

**September 25, 2021**

To The Secretary, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Maharashtra, India Scrip Code: <u>532767</u>	To The Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Maharashtra, India Scrip Code: <u>GAYAPROJ</u>
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Dear Sir, Madam,

**Sub: Disclosure of Voting Results of the 32<sup>nd</sup> Annual General Meeting ('AGM') of Gayatri Projects Limited ('the Company') and Scrutinizer Report dated September 25, 2021**

The details of voting results of the 32<sup>nd</sup> Annual General Meeting of the Company held on Friday, September 24, 2021 are enclosed in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended- **Annexure A.**

The Scrutinizer's Report dated September 25, 2021, pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended - **Annexure B.**

The voting results along with the Scrutinizer's Report is available on the Company's website at [www.gayatri.co.in](http://www.gayatri.co.in) and is also being made available on the website of the KFin Technologies Private Limited at [evoting.kfintech.com](http://evoting.kfintech.com) (Service Provider).

This is for your information and records.

Thanking you,

Yours faithfully,

**Gayatri Projects Limited**

*Chetan Kumar Sharma*

**Chetan Kumar Sharma**

**Company Secretary &  
Compliance Officer**



End: As above

Annexure A

**32<sup>nd</sup> Annual General Meeting Voting Results**

<b>Date of Annual General Meeting</b>	<b>September 24, 2021</b>
Total number of shareholders as on record date (September 17, 2021)	38485
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	
Promoter and Promoter Group	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM
Public	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoter and Promoter Group	1
Public	57



**Agenda Wise Disclosure:**

**Resolution 1(a): Consider and adopt Audited Standalone Financial Statement for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon and Resolution 1(b): Consider and adopt Audited Consolidated Financial Statement for the financial year ended March 31, 2021 and the Report of Auditors thereon – Ordinary Resolution**

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	7,72,60,607	7,72,59,807	99.999	7,72,59,807	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total (A)		7,72,59,807	99.999	7,72,59,807	0	100.000	0.000
Public-Institutions	E-Voting	3,15,76,369	2,52,88,984	80.088	2,52,88,984	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total (B)		2,52,88,984	80.088	2,52,88,984	0	100.000	0.000
Public-Non Institutions	E-Voting	7,83,61,709	55,93,537	7.138	55,89,458	4,079	99.927	0.073
	Poll		251	0.000	251	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total (C)		55,93,788	7.138	55,89,709	4,079	99.927	0.073
	<b>Total(A+B+C)</b>	<b>18,71,98,685</b>	<b>10,81,42,579</b>	<b>57.769</b>	<b>10,81,38,500</b>	<b>4,079</b>	<b>99.996</b>	<b>0.004</b>

Whether resolution is passed or not: Yes, resolution is passed with requisite majority



**Resolution 2: To appoint a director in place of T. Indira Reddy, who retires by rotation, and being eligible, offers herself for reappointment – Ordinary Resolution**

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	7,72,60,607	7,72,59,807	99.999	7,72,59,807	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total (A)		7,72,59,807	99.999	7,72,59,807	0	100.000	0.000
Public-Institutions	E-Voting	3,15,76,369	2,52,88,984	80.088	1,68,03,825	84,85,159	66.447	33.553
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total (B)		2,52,88,984	80.088	1,68,03,825	84,85,159	66.447	33.553
Public-Non Institutions	E-Voting	7,83,61,709	55,94,732	7.140	55,87,962	6,770	99.879	0.121
	Poll		251	0.000	251	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total (C)		55,94,983	7.140	55,88,213	6,770	99.879	0.121
<b>Total(A+B+C)</b>		<b>18,71,98,685</b>	<b>10,81,43,774</b>	<b>57.770</b>	<b>9,96,51,845</b>	<b>84,91,929</b>	<b>92.148</b>	<b>7.852</b>

Whether resolution is passed or not: Yes, resolution is passed with requisite majority



**Resolution 3: Ordinary Resolution for ratification of remuneration payable to M/s. N.S.V. Krishna Rao & Co., appointed as Cost Auditors of the Company for the F.Y. 2021-22 – Ordinary Resolution**

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	7,72,60,607	7,72,59,807	99.999	7,72,59,807	0	100.0000	0.000
	Poll		0	0.000	0	0	0.0000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.000
	<b>Total (A)</b>		<b>7,72,59,807</b>	<b>99.999</b>	<b>7,72,59,807</b>	<b>0</b>	<b>100.0000</b>	<b>0.000</b>
Public-Institutions	E-Voting	3,15,76,369	2,52,88,984	80.088	2,52,88,984	0	100.0000	0.000
	Poll		0	0.000	0	0	0.0000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.000
	<b>Total (B)</b>		<b>2,52,88,984</b>	<b>80.088</b>	<b>2,52,88,984</b>	<b>0</b>	<b>100.0000</b>	<b>0.000</b>
Public-Non Institutions	E-Voting	7,83,61,709	55,93,462	7.138	55,89,000	4,462	99.9202	0.080
	Poll		251	0.000	251	0	100.0000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.0000	0.000
	<b>Total (C)</b>		<b>55,93,713</b>	<b>7.138</b>	<b>55,89,251</b>	<b>4,462</b>	<b>99.9202</b>	<b>0.080</b>
	<b>Total(A+B+C)</b>	<b>18,71,98,685</b>	<b>10,81,42,504</b>	<b>57.769</b>	<b>10,81,38,042</b>	<b>4,462</b>	<b>99.9959</b>	<b>0.004</b>

Whether resolution is passed or not: Yes, resolution is passed with requisite majority



**Resolution 4: Re-appointment of Sri. J. Brij Mohan Reddy as Whole Time Director designated as Executive Vice Chairman – Special Resolution**

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	7,72,60,607	7,72,59,807	99.999	7,72,59,807	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total (A)</b>		<b>7,72,59,807</b>	<b>99.999</b>	<b>7,72,59,807</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Institutions	E-Voting	3,15,76,369	2,52,88,984	80.088	12,65,037	2,40,23,947	5.002	94.998
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total (B)</b>		<b>2,52,88,984</b>	<b>80.088</b>	<b>12,65,037</b>	<b>2,40,23,947</b>	<b>5.002</b>	<b>94.998</b>
Public-Non Institutions	E-Voting	7,83,61,709	55,94,732	7.140	55,88,261	6,471	99.884	0.116
	Poll		251	0.000	251	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total (C)</b>		<b>55,94,983</b>	<b>7.140</b>	<b>55,88,512</b>	<b>6,471</b>	<b>99.884</b>	<b>0.116</b>
<b>Total(A+B+C)</b>		<b>18,71,98,685</b>	<b>10,81,43,774</b>	<b>57.770</b>	<b>8,41,13,356</b>	<b>2,40,30,418</b>	<b>77.779</b>	<b>22.221</b>

Whether resolution is passed or not: Yes, resolution is passed with requisite majority

**All the resolutions have been passed with requisite majority.**





**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  
M/s. Gayatri Projects Limited  
CIN: L 99999TG1989PLC057289  
TSR Towers  
Somajiguda  
Hyderabad - 500082

Dear Sir,

**Sub:** Consolidated Scrutinizer's Report on remote e-voting conducted prior to the 32<sup>nd</sup> Annual General Meeting ('AGM') of Gayatri Projects Limited held on Friday, September 24, 2021 at 03.30 p.m. (IST) through video conferencing ('VC') and other audio visual means ('OA VM') and remote e-voting conducted during the AGM, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

I, Y. Koteswara Rao, Company Secretary in practice, have been appointed as Scrutinizer by the Board of Directors of Gayatri Projects Limited ("the Company") having CIN: L99999TG1989PLC057289 for the purpose of scrutinizing the process of voting through electronic means i.e ("remote e-voting and e-voting at the Annual General Meeting") on the resolutions contained in the notice calling 32<sup>nd</sup> Annual General Meeting (AGM) held on Friday, September 24, 2021 as permitted by the Ministry of Corporate Affairs (MCA) vide its circular No. 20/ 2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 (collectively referred to as "MCA Circulars").

The MCA Circular provides for relaxation to companies to hold its AGM through VC/OAVM including the manner of voting at the meeting which was warranted on account of the outbreak of COVID-19 pandemic.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- process of e-voting remotely, before the AGM, using an electronic voting - system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
- process of e-voting at the AGM through electronic voting-system ("e-voting")

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made there under; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the 32<sup>nd</sup> AGM of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.





**Y. KOTESWARA RAO**

**Practicing Company Secretary**

H. No. 48-345, Ganesh Nagar Colony,

Chinthal, HMT Road, Hyderabad - 500 054

Phone: 040 40210182 (Office)

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and / or KFin Technologies Private Limited for my verification.

The "cut-off" date for the purpose of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was September 17, 2021.

**Remote E-Voting Process:**

The remote e-voting period remained open from 21<sup>st</sup> September, 2021 at 09:00 A.M. to 23<sup>rd</sup> September, 2021 at 05:00 P.M. The votes cast were unblocked on 24<sup>th</sup> September 2021 after the conclusion of the AGM. Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote. Based on the report generated by KFin Technologies Private Limited and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

After the closure of e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted diligently.

I submit my consolidated Report as under on the result of the remote e-voting and e-voting at AGM in respect of the said resolutions.

I would like to mention that the voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. September 17, 2021 and as per the Register of Members of the Company.





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

**Resolution No. 1(a): (Ordinary Resolution): Adoption of Audited Standalone Financial Statements for the Financial Year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon and No.1 (b): (Ordinary Resolution): Adoption of Audited Consolidated Financial Statements for the Financial Year ended March 31, 2021 and the report of the Auditors thereon.**

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
169	108138500	99.996

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	4079	0.003

(iii) Invalid votes:

Total Number of members whose votes were declared invalids	Total Number of votes cast by them
0	0

**Resolution No. 2: (Ordinary Resolution): To appoint a Director in place of Smt. T. Indira Reddy, who retires by rotation, and being eligible, offers himself for reappointment**

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
155	99651845	92.147

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	8491929	7.852

(iii) Invalid votes:

Total Number of members whose votes were declared invalids	Total Number of votes cast by them
0	0

**Resolution No. 3: (Ordinary Resolution): Ordinary Resolution for ratification of remuneration payable to M/s, N.S.V. KRISHNA RAO & CO., appointed as Cost Auditors of the Company for the F.Y 2021-22**

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
166	108138042	99.995





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

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	4462	0.004

(iii) Invalid votes:

Total Number of members whose votes were declared invalids	Total Number of votes cast by them
0	0

**Resolution No. 4: (Special Resolution): Re-appointment of Sri. J. Brij Mohan Reddy as Whole Time Director designated as Executive Vice Chairman**

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
151	84113356	77.779

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
28	24030418	22.220

(iii) Invalid votes:

Total Number of members whose votes were declared invalids	Total Number of votes cast by them
0	0

All the resolutions of item no. 1 (a) and (1(b) to 4 have been deemed to be passed with requisite majority.

Yours faithfully,

**Y. KOTESWARA RAO**  
Practicing Company Secretary  
**Name & Signature of Scrutinizer**  
**ACS: 3785**  
**CP No. : 7427**  
UDIN number A003785C001006292

Place: Hyderabad  
Date: 25.09.2021

