



Date: 22.03.2016

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| <b>To,<br/>The General Manager,<br/>The Department of Corporate Relations,<br/>The Bombay Stock Exchange Limited.,<br/>25<sup>th</sup> Floor, Phiroz Jeejeebhoy Towers,<br/>Dalal Street, Mumbai – 400 001</b> | <b>To,<br/>The Secretary,<br/>National Stock Exchange of India Ltd.<br/>5<sup>th</sup> Floor, Exchange Plaza<br/>Plot No.C/1, G Block<br/>Bandra Kurla Complex, Bandra (East)<br/>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.13.02.2016 i.e. **To Invest in 9% Non-Convertible Cumulative Redeemable Preference Shares issued by M/s. Gayatri Hi-Tech Hotels Limited in lieu of EPC receivables.**

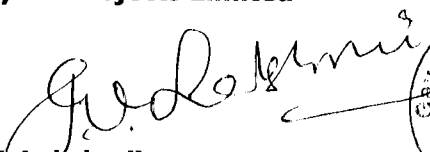
Summary of the results in the prescribed format is enclosed herewith.


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**





### **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:-

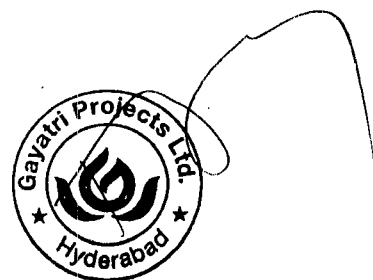
#### **TO INVEST IN 9% NON-CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES ISSUED BY M/S. GAYATRI HI-TECH HOTELS LIMITED IN LIEU OF EPC RECEIVABLES.**

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 21<sup>st</sup> March, 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.**

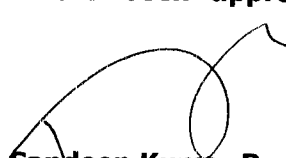
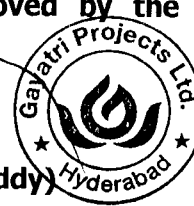
|  |  |
|--|--|
| <b>Date of AGM/EGM:</b>  | Postal ballot notice dated 13 <sup>th</sup> February, 2016 |
| <b>Total no. of share holders as on record date</b>                                  | 7071   |
| <b>No. of Shareholders present in the meeting either in person or through proxy.</b> | Not Applicable   |
| <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>      | Yes  |



| Category                           | Mode of Voting                       | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes – in favour<br>(4) | No. of Votes – against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------------|--------------------------------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| <b>Promoter and Promoter Group</b> | <b>E-Voting</b>                      | 16830942                  | 0                          | 0  | 0                               | 0                             | 0.00  | 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>0</b>                   | <b>0</b>   | <b>0</b>                        | <b>0</b>                      | <b>0.00</b>   | <b>0.00</b>   |
| <b>Public – Institutions</b>       | <b>E-Voting</b>                      | 14759544                  | 6168705                    | 41.79  | 6168705                         | 0                             | 100.00  | 0.00  |
|                                    | <b>Poll</b>                          | 14759544                  | 0                          | 0  | 0                               | 0                             | 0.00  | 0.00  |
|                                    | <b>Postal Ballot</b>                 | 14759544                  | 0                          | 0  | 0                               | 0                             | 0.00  | 0.00  |
|                                    | <b>Total</b>                         | <b>14759544</b>           | <b>6168705</b>             | <b>41.79</b>   | <b>6168705</b>                  | <b>0</b>                      | <b>100.00</b>   | <b>0.00</b>   |
| <b>Public-Non Institutions</b>     | <b>E-Voting</b>                      | 3859894                   | 23698                      | 0.61   | 23648                           | 50                            | 99.78   | 0.20  |
|                                    | <b>Poll</b>                          | 3859894                   | 0                          |  | 0                               |                               | 0.00  | 0   |
|                                    | <b>Postal Ballot</b>                 | 3859894                   | 3070                       | 0.08   | 1469                            | 1601                          | 47.85   | 52.15   |
|                                    | <b>Total</b>                         | <b>3859894</b>            | <b>26768</b>               | <b>0.69</b>  | <b>25117</b>                    | <b>1651</b>                   | <b>93.83</b>  | <b>6.17</b>   |
| <b>Total</b>                       |                                      | <b>35450380</b>           | <b>6195473</b>             | <b>17.47</b>   | <b>6193822</b>                  | <b>1651</b>                   | <b>99.97</b>  | <b>0.03</b>   |

The Number of votes polled in favour of the Special Resolution is 6193822 (99.97% 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









**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 13 <sup>th</sup> February, 2016 |                            |  |                                 |                               |   |   |  |
|--|--------------------------------------|--|----------------------------|--|---------------------------------|-------------------------------|---|---|--|
| <b>Total no. of share holders as on record date</b>                                  |                                      | 7071   |                            |  |                                 |                               |   |   |  |
| <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>      |                                      | Yes  |                            |  |                                 |                               |   |   |  |
| Category   | Mode of Voting                       | No. of shares held<br>(1)                                  | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes – in favour<br>(4) | No. of Votes – against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |  |
| <b>Promoter and Promoter Group</b>   | <b>E-Voting</b>                      | 16830942   | 0                          | 0  | 0                               | 0                             | 0.00  | 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>0</b>                   | <b>0</b>   | <b>0</b>                        | <b>0</b>                      | <b>0.00</b>   | <b>0.00</b>   |  |
| <b>Public – Institutions</b>   | <b>E-Voting</b>                      | 14759544   | 6168705                    | 41.79  | 6168705                         | 0                             | 100.00  | 0.00  |  |
|  | <b>Poll</b>                          | 14759544   | 0                          | 0  | 0                               | 0                             | 0.00  | 0.00  |  |
|  | <b>Postal Ballot</b>                 | 14759544   | 0                          | 0  | 0                               | 0                             | 0.00  | 0.00  |  |
|  | <b>Total</b>                         | <b>14759544</b>  | <b>6168705</b>             | <b>41.79</b>   | <b>6168705</b>                  | <b>0</b>                      | <b>100.00</b>   | <b>0.00</b>   |  |
| <b>Public-Non Institutions</b>   | <b>E-Voting</b>                      | 3859894  | 23698                      | 0.61   | 23648                           | 50                            | 99.78   | 0.20  |  |
|  | <b>Poll</b>                          | 3859894  | 0                          | 0  | 0                               | 0                             | 0.00  | 0   |  |
|  | <b>Postal Ballot</b>                 | 3859894  | 3070                       | 0.08   | 1469                            | 1601                          | 47.85   | 52.15   |  |
|  | <b>Total</b>                         | <b>3859894</b>   | <b>26768</b>               | <b>0.69</b>  | <b>25117</b>                    | <b>1651</b>                   | <b>93.83</b>  | <b>6.17</b>   |  |
| <b>Total</b>   |                                      | <b>35450380</b>  | <b>6195473</b>             | <b>17.47</b>   | <b>6193822</b>                  | <b>1651</b>                   | <b>99.97</b>  | <b>0.03</b>   |  |

**Percentage of votes cast in favour: 99.97 and Percentage of votes cast against: 0.03**  
**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 13<sup>th</sup> February, 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

Phone: 040 2308 6394 (O & R)

I further report that as per the Postal Ballot Notice dated 13<sup>th</sup> February, 2016 and the Board Resolution dated 13<sup>th</sup> February, 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 22.03.2016. 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: 21.03.2016



**Y. KOTESWARA RAO**

Practicing Company Secretary

**Name & Signature of Scrutinizer**

**ACS: 3785**

**CP : 7427**