

GHL/SE/2018-19

29<sup>th</sup> September, 2018

<p>The General Manager Department of Corporate Services <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001</p>	<p>The Manager Listing Department <b>The National Stock Exchange of India Limited</b> Bandra Kurla Complex Bandra East, Mumbai-400 051</p>
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Dear Sir/Madam,

**Sub: Voting Results of the 12<sup>th</sup> Annual General Meeting of Gayatri Highways Limited as per Regulation 44 of the SEBI (LODR) Regulations, 2015-Reg.**

**Ref: Scrip Code: 541546 (BSE) & Scrip Symbol: GAYAHWS (NSE)**

With reference to the above stated subject, we bring to your kind notice that the shareholders of the Company have approved the following resolutions at the 12<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018.

Resolution No.	Particulars
<b>Ordinary Business</b>	
1	To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2018 and the Board's Report and Auditor's report thereon.
2	To appoint a Director in place of Mr. P. Purnachander Rao (DIN: 02230190), who retires by rotation and being eligible offer himself for re-appointment.
3	To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.
<b>Special Business</b>	
4	To appoint Mr. M.V. Narasimha Rao as an independent Director.
5	To appoint Mr. G. Jagannadha Rao as an independent Director.
6	To appoint Ms. P. Laxmi as an independent Director.

In this connection, please find enclosed herewith the details of the result of voting (Remote e-voting and poll) in the format prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-I**.

Also find enclosed herewith the Report issued by Mr. C.N Kranthi Kumar, Practicing Company Secretary, Scrutinizer for voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure-II**.

## **GAYATRI HIGHWAYS LIMITED**

(Formerly known as Gayatri Domicile Private Limited)

1<sup>st</sup> Floor, 6-3-1090, TSR Towers,

Rajbhavan Road, Somajiguda, Hyderabad – 500 082, Telangana.

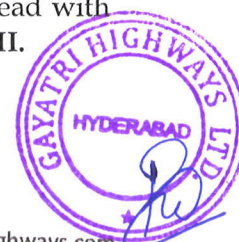
**CIN : U45100TG2006PLC052146**

**T** +91 40 2331 0330/4284

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**W** www.gayatrihighways.com

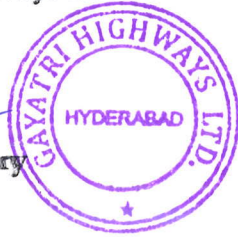


The Voting Results along with the Scrutinizer's Report is available on the Company's website at [www.gayatrihighways.com](http://www.gayatrihighways.com).

This is for your information and records.

Thanking you,  
Yours faithfully,  
For Gayatri Highways Limited

  
P. Raj Kumar  
Company Secretary



## **GAYATRI HIGHWAYS LIMITED**

(Formerly known as Gayatri Domicile Private Limited)

1<sup>st</sup> Floor, 6-3-1090, TSR Towers,  
Rajbhavan Road, Somajiguda, Hyderabad – 500 082, Telangana.

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**W** [www.gayatrihighways.com](http://www.gayatrihighways.com)

## NAME: GAYATRI HIGHWAYS LIMITED

SLNO	DESCRIPTION					
A	DATE OF AGM		28-09-2018			
B	BOOK CLOSURE DATE		22-09-2018 TO 28-09-2018 ( BOTH DAYS INCLUSIVE )			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		13580			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		101			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ( )	3	0	3	27019810	11.27461
	PUBLIC	89	9	98	62186	0.02595
	TOTAL	92	9	101	27081996	11.30056
E	No. of shareholders attended the meeting through Video conferencing _____, No video conferencing facility was made available.					

The mode of voting for all the resolutions was e—voting and poll conducted at the meeting.

Item No	Details of Agenda	Resolution Required	Mode of Voting	Remarks
1	To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2018 and the Board's Report and Auditor's report thereon.	Ordinary	E-voting & Poll at AGM	The resolution was passed with requisite majority
2	To appoint a Director in place of Mr. P. Purnachander Rao (DIN: 02230190), who retires by rotation and being eligible offer himself for re-appointment.	Ordinary	E-voting & Poll at AGM	The resolution was passed with requisite majority
3	To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.	Ordinary	E-voting & Poll at AGM	The resolution was passed with requisite majority
4	To appoint Mr. M.V. Narasimha Rao as an independent Director.	Ordinary	E-voting & Poll at AGM	The resolution was passed with requisite majority



**Annexure-I**

5	To appoint Mr. G. Jagannadha Rao as an independent Director.	Ordinary	E-voting & Poll at AGM	The resolution was passed with requisite majority
6	To appoint Ms. P. Laxmi as an independent Director.	Ordinary	E-voting & Poll at AGM	The resolution was passed with requisite majority

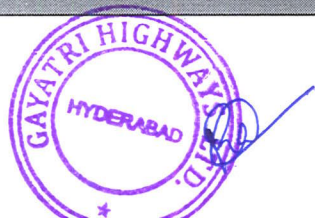
**For GAYATRI HIGHWAYS LIMITED**

  
**P. RAJ KUMAR**  
**Company Secretary & Compliance Officer**



	GAYATRI HIGHWAYS LIMITED
Date of the AGM/EGM	28-09-2018
Total number of shareholders on record date	13580
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	98
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2018 and the Board's Report and Auditor's report thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	14,65,54,710	14,65,54,710	100.0000	14,65,54,710	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		14,65,54,710	100.0000	14,65,54,710	0	100.0000	0.0000
Public- Institutions	E-Voting	6,22,66,919	4,21,11,469	67.6306	4,20,51,954	59,515	99.8586	0.1413
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,21,11,469	67.6306	4,20,51,954	59,515	99.8587	0.1413
Public- Non Institutions	E-Voting	3,08,30,271	76,02,628	24.6596	76,02,573	55	99.9992	0.0007
	Poll		55,839	0.1811	55,814	25	99.9552	0.0447
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		76,58,467	24.8407	76,58,387	80	99.9990	0.0010
Total		23,96,51,900	19,63,24,646	81.9208	19,62,65,051	59,595	99.9696	0.0304



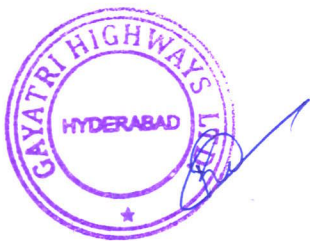
Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. P. Purnachander Rao (DIN: 02230190), who retires by rotation and being eligible offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	14,65,54,710	14,65,54,710	100.0000	14,65,54,710	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,65,54,710</b>	<b>100.0000</b>	<b>14,65,54,710</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	6,22,66,919	4,21,11,469	67.6306	3,68,45,803	52,65,666	87.4958	12.5041
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4,21,11,469</b>	<b>67.6306</b>	<b>3,68,45,803</b>	<b>52,65,666</b>	<b>87.4959</b>	<b>12.5041</b>
Public- Non Institutions	E-Voting	3,08,30,271	76,02,628	24.6596	76,00,059	2,569	99.9662	0.0337
	Poll		55,839	0.1811	55,814	25	99.9552	0.0447
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>76,58,467</b>	<b>24.8407</b>	<b>76,55,873</b>	<b>2,594</b>	<b>99.9661</b>	<b>0.0339</b>
<b>Total</b>		<b>23,96,51,900</b>	<b>19,63,24,646</b>	<b>81.9208</b>	<b>19,10,56,386</b>	<b>52,68,260</b>	<b>97.3166</b>	<b>2.6834</b>



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration,							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	14,65,54,710	14,65,54,710	100.0000	14,65,54,710	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		14,65,54,710	100.0000	14,65,54,710	0	100.0000	0.0000
Public- Institutions	E-Voting	6,22,66,919	4,21,11,469	67.6306	4,21,11,469	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,21,11,469	67.6306	4,21,11,469	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3,08,30,271	76,02,628	24.6596	76,00,073	2,555	99.9663	0.0336
	Poll		55,839	0.1811	55,814	25	99.9552	0.0447
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		76,58,467	24.8407	76,55,887	2,580	99.9663	0.0337
Total		23,96,51,900	19,63,24,646	81.9208	19,63,22,066	2,580	99.9987	0.0013

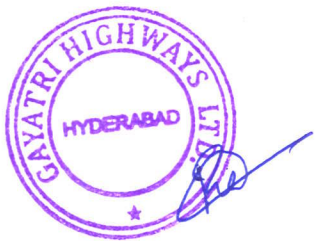


Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. M.V. Narasimha Rao as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	14,65,54,710	14,65,54,710	100.0000	14,65,54,710	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		14,65,54,710	100.0000	14,65,54,710	0	100.0000	0.0000
Public- Institutions	E-Voting	6,22,66,919	4,21,11,469	67.6306	4,21,11,469	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,21,11,469	67.6306	4,21,11,469	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3,08,30,271	76,02,628	24.6596	76,00,073	2,555	99.9663	0.0336
	Poll		55,839	0.1811	55,814	25	99.9552	0.0447
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		76,58,467	24.8407	76,55,887	2,580	99.9663	0.0337
Total		23,96,51,900	19,63,24,646	81.9208	19,63,22,066	2,580	99.9987	0.0013





Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. G. Jagannadha Rao as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	14,65,54,710	14,65,54,710	100.0000	14,65,54,710	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		14,65,54,710	100.0000	14,65,54,710	0	100.0000	0.0000
Public- Institutions	E-Voting	6,22,66,919	4,21,11,469	67.6306	4,21,11,469	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,21,11,469	67.6306	4,21,11,469	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3,08,30,271	76,02,628	24.6596	76,00,059	2,569	99.9662	0.0337
	Poll		55,839	0.1811	55,814	25	99.9552	0.0447
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		76,58,467	24.8407	76,55,873	2,594	99.9661	0.0339
Total		23,96,51,900	19,63,24,646	81.9208	19,63,22,052	2,594	99.9987	0.0013



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Ms. P. Laxmi as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	14,65,54,710	14,65,54,710	100.0000	14,65,54,710	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,65,54,710</b>	<b>100.0000</b>	<b>14,65,54,710</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	6,22,66,919	4,21,11,469	67.6306	4,21,11,469	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4,21,11,469</b>	<b>67.6306</b>	<b>4,21,11,469</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	3,08,30,271	76,02,628	24.6596	76,00,073	2,555	99.9663	0.0336
	Poll		55,839	0.1811	55,814	25	99.9552	0.0447
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>76,58,467</b>	<b>24.8407</b>	<b>76,55,887</b>	<b>2,580</b>	<b>99.9663</b>	<b>0.0337</b>
<b>Total</b>		<b>23,96,51,900</b>	<b>19,63,24,646</b>	<b>81.9208</b>	<b>19,63,22,066</b>	<b>2,580</b>	<b>99.9987</b>	<b>0.0013</b>



**For GAYATRI HIGHWAYS LIMITED**

*P. Raj Kumar*  
**P. RAJ KUMAR**

**Company Secretary & Compliance Officer**



Annexure – II

**CONSOLIDATED SCRUTINIZER'S REPORT**

Form No MGT – 13

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To

The Chairman for 12<sup>th</sup> Annual General Meeting of the Equity Shareholders  
Gayatri Highways Limited,  
Hyderabad.

Dear Sir,

I, C.N.Kranthi Kumar, Company Secretary in whole-time Practice, having office at Hyderabad, Telangana was appointed as the scrutinizer by the Board of Directors of **Gayatri Highways Limited** CIN: U45100TG2006PLC052146, having registered office at 1<sup>st</sup> Floor, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, Telangana (the "Company") in the Board Meeting held on 13<sup>th</sup> August, 2018 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

**My scope as a scrutinizer is :**

- (a) To scrutinize the votes casted through electronic means (the "e-voting") and check whether the remote e-voting process was in fair and transparent manner held between Monday the 24<sup>th</sup> September, 2018 at 09.00 AM (IST) and Thursday the 27<sup>th</sup> September, 2018 at 05.00 PM (IST) as stated in the Notice of the Annual General Meeting.
- (b) To scrutinize the votes casted through ballot and check whether the voting process by use of ballot at the 12<sup>th</sup> Annual General Meeting held on Friday the 28<sup>th</sup> September, 2018 at 2:30 P.M at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Red Hills, Hyderabad - 500 004, Telangana is conducted in a fair and transparent manner.

**Notice of the Annual General Meeting :**

The Notice dated 13<sup>th</sup> August, 2018 convening 12<sup>th</sup> Annual General Meeting of the equity shareholders of the Company scheduled to be held on Friday the 28<sup>th</sup> September, 2018 at 2:30 P.M at KLN Prasad Auditorium, Federation of Telangana and Andhra Pradesh, Chamber of Commerce and Industry, 11-6-841, Red Hills, Hyderabad - 500 004, Telangana was dispatched to the shareholders on 24<sup>th</sup> August, 2018 whose name was recorded in the register of members or in the register of beneficial owners maintained by the depositories of the Company in respect of the below mentioned resolutions to be passed at the said Annual General Meeting. The said Annual General Meeting was duly convened and held.



**Cut-off date :**

The shareholders whose name was recorded in the register of members or in the register of beneficial owners maintained by the depositories of the Company as on the "cut-off " date of 21<sup>st</sup> September, 2018 were entitled to vote by e-voting and through ballot on the proposed resolutions as set out at item nos.1 to 6 in the Notice of the Annual General Meeting.

**Newspaper Advertisement:**

A public notice by way of an advertisement in newspapers was published by the Company on 1<sup>st</sup> September, 2018 immediately on the completion of dispatch of notices of the Annual General Meeting, terms of Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force in Business Standard (English Newspaper) and Andhra Prabha (principal vernacular language newspaper of the State in which the registered office is situated) for the purposes of voting.

**For e-voting :**

Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force to its shareholders, the Company has arranged for remote e-voting facility to its shareholders through Karvy Computershare Private Limited, Registrar and Share Transfer Agents having their office at Gachibowli, Hyderabad (the "Agency").

The e-voting period commenced on Monday the 24<sup>th</sup> September, 2018 at 09.00 AM (IST) and ended on Thursday the 27<sup>th</sup> September, 2018 at 05.00 PM (IST). The Agency e-voting platform [<https://evoting.karvy.com>] was blocked thereafter and the votes cast under e-voting facility were then unblocked by me on Friday, 28<sup>th</sup> September, 2018 at 3.28 PM (IST) in the presence of Ms. K. Ujwala and Ms. Radha Supriya, two witnesses not being in the employment of the Company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Agency e-voting system [<https://evoting.karvy.com>].

**For voting through Ballot :**

The Chairman of the Annual General Meeting announced voting through ballot. The ballot boxes kept for voting were locked in my presence with due identification marks placed on them.

The ballot boxes subsequently on the close of ballot voting hours, were opened by me in the presence of Ms. K.Ujwala and Ms. Radha Supriya two witnesses not being in the employment of the Company.

The ballots including authorisations / proxies lodged were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents i.e., Karvy Computershare Private Limited having office at Gachibowli, Hyderabad. (the "Agency").



As per the list of shareholders provided by the Company / Agency, the names of the shareholders who had voted on e-voting platform through [https://evoting.karvy.com] had been blocked and the ballots issued to those shareholders who were present at the Annual General Meeting and who had not voted on remote e-voting were only reconciled for the purpose of eliminating duplicate voting.

The ballots which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

I now submit my Consolidated Report as under on the results of voting through remote e-voting and voting by ballot at the 12<sup>th</sup> Annual General Meeting in respect of the said resolutions:-

**Item No. 1**

**Type of business: Ordinary Business**

**Type of resolution: Ordinary Resolution**

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2018 and the Board's Report and Auditor's report thereon.

Particulars	Number of votes and votes contained in						% of votes
	Remote e-votes		Ballot votes		Total		
	Number	Votes	Number	Votes	Number	Votes	
For	58	196209237	36	55814	94	196265051	99.97
Against	3	59570	2	25	5	59595	0.03
Abstained/Invalid	0	0	4	17	4	17	0.00
Total	61	196268807	42	55856	103	196324663	100.00

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

**Item No. 2**

**Type of business: Ordinary Business**

**Type of resolution: Ordinary Resolution**

To appoint a Director in place of Mr. P. Purnachander Rao (DIN: 02230190), who retires by rotation and being eligible offers himself for re-appointment.

Particulars	Number of votes and votes contained in						% of votes
	Remote e-votes		Ballot votes		Total		
	Number	Votes	Number	Votes	Number	Votes	
For	57	191000572	36	55814	93	191056386	97.32
Against	4	5268235	2	25	6	5268260	02.68
Abstained/Invalid	0	0	4	17	4	17	0.00
Total	61	196268807	42	55856	103	196324663	100.00

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.



**Item No. 3****Type of business: Ordinary Business****Type of resolution: Ordinary Resolution**

To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.

Particulars	Number of votes and votes contained in						% of votes
	Remote e-votes		Ballot votes		Total		
	Number	Votes	Number	Votes	Number	Votes	
For	59	196266252	36	55814	95	196322066	99.99
Against	2	2555	2	25	4	2580	0.01
Abstained/Invalid	0	0	4	17	4	17	0.00
Total	61	196268807	42	55856	103	196324663	100.00

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

**Item No. 4****Type of business: Ordinary Business****Type of resolution: Ordinary Resolution**

To appoint Mr. M.V. Narasimha Rao as an Independent Director.

Particulars	Number of votes and votes contained in						% of votes
	Remote e-votes		Ballot votes		Total		
	Number	Votes	Number	Votes	Number	Votes	
For	59	196266252	36	55814	95	196322066	99.99
Against	2	2555	2	25	4	2580	0.01
Abstained/Invalid	0	0	4	17	4	17	0.00
Total	61	196268807	42	55856	103	196324663	100.00

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

**Item No. 5****Type of business: Ordinary Business****Type of resolution: Ordinary Resolution**

To appoint Mr. G. Jagannadha Rao as an Independent Director.

Particulars	Number of votes and votes contained in						% of votes
	Remote e-votes		Ballot votes		Total		
	Number	Votes	Number	Votes	Number	Votes	
For	58	196266238	36	55814	94	196322052	99.99
Against	3	2569	2	25	5	2594	0.01
Abstained/Invalid	0	0	4	17	4	17	0.00
Total	61	196268807	42	55856	103	196324663	100.00

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.



**Item No. 6**

**Type of business: Ordinary Business**

**Type of resolution: Ordinary Resolution**

To appoint Ms. P. Laxmi as an Independent Director

Particulars	Number of votes and votes contained in						% of votes
	Remote e-votes		Ballot votes		Total		
	Number	Votes	Number	Votes	Number	Votes	
For	59	196266252	36	55814	95	196322066	99.99
Against	2	2555	2	25	4	2580	0.01
Abstained/Invalid	0	0	4	17	4	17	0.00
Total	61	196268807	42	55856	103	196324663	100.00

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through ballot (whichever and wherever applicable) are taken care by management of the Company.

All relevant records relating to electronic voting shall remain in my custody until the Chairman considers, approves and signs the Minutes of the 12<sup>th</sup> Annual General Meeting and the same shall be handed over to Mr. Raj Kumar Pragallapati, Company Secretary and Compliance Officer for safe keeping and all relevant records relating to ballot voting were handed over to Mr. Raj Kumar Pragallapati for safe keeping.

Thanking you,

Yours faithfully

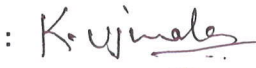



**Scrutinizer's Signature and Details**

C.N.Kranthi Kumar  
Company Secretary in Practice  
FCS No.:9255 .CP No.:13889

Dated: 29.09.2018  
Place: Hyderabad

**Witnesses signatures**

1) K.Ujwala :   
2) M.Radha Supriya : 

Dated: 29.09.2018  
Place: Hyderabad

**Countersignature and acknowledgement of receipt of Consolidated Scrutinizer's Report**

For Gayatri Highways Limited



Raj Kumar Pragallapati  
Company Secretary and Compliance Officer



Dated: 29.09.2018  
Place: Hyderabad

