

**Date: 31.01.2017**

<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: Intimation of the Outcome of the Postal Ballot under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Reg.,**

.....

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:

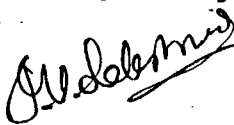
1. Sub-division of equity shares of the company as per the provisions of section 61 of the Companies Act, 2013 from face value of Rs.10/ to Rs.2/-.
2. Alteration of Capital Clause of Memorandum of Association of the company.

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**  
**Membership No.17607**



**RESULT OF POSTAL BALLOT**

Result of the voting conducted through Postal Ballot on the Ordinary 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. **Sub-division of equity shares of the company as per the provisions of section 61 of the Companies Act, 2013 from face value of Rs.10/ to Rs.2/-.**
2. **Alteration of Capital Clause of Memorandum of Association of the company.**

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 30<sup>th</sup> January, 2017 to the Company.

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



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

1. **Sub-division of equity shares of the company as per the provisions of section 61 of the Companies Act, 2013 from face value of Rs.10/ to Rs.2/-.**

<b>Date of AGM/EGM:</b>		Postal ballot notice dated 26 <sup>th</sup> December, 2016								
<b>Total no. of share holders as on record date</b>		6559								
<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								
<b>Whether promoter/promoter group are interested in the agenda/resolution:</b>		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)/	(4)		(6)=[(4	(7)=[(5		

				(1)]*100		(5)	)/(2)]*1 00	)/(2)]*1 00
<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	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0.00	0.00
	<b>Total</b>	<b>16830942</b>	<b>16830942</b>	<b>100.00</b>	<b>16830942</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public – Instituti ons</b>	<b>E-Voting</b>	14407488	6080578	42.20	6080578	0	100.00	0.00
	<b>Poll</b>		0	0	0	0	0.00	0.00
	<b>Postal Ballot</b>		0	0	0	0	0.00	0.00
	<b>Total</b>	<b>14407488</b>	<b>6080578</b>	<b>42.20</b>	<b>6080578</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Non Instituti ons</b>	<b>E-Voting</b>	4211950	1045348	24.82	1045348	0	100.00	0.00
	<b>Poll</b>		0		0	0	0.00	0.00
	<b>Postal Ballot</b>		6209	0.15	6209	0	0.00	0.00
	<b>Total</b>	<b>4211950</b>	<b>1051557</b>	<b>24.97</b>	<b>1051557</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>35450380</b>	<b>23963077</b>	<b>67.60</b>	<b>23963077</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The Number of votes polled in favour of the Ordinary Resolution is 23963077 (100% of the total valid votes). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

**2. Alteration of Capital Clause of Memorandum of Association of the company.**

<b>Date of AGM/EGM:</b>		Postal ballot notice dated 26 <sup>th</sup> December, 2016							
<b>Total no. of share holders as on record date</b>		6559							
<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							
<b>Whether promoter/promoter group are interested in the agenda/resolution:</b>		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	
<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	0	0	0.00	0.00	
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0.00	0.00	
	<b>Total</b>		<b>16830942</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>	14407488	6080578	42.20	6080578	0	100.00	0.00	
	<b>Poll</b>		0	0	0	0	0.00	0.00	
	<b>Postal Ballot</b>		0	0	0	0	0.00	0.00	
	<b>Total</b>		<b>14407488</b>	<b>6080578</b>	<b>42.20</b>	<b>6080578</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Non Institution</b>	<b>E-Voting</b>	4211950	1045348	24.82	1045348	0	100.00	0.00	
	<b>Poll</b>		0	0	0	0	0.00	0.00	



<b>ns</b>	<b>Postal Ballot</b>		6209	0.15	6209	0	0.00	0.00
	<b>Total</b>	<b>4211950</b>	<b>1051557</b>	<b>24.97</b>	<b>1051557</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>35450380</b>	<b>23963077</b>	<b>67.60</b>	<b>23963077</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The Number of votes polled in favour of the Ordinary Resolution is 23963077 (100% of the total valid votes). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.


  
**(T.V. Sandeep Kumar Reddy)**  
**Managing Director**


**Date: 31.01.2017**  
**Place: Hyderabad**



**Y. KOTESWARA RAO**

**Practicing Company Secretary**

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

Phone: 040 2308 6394 (O & R)

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**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 26<sup>th</sup> December, 2016, I have been appointed as Scrutinizer to receive process and scrutinize the postal ballot in respect of the Ordinary Resolutions as circulated in the postal ballot notice dated 26<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 26<sup>th</sup> December, 2016 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 on 23<sup>rd</sup> December, 2016, being the cut-off date.

I submit my report as under:

- i) As per the records maintained by the company / Registrar to the company, the dispatch of postal ballot forms has been completed on **30<sup>th</sup> December, 2016** along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Member/ list of beneficiaries as on **23<sup>rd</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.





**Y. KOTESWARA RAO**

**Practicing Company Secretary**

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

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- ii) As stated in sub rule 3 of Rule 20 Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in 'Financial Express' English newspaper and 'Nava Telangana' Telugu edition newspaper on 31<sup>st</sup> December, 2016 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 30, 2016 till January 28, 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 28, 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 28, 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 30, 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 **23<sup>rd</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 6559 shareholders, 42 shareholders have exercised their vote through e-voting and 08 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 No.1: SUB-DIVISION OF EQUITY SHARES OF THE COMPANY AS PER THE PROVISIONS OF SECTION 61 OF THE COMPANIES ACT, 2013 FROM FACE VALUE OF Rs. 10/- TO Rs. 2/- :** Ordinary Resolution pursuant to section 61 and other applicable provisions of the Companies Act 2013.

**Note:**

Total No. of Shareholders	6559		
Total No. of Shares	35450380		
Receipt of Postal Ballot Forms (Physical & Electronic)	50		
		Number of Votes	Number of Shares
Total Votes cast through e-Voting	A	42	23956868
Total Votes cast through Postal Ballot Forms Received	B	8	6209
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	50	23963077
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	50	23963077

- (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 and E-voting:**

<b>Date of AGM/EGM:</b>		Postal ballot notice dated 26 <sup>th</sup> December, 2016							
<b>Total no. of share holders as on record date</b>		6559							
<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							
<b>Whether promoter/promoter group are interested in the agenda/resolution:</b>		No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>	
		(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	0	0	0.00	0.00	
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0.00	0.00	
	<b>Total</b>		<b>16830942</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>	14407488	6080578	42.20	6080578	0	100.00	0.00	
	<b>Poll</b>		0	0	0	0	0.00	0.00	
	<b>Postal Ballot</b>		0	0	0	0	0.00	0.00	
	<b>Total</b>		<b>14407488</b>	<b>6080578</b>	<b>42.20</b>	<b>6080578</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	4211950	1045348	24.82	1045348	0	100.00	0.00	
	<b>Poll</b>		0	0	0	0	0.00	0.00	
	<b>Postal Ballot</b>		6209	0.15	6209	0	0.00	0.00	
	<b>Total</b>		<b>4211950</b>	<b>1051557</b>	<b>24.97</b>	<b>1051557</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>35450380</b>	<b>23963077</b>	<b>67.60</b>	<b>23963077</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	

**Percentage of votes cast in favour: 100, Percentage of votes cast against: Nil**

**Result:**

I report that the Ordinary Resolution under section 61 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, as set out in the notice of Postal Ballot





**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)

dated 26<sup>th</sup> December, 2016 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 OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY** : Ordinary Resolution pursuant to section 13, 61 and other applicable provisions of the Companies Act 2013.

Total No. of Shareholders	6559		
Total No. of Shares	35450380		
Receipt of Postal Ballot Forms (Physical & Electronic)	50		
		Number of Votes	Number of Shares
Total Votes cast through e-Voting	A	42	23956868
Total Votes cast through Postal Ballot Forms Received	B	8	6209
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	50	23963077
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	50	23963077

**Note:**

- (3) There were no invalid Postal Ballot forms received.
- (4) 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**

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Phone: 040 2308 6394 (O & R)

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

<b>Date of AGM/EGM:</b>				Postal ballot notice dated 26 <sup>th</sup> December, 2016					
<b>Total no. of share holders as on record date</b>				6559					
<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					
<b>Whether promoter/promoter group are interested in the agenda/resolution:</b>				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	
<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	0	0	0.00	0.00	
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0.00	0.00	
	<b>Total</b>		<b>16830942</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>	14407488	6080578	42.20	6080578	0	100.00	0.00	
	<b>Poll</b>		0	0	0	0	0.00	0.00	
	<b>Postal Ballot</b>		0	0	0	0	0.00	0.00	
	<b>Total</b>		<b>14407488</b>	<b>6080578</b>	<b>42.20</b>	<b>6080578</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	4211950	1045348	24.82	1045348	0	100.00	0.00	
	<b>Poll</b>		0	0	0	0	0.00	0.00	
	<b>Postal Ballot</b>		6209	0.15	6209	0	0.00	0.00	
	<b>Total</b>		<b>4211950</b>	<b>1051557</b>	<b>24.97</b>	<b>1051557</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>35450380</b>	<b>23963077</b>	<b>67.60</b>	<b>23963077</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	

**Percentage of votes cast in favour: 100, Percentage of votes cast against: Nil**

**Result:**

I report that the Ordinary Resolution under section 13, 61 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, as set out in the notice of Postal Ballot dated 26<sup>th</sup> December, 2016 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.





**Y. KOTESWARA RAO**

**Practicing Company Secretary**

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

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I further report that as per the Postal Ballot Notice dated 26<sup>th</sup> December, 2016 and the Board Resolution dated 26<sup>th</sup> December, 2016 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 31<sup>st</sup> January, 2017. 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: 30.01.2017



**Y. KOTESWARA RAO**

Practicing Company Secretary  
Name & Signature of Scrutinizer

ACS: 3785

CP : 7427