



Date: 11.07.2015

**To,
The General Manager,
The Department of Corporate Relationship,
The Bombay Stock Exchange Limited.,
25th Floor, Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001**

**To,
The Listing Department,
National Stock Exchange of India Ltd
5th Floor, Exchange Plaza
Plot No.C/1 , G Block
Bandra Kurla Complex ,Bandra (East)
Mumbai -400 051.**

Dear Sir/Madam,

Sub: Outcome of EGM and Disclosure under clause 35A of the Listing Agreement – Reg.,

.....

This is to inform you that the Extra Ordinary General Meeting of the Company was held on Friday i.e 10th July, 2015 at KLN Prasad Auditorium, The Federation of Telengana & Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500 004 at 11.30 a.m. Whereas the resolutions as per the notice of Extra Ordinary General Meeting dated 16.06.2015 have been declared as passed with requisite majority.

Please find herewith the disclosure as required under clause 35A of the Listing Agreement and Scrutinizer report with regard to e-voting and poll.

This is for your kind information and record please.

Thanking you,

Yours Faithfully,
For GAYATRI PROJECTS LIMITED


(CS I.V. Lakshmi)
Company Secretary & Compliance officer

Encl: As above

DISCLOSURE UNDER CLAUSE 35A OF THE LISTING AGREEMENT OF VOTING RESULTS OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD ON 10TH OF JULY, 2015.

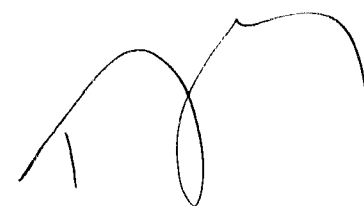
We are pleased to inform you that the Extra Ordinary General Meeting of the company was held on Friday, the 10th July, 2015 as per the notice sent to the share holders / stock exchanges. Pursuant to the clause 35A of the Listing Agreement, details of the voting results at the said Extra Ordinary General Meeting of the Company are given below in the prescribed format:

Details of the voting results:

A	Name of the Company	Gayatri Projects Limited		
B	Date of EGM	10 th July, 2015		
C	Book Closure Date	03.07.2015 (Cut off date)		
D	Total Share holders as on record date	8266		
E	No. of share holders present in the meeting either in person or through proxy.			
	Share Holders	Present in person	Present through proxy	Total
	Promoter and promoter group	1	Nil	1
	Public	90	Nil	90
	Total	91	Nil	91
F	No. of share holders attended the meeting through video conferencing.	Not arranged		
	➤ Promoter and promoter group			
	➤ Public			

Agenda -wise:

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)
1.	Issue of equity Shares on Preferential Basis	Special	Poll and E-Voting
2.	Issue of equity shares to the promoters by way of conversion on unsecured loan of Rs.33.00 Crores	Special	Poll and E-Voting



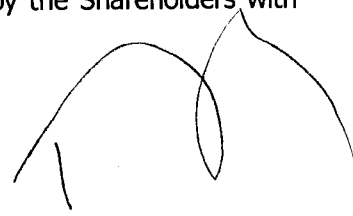
VOTING RESULTS

Poll and E-Voting:

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS							
MODE OF VOTING – E-VOTING							
Promoter/Public	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	15211536	15211536	100.00	15211536	00	100.00	0.00
Public – Institutional holders	10940902	3867614	35.35	3867614	00	100.00	0.00
Public-Others	4074556	22291	0.55	22291	00	100.00	0.00
Total (A)	30226994	19101441	63.19	19101441	0	100.00	0.00
MODE OF VOTING -POLL							
Promoter and Promoter Group	15211536	00	0.00	00	00	0.00	0.00
Public – Institutional holders	10940902	00	0.00	00	00	0.00	0.00
Public-Others	4074556	904	0.02	904	00	100.00	0.00
Total (B)	30226994	904	0.00	904	00	100.00	0.00
Total of (A)+(B)		19102345	63.19	19102345	00	100.00	0.00

Note: Two ballots were received from the shareholders who were already voted through electronically, hence 2 ballots constituting 142 votes were treated as invalid.

The Number of votes polled in favour of the Special Resolution is **19102345** (100.00 % of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.



2. ISSUE OF EQUITY SHARES TO THE PROMOTERS BY WAY OF CONVERSION ON UNSECURED LOAN OF RS.33.00 CRORES							
MODE OF VOTING – E-VOTING							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	15211536	15211536	100.00	15211536	00	100.00	0.00
Public – Institutional holders	10940902	3867614	35.35	3867614	00	100.00	0.00
Public-Others	4074556	22291	0.55	22291	00	100.00	0.00
Total (A)	30226994	19101441	63.19	19101441	0	100.00	0.00
MODE OF VOTING -POLL							
Promoter and Promoter Group	15211536	00	0.00	00	00	0.00	0.00
Public – Institutional holders	10940902	00	0.00	00	00	0.00	0.00
Public-Others	4074556	904	0.02	904	00	100.00	0.00
Total (B)	30226994	904	0.00	904	00	100.00	0.00
Total of (A)+(B)		19102345	63.19	19102345	00	100.00	0.00

Note: Two ballots were received from the shareholders who were already voted through electronically, hence 2 ballots constituting 142 votes were treated as invalid.

The Number of votes polled in favour of the Special Resolution is **19102345** (100.00 % of the total votes polled). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.

(T.V. SANDEEP KUMAR REDDY)
CHAIRMAN OF THE MEETING



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)

SCRUTINIZER'S REPORT

**To,
The Chairman
Gayatri Projects Ltd
B-1, T.S.R. Towers, 6-3-1090
Raj Bhavan Road, Somajiguda
Hyderabad – 500 082**

Dear Sir,

Sub: Scrutinizer's Report on combined e-voting and poll of M/s. Gayatri Projects Limited Reg.,

.....

I, Y. Koteswara Rao, a Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Gayatri Projects Limited for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and also by the Chairman of the Extra Ordinary General Meeting on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules, on the resolutions contained in the notice to the Extra Ordinary General Meeting of the members of the Company, held on Friday, the 10th July, 2015 KLN Prasad Auditorium, The Federation of Telangana & Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500 004.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the Extra Ordinary General Meeting of the members of the Company held on 10th July, 2015. My responsibility as a Scrutinizer for the e-voting process and for poll at the EGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorised agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (through Ballot paper) at EGM. I, submit herewith my combined report on the results of e-voting together with that of Poll as under:





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)

COMBINED RESULTS

Item No.of the Notice	Type of Resoluition	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)	
			No.of votes	% of votes casted	No.of votes	% of votes caste d
1. Issue of equity Shares on Preferential Basis	Special	19102345	19102345	100.00	--	--
2. Issue of equity shares to the promoters by way of conversion on unsecured loan of Rs.33.00 Crores	Special	19102345	19102345	100.00	--	--

Note: Two ballots were received from the shareholders who were already voted through electronically, hence 2 ballots constituting 142 votes were treated as invalid.

All the above resolutions have been adopted with requisite majority.

Place: Hyderabad
Date: 10.07.2015



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

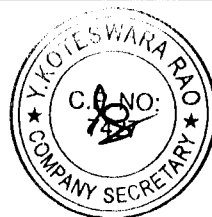


Y. KOTESWARA RAO
Practicing Company Secretary
H. No. 48-345, Ganesh Nagar Colony,
Chinthal, HMT Road, Hyderabad - 500 054
Phone: 040 2308 6394 (O & R)

VOTING RESULTS AS PER THE CLAUSE FORMAT PRESCRIBED UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Details of the voting results:

A	Name of the Company	Gayatri Projects Limited		
B	Date of EGM	10 th July, 2015		
C	Book Closure Date	03.07.2015 (Cut off date)		
D	Total Share holders as on record date	8266		
E	No. of share holders present in the meeting either in person or through proxy.			
	Share Holders	Present in person	Present through proxy	Total
	Promoter and promoter group	1	Nil	1
	Public	90	Nil	90
	Total	91	Nil	91
F	No. of share holders attended the meeting through video conferencing. ➤ Promoter and promoter group ➤ Public	Not arranged		





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)

Poll and E-Voting:

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS							
MODE OF VOTING – E-VOTING							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	15211536	15211536	100.00	15211536	00	100.00	0.00
Public – Institutional holders	10940902	3867614	35.35	3867614	00	100.00	0.00
Public-Others	4074556	22291	0.55	22291	00	100.00	0.00
Total (A)	30226994	19101441	63.19	19101441	0	100.00	0.00
MODE OF VOTING -POLL							
Promoter and Promoter Group	15211536	00	0.00	00	00	0.00	0.00
Public – Institutional holders	10940902	00	0.00	00	00	0.00	0.00
Public-Others	4074556	904	0.02	904	00	100.00	0.00
Total (B)	30226994	904	0.00	904	00	100.00	0.00
Total of (A)+(B)		19102345	63.19	19102345	00	100.00	0.00

Note: Two ballots were received from the shareholders who were already voted through electronically, hence 2 ballots constituting 142 votes were treated as invalid.

The Number of votes polled in favour of the Special Resolution is **19102345** (100.00 % of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.





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)

2. ISSUE OF EQUITY SHARES TO THE PROMOTERS BY WAY OF CONVERSION ON UNSECURED LOAN OF RS.33.00 CRORES							
MODE OF VOTING – E-VOTING							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	15211536	15211536	100.00	15211536	00	100.00	0.00
Public – Institutional holders	10940902	3867614	35.35	3867614	00	100.00	0.00
Public-Others	4074556	22291	0.55	22291	00	100.00	0.00
Total (A)	30226994	19101441	63.19	19101441	0	100.00	0.00
MODE OF VOTING -POLL							
Promoter and Promoter Group	15211536	00	0.00	00	00	0.00	0.00
Public – Institutional holders	10940902	00	0.00	00	00	0.00	0.00
Public-Others	4074556	904	0.02	904	00	100.00	0.00
Total (B)	30226994	904	0.00	904	00	100.00	0.00
Total of (A)+(B)		19102345	63.19	19102345	00	100.00	0.00

Note: Two ballots were received from the shareholders who were already voted through electronically, hence 2 ballots constituting 142 votes were treated as invalid.

The Number of votes polled in favour of the Special Resolution is **19102345** (100.00 % of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

Place: Hyderabad
Date: 10.07.2015




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



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)

SCRUTINIZER'S REPORT

To,
The Chairman
Gayatri Projects Ltd
B-1, T.S.R. Towers, 6-3-1090
Raj Bhavan Road, Somajiguda
Hyderabad – 500 082

Dear Sir,

Sub: Scrutinizer's Report on poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014 (the Rule') as amended, for Extra Ordinary General Meeting of M/s. Gayatri Projects Limited held on 10th July, 2015 Reg.,

MODE OF VOTING: POLL

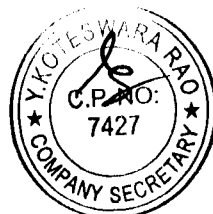
I, Y. Koteswara Rao, Practicing Company Secretary appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the **Extra Ordinary General Meeting** of the Equity Shareholders of M/s. Gayatri Projects Limited, held on Friday, the 10th day of July, 2015 at 11.30 a.m at KLN Prasad Auditorium, The Federation of Telangana & Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500 004, submit my report as under:

Reso lutio n No.	Resolution	Type of Resolutio n	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)	
				No.of votes in favour	% of votes casted	No.of votes in dissent	% of votes casted
1.	Issue of equity Shares on Preferential Basis.	Special	904	904	100.00	--	--
2.	Issue of equity shares to the promoters by way of conversion on unsecured loan of Rs.33.00 Crores.	Special	904	904	100.00	--	--

***Note:** Two ballots were received from the shareholders who were already voted through electronically, hence 2 ballots constituting 142 votes were treated as invalid.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary, authorized by the Board for safe custody.


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



Date: 10.07.2015
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)

SCRUTINIZER'S REPORT

To,
The Chairman
Gayatri Projects Ltd
B-1, T.S.R. Towers, 6-3-1090
Raj Bhavan Road, Somajiguda
Hyderabad - 500 082

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 107, Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rule') as amended, for Extra Ordinary General Meeting of M/s. Gayatri Projects Limited held on 10th July, 2015 Reg.,

.....
MODE OF VOTING: E- VOTING

The Board of Directors of M/s. Gayatri Projects Limited have vide resolution passed on 16th June, 2015 decided to provide to the members of the Company, to facility to exercise their right on the resolutions as set out in the notice of Extra Ordinary General Meeting held on 10th July, 2015 by way of electronic means as required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Y. Koteswara Rao, Practicing Company Secretary, had been appointed by the Board of Directors vide its resolution dated 16th June, 2015 as the Scrutinizer to conduct the electronic voting process in respect of below mentioned resolutions to be passed at the Extra Ordinary General Meeting of the Company held on 10th July, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of Extra Ordinary General Meeting of the members of the Company. My responsibility as scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast in favour or against the resolutions stated in the notice of the Extra Ordinary General Meeting, based on the reports generated from the e-voting system provided by M/s. Karvy Computer Share Private Limited, the authorised agency to provide e-voting facility and engaged by the Company.

The Notice dated 16th June, 2015 convening the Extra Ordinary General Meeting of the Company along with the Statement setting out material facts under Section 102 of the Act were sent to the members of the Company through email and courier.

The shareholders of the Company holding shares as on the "cut-off" date of July 3, 2015 were entitled to vote on resolutions proposed as set out in the Notice of the Extra Ordinary General Meeting of the 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 2308 6394 (O & R)

The e-voting period commenced on 07.07.2015 (9.00 a.m) and ended on 09.07.2015 (5.00 p.m) and the Karvy e-voting platform was blocked thereafter.

Thereafter, the details containing, inter-alia of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of Karvy Computer Share Private Limited, www.evoting.karvy.com. All the votes casted electronically during the said period have been taken into consideration for the purpose of my report.

I had scrutinized and reviewed the voting through electronic means and votes tendered based on the data downloaded from the Karvy e-voting system.

The result of the voting is as per annexure attached herewith.

The Register and all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra Ordinary General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe custody.

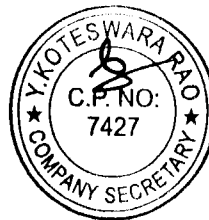
Recommendation:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered have been passed. The Chairman of Extra Ordinary General Meeting may accordingly declare the result of the voting.

Thanking you

Yours faithfully

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



Date: 10.07.2015
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)

ANNEXURE

Result of voting through electronic means:

Resol ution No.	Resolution	Type of Resoluti on	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)	
				No.of votes	% of votes casted	No.of votes	% of votes casted
1.	Issue of equity Shares on Preferential Basis	Special	19102345	19102345	100.00	--	--
2.	Issue of equity shares to the promoters by way of conversion on unsecured loan of Rs.33.00 Crores	Special	19102345	19102345	100.00	--	--

Note: There were no invalid votes under scrutiny.

Place: Hyderabad
Date: 10.07.2015



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