

**August 28, 2021**

<p>To The Secretary, Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Maharashtra, India Scrip Code: <u>532767</u></p>	<p>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></p>
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Dear Sir, Madam,

**Sub: Summary of Proceedings and Voting Results of the Extraordinary General Meeting ('EGM') of Gayatri Projects Limited ('the Company')**

In terms of the General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 (collectively referred to as "MCA Circulars") and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (referred to as SEBI Circular) and in compliance with other applicable provisions of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Extraordinary General Meeting (EGM) of the Company was held on Saturday, August 28, 2021 at 03.38 p.m. (IST) through two-way Video Conference ('VC')/Other Audio Visual Means ('OAVM') to transact the business as stated in the EGM Notice dated August 05, 2021 ('Notice'). All the items of business contained in the Notice were transacted and passed by the Members with requisite majority.

In this regard, please find attached the following:

- Summary of the proceedings of the EGM as required under Regulation 30 read with Part A of Schedule - III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations') - attached as **Annexure A**
- Combined voting results of remote e-voting and e-voting conducted during the EGM, in relation to the business transacted at the EGM, as required under Regulation 44(3) of the Listing Regulations, as amended – **Annexure B**
- The Scrutinizer's Report dated August 28, 2021, pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended - **Annexure C**

*C. Sharma*



Continuous Sheet

The meeting concluded at 4:30 pm (IST).

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 KFin viz. <https://evoting.kfintech.com>.

This is for your information and records.

Thanking you,

Yours faithfully,

**Gayatri Projects Limited**

*Chetan Kumar Sharma*

**Chetan Kumar Sharma  
Company Secretary &  
Compliance Officer**



**Annexure A**

**Summary of proceedings of the Extraordinary General Meeting ('EGM/Meeting')**

The EGM of the Members of Gayatri Projects Limited ('the Company') was held on Saturday, August 28, 2021 at 03.38 p.m. (IST) through two-way Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Chetan Kumar Sharma, Company Secretary & Compliance Officer, welcomed the Members to the Meeting and briefed them on details relating to their participation at the Meeting through audio visual means.

Mr. T V Sandeep Kumar Reddy, Managing Director of the Company, chaired the Meeting in the absence of chairperson of the Board. The Chairman welcomed the shareholders to the Meeting and on requisite quorum being present, called the Meeting to order.

Mr. T V Sandeep Kumar Reddy, Managing Director and Chairperson of the Meeting, Mr. J Brij Mohan Reddy, Whole Time Director and Mr. Harivithal Rao Chintalapati, Independent Director were present at the Meeting through VC from Registered Office of the Company. Mr. G Sreeramakrishna, Independent Director and Mr. Man Mohan Gupta Nominee Director attended the meeting through VC from their respective locations.

The Chairman of the meeting informed that Mrs. T. Indira Reddy, Non-Executive Director, Mrs. N Ramadevi, Independent Director and M. K V Ramanachary, Independent Director had communicated their inability to attend the meeting.

The Chairman welcomed the Directors and requested them to introduce themselves to the Members, who were attending the Meeting through VC.

The Chairman informed the Members that Mr. Y Koteswaro Rao, has been appointed as Scrutinizer for the remote e-voting and the e-voting during the proceedings of the EGM. The Company had taken the requisite steps to enable Members to participate and vote on the item being considered at this EGM.

Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, Members were informed that the requirement of appointing proxies was not applicable. Further, the Registers as required under the Companies Act, 2013 were available for inspection in electronic mode at the request of the members.

The Chairman then made his opening remarks and statement with respect to his views on the proposed preferential allotment and its impact on Gayatri Projects Limited.

With the permission of the members, chairman read out the modifications of technical nature to the EGM Notice to give clarity on the proposed resolution and informed that, the aforesaid changes forms part of the EGM Notice and with the consent of the members, the Notice convening the EGM was taken as read.

*C. Sharma*





In terms of the Notice dated August 05, 2021 convening the EGM of the Company, the following business were transacted at the Meeting through remote e-voting. The proposed resolution was special resolution.

**The following business was transacted:**

**01. ISSUANCE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS**

Members present at the Meeting were given an opportunity to ask questions and seek clarification(s). The Chairman appropriately responded to the questions raised.

Post the question and answer session, the Chairman authorized Mr. Chetan Kumar Sharma to carry out the e-voting process and conclude the Meeting. The Chairman further informed the Members that the consolidated voting results will be disseminated to the Stock Exchanges on which the Company's shares are listed and will also be made available on the website of the Company at [www.gayatri.co.in](http://www.gayatri.co.in) and the KFin Technologies Private Limited at <https://evoting.kfintech.com> within 48 hours of the conclusion of the Meeting.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. Mr. Chetan Sharma informed that the e-voting facility shall be kept open for 15 mins and then the meeting shall be taken as closed. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process, meeting was closed.

Post the conclusion of the remote e-voting, the Scrutinizers' report was received.

The Resolution has been passed with requisite majority.

This is for your information and records.

Thanking you,

Yours faithfully,

**Gayatri Projects Limited**

*Chetan Kumar Sharma*

**Chetan Kumar Sharma**

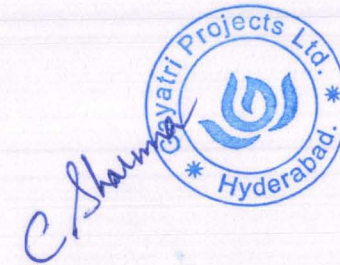
**Company Secretary &  
Compliance Officer**



**Annexure - B**

**Extraordinary General Meeting Voting Results**

<b>Date of Extraordinary General Meeting</b>	<b>August 28, 2021</b>
<b>Total number of shareholders as on record date (August 20, 2021)</b>	41842
<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	2
Public	41





**Agenda:****RESOLUTION: ISSUANCE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS: – 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	3,99,10,289	51.66	3,99,10,289	0	100.00	0.00
	Poll		3,73,49,518	48.34	3,73,49,518	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)		7,72,59,807	100.00	7,72,59,807	0	100.00	0.00
Public-Institutions	E-Voting	3,41,76,439	2,69,63,472	78.89	2,65,72,578	3,90,894	98.55	1.45
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (B)		2,69,63,472	78.89	2,65,72,578	3,90,894	98.55	1.45
Public-Non Institutions	E-Voting	7,57,61,639	1,30,66,179	17.25	1,30,63,948	2,231	99.98	0.02
	Poll		1,159	0.00	1,159	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (C)		1,30,67,338	17.25	1,30,65,107	2,231	99.98	0.02
<b>Total(A+B+C)</b>		18,71,98,685	11,72,90,617	62.66	11,68,97,492	3,93,125	99.66	0.34

*As per regulation 164A (4) of the aforesaid regulations the resolution considered to be passed only if the votes cast by the shareholders in the 'public' category in favour of the proposal shall be more than the number of votes cast against it.*

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

Figures in percentage have been rounded off to two decimal places.

*C. Sharma*





**Y. KOTESWARA RAO**

**Practicing Company Secretary**

H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 40210182 (Office)

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**SCRUTINIZER'S REPORT**

**To,  
The Chairman  
M/s. Gayatri Projects Limited  
CIN: L99999TG1989PLC057289  
TSR Towers  
Somajiguda  
Hyderabad - 500082**

**Dear Sir,**

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted prior to the Extraordinary General Meeting ('EGM') of M/s. Gayatri Projects Limited held on Saturday, August 28, 2021 at 03.30 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OA VM') and remote e-voting conducted during the EGM, 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 Extraordinary General Meeting") on the resolutions contained in the notice calling Extraordinary General Meeting (EGM) held on Saturday, August 28, 2021 as permitted by the Ministry of Corporate Affairs (MCA) vide its Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, 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 EGM 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 EGM, using an electronic voting - system on the dates referred to in the Notice calling the EGM ("remote e-voting"); and
- process of e-voting at the EGM 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 EGM 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)

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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 August 20, 2021.

**Remote E-Voting Process:**

The remote e-voting period remained open from August 25, 2021 at 09:00 A.M. to August 27, 2021 at 05:00 P.M. The votes cast were unblocked on August 28, 2021 after the conclusion of the EGM. 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 EGM, the report on remote e-voting done during the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked and counted diligently.

***I would like to report that, the business transacted at the EGM held on August 28, 2021 is in accordance with the regulation 164A of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 i.e pricing for Issue of shares on preferential basis for companies having stressed assets. As per regulation 164A (4) of the aforesaid regulations the resolution considered to be passed only if the votes cast by the shareholders in the 'public' category in favour of the proposal shall be more than the number of votes cast against it.***

I submit my consolidated Report as under on the result of the remote e-voting and e-voting at EGM 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. August 20, 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: (Special Resolution): Issuance of equity shares of the Company on preferential basis.**

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
148	116897492	99.66

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	393125	0.34

(iii) Invalid votes:

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

***It is hereby reported that as per 164A (4) of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 the votes cast by the shareholders in the 'public' category in favour of the proposal/Item are more than the number of votes cast against it.***

You may accordingly declare the result of the e-voting.

Yours faithfully,

KOTESWAR  
A RAO  
YECHURI

Digitally signed by  
KOTESWARA RAO  
YECHURI  
Date: 2021.08.28  
18:58:23 +05'30'

**Y. KOTESWARA RAO**  
Practicing Company Secretary  
**Name & Signature of Scrutinizer**  
**ACS: 3785**  
**CP No. : 7427**  
**UDIN NO: A003785C000852523**

Place: Hyderabad  
Date: 28.08.2021