



Date: 24<sup>th</sup> January, 2017

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

**Sub: Voting results of Court Convened Meeting of the Equity Shareholders of the Company & Results of the postal ballot seeking approval of the equity shareholders.**

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It is hereby informed that the Court Convened Meeting of the Equity Shareholders, of Gayatri Projects Limited ("Company") was held on Monday, January 23, 2017 at 10:00 a.m., at FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B. 14, Hyderabad – 500 004

Please find enclosed voting results of Court Convened Meeting and postal ballot along with Scrutinizers Report in compliance of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

This is for your information and records.

Thanking You,

Yours sincerely,

**For GAYATRI PROJECTS LIMITED**

**(CS I.V. LAKSHMI)**

**Company Secretary and Compliance Officer**

**(M. No.17607)**



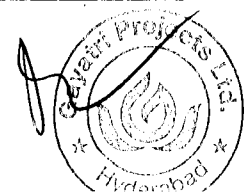
**VOTING RESULTS AS PER THE CLAUSE FORMAT PRESCRIBED UNDER REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Details of the voting results:**

<b>A</b>	<b>Name of the Company</b>	Gayatri Projects Limited		
<b>B</b>	<b>Date of Court Convened Meeting</b>	23 <sup>rd</sup> January, 2017		
<b>C</b>	<b>Book Closure Date</b>	Not Applicable		
<b>D</b>	<b>Total Share holders as on record date</b>	6494		
<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	0	1
	Public	51	1	52
	Total	52	1	53
<b>F</b>	<b>No. of share holders attended the meeting through video conferencing.</b> ➤ Promoter and promoter group ➤ Public	<b>Not arranged</b>		

**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.	For the purpose of considering, and, if thought fit, to approve, with or without modification(s), the proposed Composite Scheme of Arrangement between Gayatri Projects Limited ("Demerged Company" or "Transferee Company" or "Applicant Company") and Gayatri Infra Ventures Limited ("Transferor Company") and Gayatri Domicile Private Limited ("Resulting Company") and their respective shareholders, pursuant to Sections 391 to 394 of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 ('Scheme')	Special	Poll and E-Voting



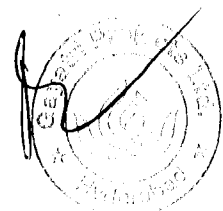
### VOTING RESULTS

#### Poll and E-Voting:

**FOR THE PURPOSE OF CONSIDERING, AND, IF THOUGHT FIT, TO APPROVE, WITH OR WITHOUT MODIFICATION(S), THE PROPOSED COMPOSITE SCHEME OF ARRANGEMENT BETWEEN GAYATRI PROJECTS LIMITED ("DEMERGED COMPANY" OR "TRANSFeree COMPANY" OR "APPLICANT COMPANY") AND GAYATRI INFRA VENTURES LIMITED ("TRANSFEROR COMPANY") AND GAYATRI DOMICILE PRIVATE LIMITED ("RESULTING COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS, PURSUANT TO SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ('SCHEME')**

Resolution Required: (Ordinary/Special)				Approval of majority in number representing three fourth in value of shareholders (as per Section 391 of the Companies Act, 1956)				
Whether promoter / promoter group are interested in the agenda / resolution:				No				
Category	Mode of Voting	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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	16830942	16830942	100.00	16830942	0	100.00	0.00
	<b>Poll</b>		0	0.00	00	0	0.00	0.00
	<b>Postal Ballot</b>		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>16830942</b>	<b>100.00</b>	<b>16830942</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public - Institutions</b>	<b>E-Voting</b>	14506228	6079582	41.9102	6079582	0	100.00	0.00
	<b>Poll</b>		00	0.0000	00	00	0.00	0.00
	<b>Postal Ballot</b>		00	0.00	00	00	0.00	0.00
	<b>Total</b>		<b>6079582</b>	<b>41.9102</b>	<b>6079582</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	4113210	4002	0.0973	3992	10	99.7501	0.2498
	<b>Poll</b>		328	0.0080	328	0	100.0000	0.0000
	<b>Postal Ballot</b>		00	0.0000	00	0	00.0000	0.0000
	<b>Total</b>		<b>4330</b>	<b>0.1053</b>	<b>4320</b>	<b>10</b>	<b>99.7691</b>	<b>0.2309</b>
<b>Total</b>			<b>22914854</b>	<b>64.6392</b>	<b>22914844</b>	<b>10</b>	<b>100.00</b>	<b>0.0000</b>

The Number of votes casted in favour of the Special Resolution is **22914844 (rounded off to 100.00 % of the total votes polled)**. Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.



**Postal Ballot and E-voting:**

<b>Date of AGM/EGM:</b>				Postal ballot notice dated 20 <sup>th</sup> December, 2016					
<b>Total no. of share holders as on record date</b>				6494					
<b>No. of Shareholders present in the meeting either in person or through proxy.</b>				Not Applicable					
<b>No. of Shareholders attended the meeting through video conferencing:</b>				Not Applicable					
<b>Resolution Required: (Ordinary/Special)</b>				Ordinary- Number of votes cast by public share holders in favour of the scheme should be more than the number of votes cast by the public share holders against as per SEBI Circular No. CIR/CFD/CMD/16/2015, dated November 30, 2015.					
<b>Whether promoter/promoter group are interested in the agenda/resolution:</b>				Yes					
Category	Mode of Voting	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	
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	16830942	Promoters & Promoters Group holding 16830942 shares of the company are not considered for postal ballot and e voting.	0	0.0000	00	0	0.0000	
	<b>Poll</b>	16830942							
	<b>Postal Ballot (if applicable)</b>	16830942							
	<b>Total</b>								
<b>Public – Institutions</b>	<b>E-Voting</b>	14506228	6079582	41.9102	6079582	0	100.0000	0.0000	
	<b>Poll</b>	14506228	0	0.0000	00	0	0.0000	0.0000	
	<b>Postal Ballot</b>	14506228	0	0.0000	00	0	0.0000	0.0000	
	<b>Total</b>		6079582	41.9102	6079582	0	100.0000	0.0000	
<b>Public-Non Institutions</b>	<b>E-Voting</b>	4113210	3825	0.0930	3815	10	99.7385	0.2614	
	<b>Poll</b>	4113210	0	0.0000	00	0	0.0000	0.0000	
	<b>Postal Ballot</b>	4113210	2904	0.0706	2903	1	99.9655	0.0344	
	<b>Total</b>		6729	0.164	6718	11	99.8365	0.1635	
<b>Total</b>		35450380	6086311	17.1685	6086300	11	99.9998	0.0002	

The Number of votes casted in favour of the Ordinary Resolution is **6086300 (99.9998 % of the total votes polled)** and **Number of Votes casted against is 11 (0.0002%)**. Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

For **GAYATRI PROJECTS LTD.**

(I.V. LAKSHMI)

Company Secretary &amp; Compliance officer





**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad – 500 054  
Phone: 040- 40210182 (Office)

**SCRUTINIZER'S REPORT**

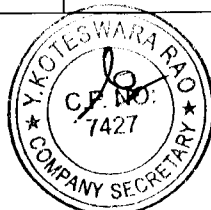
To,  
The Chairman  
Of the Court Convened Meeting of the Shareholders of  
Gayatri Projects Limited  
TSR Towers, B-1, 6-3-1090,  
Rajbhavan Road, Somajiguda,  
Hyderabad, Telangana - 500082.

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 Court Convened meeting of the Equity Shareholders of M/s. Gayatri Projects Limited Reg.,**

I, Y. Koteswara Rao, Practicing Company Secretary appointed along with Mr. P. Purnachander Rao (DP and Client Id: IN301774 and 14428732) as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Court Convened Meeting of the Equity Shareholders of M/s. Gayatri Projects Limited, held on Monday 23<sup>rd</sup> day of January, 2017 at 10.00 a.m at FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500 004, submit my report in concurrence with Mr. P. Purnachander Rao as under:

Resol ution No.	Resolution	Type of Resoluti on	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)	
				No.of members voting	% of votes casted	No.of member s voting	% of votes casted
1.	For the purpose of considering, and, if thought fit, to approve, with or without modification(s), the proposed Composite Scheme of Arrangement between Gayatri Projects Limited ("Demerged Company" or "Transferee Company" or "Applicant Company") and Gayatri Infra Ventures Limited	Special	353	328	100.00	00	0.00





**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040- 40210182 (Office)

("Transferor Company") and Gayatri Domicile Private Limited ("Resulting Company") and their respective shareholders, pursuant to Sections 391 to 394 of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 ('Scheme')							
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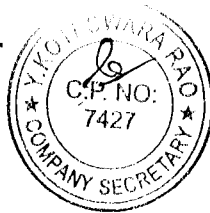
**Note:** There are 25 invalid votes under scrutiny

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

Thanking you

Yours faithfully

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



Date: 23.01.2017  
Place: Hyderabad



**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040- 40210182 (Office)

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**SCRUTINIZER'S REPORT**

**To,**  
**The Chairman**  
**Of the Court Convened Meeting of the Shareholders of**  
**Gayatri Projects Limited**  
**TSR Towers, B-1, 6-3-1090,**  
**Rajbhavan Road, Somajiguda,**  
**Hyderabad, Telangana - 500082.**

**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 the Court Convened meeting of the Equity Shareholders of M/s. Gayatri Projects Limited Reg.,**

.....

The Board of Directors of M/s. Gayatri Projects Limited have vide resolution passed on 9<sup>th</sup> December, 2016 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 Court Convened Meeting of the Equity Shareholders to be held on 23<sup>rd</sup> January, 2017 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.

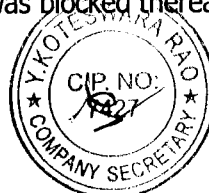
I, Y. Koteswara Rao, Practicing Company Secretary, had been appointed by the Board of Directors vide its resolution dated 9<sup>th</sup> December, 2016 as the Scrutinizer to conduct the electronic voting process in respect of below mentioned resolutions to be passed at the Court Convened Meeting of the Equity Shareholders to be held on January 23, 2017.

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 Court Convened Meeting of the Equity Shareholders, 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 20<sup>th</sup> December, 2016 Court Convened Meeting of the Equity Shareholders along with the Statement setting out material facts 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 16<sup>th</sup> December, 2016 were entitled to vote on resolutions proposed as set out in the Notice of the Court Convened Meeting of the Equity Shareholders.

The e-voting period commenced on 23<sup>rd</sup> December, 2016 (9.00 a.m) and ended on 21<sup>st</sup> January, 2017 (5.00 p.m) and the Karvy e-voting platform was blocked thereafter.





**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040- 40210182 (Office)

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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 Court Convened Meeting of the Equity Shareholders and thereafter the same will be handed over to the Company Secretary of the Company for safe custody.

**Recommendation:**

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered have been passed.

Thanking you

Yours faithfully

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



Date: 23.01.2017  
Place: Hyderabad





**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040- 40210182 (Office)

**ANNEXURE**

**Result of voting through electronic means:**

Resolu tion No.	Resolution	Type of Resoluti on	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)		No. Inv alid Votes
				No.of votes	% of votes casted	No.of votes	% of votes casted	
1.	For the purpose of considering, and, if thought fit, to approve, with or without modification(s), the proposed Composite Scheme of Arrangement between Gayatri Projects Limited ("Demerged Company" or "Transferee Company" or "Applicant Company") and Gayatri Infra Ventures Limited ("Transferor Company") and Gayatri Domicile Private Limited ("Resulting Company") and their respective shareholders, pursuant to Sections 391 to 394 of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 ('Scheme')	Special	22914526	22914516	99.999	10	0.001	0

Place: Hyderabad  
Date: 23.01.2017



*Y. Koteswara Rao*  
**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- 40210182 (Office)

**SCRUTINIZER'S REPORT**

To,  
**Shri. T. Janardhan Reddy**  
**The Chairman**  
**Of the Court Convened Meeting of the Shareholders of**  
**Gayatri Projects Limited**  
**TSR Towers, B-1, 6-3-1090,**  
**Rajbhavan Road, Somajiguda,**  
**Hyderabad, Telangana - 500082.**

Dear Sir,

**Sub: Scrutinizer's Report on combined e-voting and poll of Court Convened Meeting of the Shareholders of Gayatri Projects Limited Reg.,**

.....

I, Y. Koteswara Rao, a Practicing Company Secretary along with Mr. P. Purnachander Rao ( for poll only with DP and Client Id: IN301774 and 14428732) have been appointed as a scrutinizer by the Board of Directors/Shareholders of Gayatri Projects Limited for the purpose of scrutinizing the e-voting and ballot 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 Court Convened Meeting of the Shareholders of Gayatri Projects Limited on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules, on the resolution contained in the notice to the Court Convened Meeting of the Shareholders of Gayatri Projects Limited, held on 23<sup>rd</sup> January, 2017 at FTAPCCI Auditorium, The Federation of Telangana and 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 Court Convened Meeting of the Shareholders of Gayatri Projects Limited. My responsibility as a Scrutinizer for the e-voting process and for poll at the Court Convened Meeting of the Shareholders of Gayatri Projects Limited 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 Court Convened Meeting of the Shareholders of Gayatri Projects Limited. I, submit herewith my combined report on the results of e-voting together with that of Poll as under:





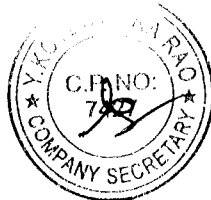
**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
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Phone: 040- 40210182 (Office)

**COMBINED RESULTS**

S.No	Item No.of the Notice	Type of Resolution	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)		Invalid Votes
				No. of votes	% of votes casted	No. of votes	% of votes casted	
1.	For the purpose of considering, and, if thought fit, to approve, with or without modification(s), the proposed Composite Scheme of Arrangement between Gayatri Projects Limited ("Demerged Company" or "Transferee Company" or "Applicant Company") and Gayatri Infra Ventures Limited ("Transferor Company") and Gayatri Domicile Private Limited ("Resulting Company") and their respective shareholders, pursuant to Sections 391 to 394 of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 ('Scheme')	Special	22914879	22914844	99.999	10	0.001	25

All the above resolutions have been adopted with requisite majority.

Place: Hyderabad  
Date: 23.01.2017



**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  
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**VOTING RESULTS AS PER THE CLAUSE FORMAT PRESCRIBED UNDER REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Details of the voting results:**

<b>A</b>	<b>Name of the Company</b>	Gayatri Projects Limited		
<b>B</b>	<b>Date of Court Convened Meeting</b>	23 <sup>rd</sup> January, 2017		
<b>C</b>	<b>Book Closure Date</b>	Not Applicable		
<b>D</b>	<b>Total Share holders as on record date</b>	6494		
<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	0	1
	Public	51	1	52
	Total	52	1	53
<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>	For the purpose of considering, and, if thought fit, to approve, with or without modification(s), the proposed Composite Scheme of Arrangement between Gayatri Projects Limited ("Demerged Company" or "Transferee Company" or "Applicant Company") and Gayatri Infra Ventures Limited ("Transferor Company") and	Special	Poll and E-Voting





**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040- 40210182 (Office)

	Gayatri Domicile Private Limited ("Resulting Company") and their respective shareholders, pursuant to Sections 391 to 394 of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 ('Scheme')		
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**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
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Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040- 40210182 (Office)

**VOTING RESULTS**

**Poll and E-Voting:**

**FOR THE PURPOSE OF CONSIDERING, AND, IF THOUGHT FIT, TO APPROVE, WITH OR WITHOUT MODIFICATION(S), THE PROPOSED COMPOSITE SCHEME OF ARRANGEMENT BETWEEN GAYATRI PROJECTS LIMITED ("DEMERGED COMPANY" OR "TRANSFEEE COMPANY" OR "APPLICANT COMPANY") AND GAYATRI INFRA VENTURES LIMITED ("TRANSFEROR COMPANY") AND GAYATRI DOMICILE PRIVATE LIMITED ("RESULTING COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS, PURSUANT TO SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ('SCHEME')**

Resolution Required: (Ordinary/Special)				Approval of majority in number representing three fourth in value of shareholders (as per Section 391 of the Companies Act, 1956)				
Whether promoter / promoter group are interested in the agenda / resolution:				No				
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	16830942	16830942	100.00	16830942	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
	Total		16830942	100.00	16830942	0	100.00	0.00
Public - Institutions	E-Voting	14506228	6079582	41.9102	6079582	0	100.00	0.00
	Poll		00	0.0000	00	00	0.00	0.00
	Postal Ballot		00	00	00	00	0.00	0.00
	Total		6079582	41.9102	6079582	0	100.00	0.00
Public-Non Institutions	E-Voting	4113210	4002	0.0973	3992	10	99.7501	0.2498
	Poll		328	0.0080	328	0	100.0000	0.0000
	Postal Ballot		00	0.0000	00	0	00.0000	0.0000
	Total		4330	0.1053	4320	10	99.7691	0.2309
Total			22914854	64.6392	22914844	10	100.00	0.0000





**Y. KOTESWARA RAO**

**Practicing Company Secretary**

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

Phone: 040- 40210182 (Office)

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The Number of votes casted in favour of the Special Resolution is **22914844 (rounded off to 100.00 % of the total votes polled)**. Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.

Place: Hyderabad  
Date: 23.01.2017



**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- 40210182 (Office)

**FORM No. MGT-13**

**Report of Scrutinizers**

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies  
(Management and Administration) Rules, 2014]**

To  
Mr. T. Janardhan Reddy, Chairman  
Of the Court Convened Meeting of the Shareholders of  
Gayatri Projects Limited  
TSR Towers, B-1, 6-3-1090,  
Rajbhavan Road, Somajiguda,  
Hyderabad, Telangana - 500082.

**Sub: Court Convened Meeting held on: Monday, 23<sup>rd</sup> January 2017 at 10.00 a.m.**

Dear Sir,

I, Y. Koteswara Rao, Practicing Company Secretary and Mr. P. Purnachander Rao, a member of the Company were appointed as scrutinizers for the purpose of the poll taken on the below mentioned resolution at the Court Convened Meeting of M/s. Gayatri Projects Limited held on Monday, 23<sup>rd</sup> January, 2017 at 10.00 a.m. I hereby submit the report in concurrence with Mr. P. Purnachander Rao, Scrutinizer as under:

1. After the chairman announced the commencement of voting, one Ballot Box for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s Karvy Computershare (P) Limited, Registrar and Transfer Agents of the company and the authorisations / proxies lodged with the Company.
3. The polling papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the poll as under:

**a) For the purpose of considering, and, if thought fit, to approve, with or without modification(s), the proposed Composite Scheme of Arrangement between Gayatri Projects Limited ("Demerged Company" or "Transferee Company" or "Applicant Company") and Gayatri Infra Ventures Limited ("Transferor Company") and Gayatri Domicile Private Limited ("Resulting Company") and their respective shareholders, pursuant to Sections 391 to 394 of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 ('Scheme')**







**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040- 40210182 (Office)

1) Voted **in FAVOUR** of the resolution:

No of members present and voting in person or by proxy who voted in FAVOUR	Number of votes cast by them	% of total number of valid votes cast
33	328	100

2) Voted **AGAINST** the resolution:

No of members present and voting in person or by proxy who voted AGAINST	Number of votes cast by them	% of total number of valid votes cast
0	0	0

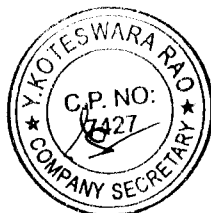
3) **INVALID** votes:

No of members present and voting in person or by proxy whose votes were declared as INVALID	Number of votes cast by them
2	25

The resolution was passed with requisite majority, which may be declared by the chairman of the meeting accordingly.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID" for each resolution is enclosed.
6. The poll papers and other relevant records were sealed and have been duly handed over to the Company Secretary for keeping in safe record.

**Y. Koteswara Rao**  
**Practicing Company Secretary**  
**Membership No. 3785**  
**CP No. 7427**



**Date: 23<sup>rd</sup> Day of January, 2017**  
**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  
Of the Court Convened Meeting of the Shareholders of  
Gayatri Projects Limited  
TSR Towers, B-1, 6-3-1090,  
Rajbhavan Road, Somajiguda,  
Hyderabad,  
Telangana - 500082.

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 9<sup>th</sup> December, 2016, I have been appointed as Scrutinizer to receive process and scrutinize the postal ballot in respect of the Special Resolution as circulated in the postal ballot notice dated 20<sup>th</sup> December, 2016.

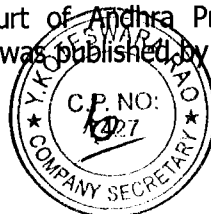
The Company, Pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Rules framed there under Vide Companies (Management and Administration) Rules, 2014, required to provide e-voting facility to their shareholders on all share holder resolutions to be passed at General Meetings or 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 20<sup>th</sup> December, 2016 sent to the shareholders by email and partly by Registered parcel. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as on 16<sup>th</sup> December, 2016, being the cut-off date.

I submit my report as under:

- i) The company has completed on **23<sup>rd</sup> December, 2016** the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Member/ list of beneficiaries as on **16<sup>th</sup> December, 2016** 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.
- ii) As stated in the Hon'ble High Court of Andhra Pradesh and Telangana dated **05<sup>th</sup> December, 2016** an advertisement was published by the Company in Business Stanadard





**Y. KOTESWARA RAO**  
**Practicing Company Secretary**

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Stanadard English newspaper and Andhrabhoomi Telugu edition newspaper on 24<sup>th</sup> December, 2016 and 25<sup>th</sup> December, 2016 respectively 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 December 23, 2016 till January 21, 2017. 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 Saturday January 21, 2017, 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 21, 2017** 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 23, 2017** 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 **16<sup>th</sup> December, 2016**.
- 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 6494 shareholders, 35 shareholders have exercised their vote through e-voting and 11 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)

**ITEM: FOR THE PURPOSE OF CONSIDERING, AND, IF THOUGHT FIT, TO APPROVE, WITH OR WITHOUT MODIFICATION(S), THE PROPOSED COMPOSITE SCHEME OF ARRANGEMENT BETWEEN GAYATRI PROJECTS LIMITED ("DEMERGED COMPANY" OR "TRANSFEREE COMPANY" OR "APPLICANT COMPANY") AND GAYATRI INFRA VENTURES LIMITED ("TRANSFEROR COMPANY") AND GAYATRI DOMICILE PRIVATE LIMITED ("RESULTING COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS, PURSUANT TO SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ('SCHEME')**

Total No. of Shareholders	6494		
Total No. of Shares			
Receipt of Postal Ballot Forms (Physical & Electronic)	46		
		Number of Votes	Number of Shares
Total Votes cast through e-Voting	A	35	6083407
Total Votes cast through Postal Ballot Forms Received	B	11	2904
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	46	6086311
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	46	6086311

**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,  
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**Summary of the Postal Ballot and E-voting:**

<b>Date of AGM/EGM:</b>				Postal ballot notice dated 20 <sup>th</sup> December, 2016				
<b>Total no. of share holders as on record date</b>								
<b>No. of Shareholders present in the meeting either in person or through proxy.</b>				Not Applicable				
<b>No. of Shareholders attended the meeting through video conferencing:</b>				Not Applicable				
<b>Resolution Required: (Ordinary/Special)</b>				Ordinary- Number of votes cast by public share holders in favour of the scheme should be more than the Number of votes cast by the public share holders against as per SEBI Circular No. CIR/CFD/CMD/16/2015, dated November 30, 2015.				
<b>Whether promoter/promoter group are interested in the agenda/resolution:</b>				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	16830942						
	<b>Poll</b>	16830942						
	<b>Postal Ballot (if applicable)</b>	16830942						
	<b>Total</b>							
				<b>Promoters &amp; Promoters Group holding 16830942 shares of the company are not considered for postal ballot and e voting.</b>				
<b>Public – Institutions</b>	<b>E-Voting</b>	14506228	6079582	41.9102	6079582	0	100.0000	0.0000
	<b>Poll</b>	14506228	0	0.0000	00	0	0.0000	0.0000
	<b>Postal Ballot</b>	14506228	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>6079582</b>	<b>41.9102</b>	<b>6079582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	4113210	3825	0.0930	3815	10	99.7385	0.2614
	<b>Poll</b>	4113210	0	0.0000	00	0	0.0000	0.0000
	<b>Postal Ballot</b>	4113210	2904	0.0706	2903	1	99.9655	0.0344
	<b>Total</b>		<b>6729</b>	<b>0.164</b>	<b>6718</b>	<b>11</b>	<b>99.8365</b>	<b>0.1635</b>
<b>Total</b>		<b>35450380</b>	<b>6086311</b>	<b>17.1685</b>	<b>6086300</b>	<b>11</b>	<b>99.9998</b>	<b>0.0002</b>

**Percentage of votes cast in favour: 99.9998 and Percentage of votes cast against: 0.0002**





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

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**Result:**

Based on Result of voting by postal ballot and remote e-voting under SEBI Circular No. CIR/CFD/CMD/16/2015, dated November 30, 2015, issued by the Security and Exchange Board of India, the resolution is passed with the ordinary majority of the public share holders. Hence the Resolution is deemed to be passed as on the date of the announcement of the results.

The results of the Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website [www.gayatri.co.in](http://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 and 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, number of shares assented, 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: 23.01.2017



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