item No. 3: Alteration/Substitution of Articles of Association : Special Resolution, pursuant to Section 5 and 14 and other applicable provisions of the Companies Act, 2013.

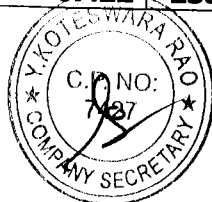
Total No. of Shareholders	7489		
Total No. of Shares	35450380		
Receipt of Postal Ballot Forms (Physical & Electronic)	39		
		Number of Votes	Number of Shares
Total Votes cast through e-Voting	A	29	23828076
Total Votes cast through Postal Ballot Forms Received	B	10	1481
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	39	23829557
Less: Invalid e Voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated)	D	0	0
Net e-Voting/Postal Ballot Forms C-D	E	39	23829557

Note:

- (1) There were no invalid Postal Ballot forms received.
- (2) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

Summary of the Postal Ballot:

Promoter/Pub lic	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	16830922	16830922	100.00	16830922	0.00	100.00	0.00
Public – Institutional holders	14359511	6972257	48.55	6972257	0.00	100.00	0.00
Public-Others	4259947	26378	0.62	26378	0.00	100.00	0.00
Total	35450380	23829557	67.22	23829557	0.00	100.00	0.00





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

Percentage of votes cast in favor: 100.00 and Percentage of votes cast against: 0.00

Result:

I report that the Special Resolution under section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, as set out in the notice of Postal Ballot dated 28th November, 2015 has been passed by shareholders with requisite majority. Hence the Resolution is deemed to be passed as on the date of the announcement of the results.

I further report that as per the Postal Ballot Notice dated 28th November, 2015 and the Board Resolution dated 28th November, 2015, the Chairman or any other person as authorised in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred here in by 06.01.2016. The results of the Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website www.gayatri.co.in and shall also be communicated to the Stock Exchanges.

I further report that as per Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has been duly complied with the procedure for conducting the business through postal ballot. I further report that as per the said Rules, the records maintained by me including the data as obtained from M/s. Karvy Computer Share Private Limited, the System Provider for the e-voting facility extended by them as also Register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/DP ID/Client ID, number of shares held number of shares voted and number of shares assented and number of shares dissented number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

Place: Hyderabad
Date: 05.01.2016



Y. KOTESWARA RAO
Practicing Company Secretary
Name & Signature of Scrutinizer
ACS : 3785
CP : 7427