

**Date: 18.06.2016**

<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.,**

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With reference to the above subject, we would like to announce the outcome of the postal ballot conducted Pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 for the item transacted through postal ballot notice dated.14.05.2016 i.e. **To acquire/purchase 100 % shareholding of M/s. Gayatri Domicile Private Limited and thereby making it a wholly owned subsidiary of the company.**

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

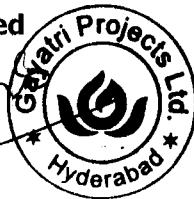
This is for your information and necessary dissemination.

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

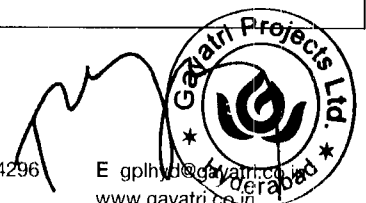
**TO ACQUIRE/PURCHASE 100 % SHAREHOLDING OF M/S. GAYATRI DOMICILE PRIVATE LIMITED AND THEREBY MAKING IT A WHOLLY OWNED SUBSIDIARY OF THE COMPANY.**

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 17<sup>th</sup> June, 2016 to the Company.

The details of the Special Resolution passed by Postal ballot is as under:

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

<b>Date of AGM/EGM:</b>	Postal ballot notice dated 14 <sup>th</sup> May, 2016
<b>Total no. of share holders as on record date</b>	7162
<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>	Special
<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>	16830942	0	0	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>	16830942	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>	14629766	2572857	17.58	2572857	0	100.00	0.00
	<b>Poll</b>	14629766	0	0	0	0	0.00	0.00
	<b>Postal Ballot</b>	14629766	0	0	0	0	0.00	0.00
	<b>Total</b>	<b>14629766</b>	<b>2572857</b>	<b>17.58</b>	<b>2572857</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	3989672	25739	0.65	25739	0	100.00	0.00
	<b>Poll</b>	3989672	0	0.00	0	0	0.00	0.00
	<b>Postal Ballot</b>	3989672	2296	0.06	2271	25	98.91	1.088
	<b>Total</b>	<b>3989672</b>	<b>28035</b>	<b>0.70</b>	<b>28010</b>	<b>25</b>	<b>98.91</b>	<b>1.088</b>
<b>Total</b>		<b>35450380</b>	<b>19431834</b>	<b>54.81</b>	<b>19431809</b>	<b>25</b>	<b>99.99</b>	<b>0.0001</b>

The Number of votes polled in favour of the Special Resolution is 19431809 (99.99% of the total valid votes). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.



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

**Date : 18.06.2016**  
**Place: Hyderabad**



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

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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 14<sup>th</sup> May, 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 14<sup>th</sup> May, 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 14<sup>th</sup> May, 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 13<sup>th</sup> May, 2016, being the cut-off date.

I submit my report as under:

- i) The company has completed on **18<sup>th</sup> May, 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 **13<sup>th</sup> May, 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 sub rule 3 of Rule 20 Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in 'Financial Express' English





**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
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- newspaper and 'Nava Telangana' Telugu edition newspaper on 20<sup>th</sup> May, 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 May 18, 2016 till June 16, 2016. All the postal ballot forms together with all votes cast by e-voting through M/s. Karvy Computer Share Private Limited received upto 5.00 p.m Thursday June 16, 2016, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.
  - iv) Envelopes containing postal ballot forms received after **June 16, 2016** were not considered for my scrutiny.
  - v) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
  - vi) The ballot forms were opened on **June 17, 2016** in my presence.
  - vii) The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the company/list of beneficiaries as on **13<sup>th</sup> May, 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 7162 shareholders, 45 shareholders have exercised their vote through e-voting and 15 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**

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

Phone: 040 2308 6394 (O & R)

**ITEM: TO ACQUIRE/PURCHASE 100 % SHAREHOLDING OF M/S. GAYATRI DOMICILE PRIVATE LIMITED AND THEREBY MAKING IT A WHOLLY OWNED SUBSIDIARY OF THE COMPANY** : Special Resolution pursuant to section 186 and other applicable provisions of the Companies Act 2013.

Total No. of Shareholders	7162		
Total No. of Shares	35450380		
Receipt of Postal Ballot Forms (Physical & Electronic)	60		
		Number of Votes	Number of Shares
Total Votes cast through e-Voting	A	45	19653747
Total Votes cast through Postal Ballot Forms Received	B	15	2296
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	60	19656043
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	60	19656043

**Note:**

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





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

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

<b>Date of AGM/EGM:</b>		Postal ballot notice dated 14 <sup>th</sup> May, 2016						
<b>Total no. of share holders as on record date</b>		7162						
<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>		Special						
<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
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**Percentage of votes cast in favour: 99.99 and Percentage of votes cast against: 0.0001**  
**Result:**

I report that the Special Resolution under section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, as set out in the notice of Postal Ballot dated 14<sup>th</sup> May, 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 14<sup>th</sup> May, 2016 and the Board Resolution dated 14<sup>th</sup> May, 2016 the Chairman or any other person as authorised in this regard may declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolutions referred here in by 18.06.2016. 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: 17.06.2016



**Y. KOTESWARA RAO**

Practicing Company Secretary

**Name & Signature of Scrutinizer**

**ACS: 3785**

**CP : 7427**