

Date: 22.03.2016

To, The General Manager, The Department of Corporate Relations, The Bombay Stock Exchange Limited., 25th Floor, Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	To, The Secretary, National Stock Exchange of India Ltd. 5th Floor, Exchange Plaza Plot No.C/1, G Block Bandra Kurla Complex, Bandra (East) Mumbai -400 051.
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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.**

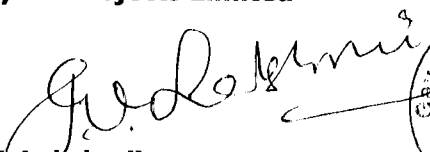
Summary of the results in the prescribed format is enclosed herewith.


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:-

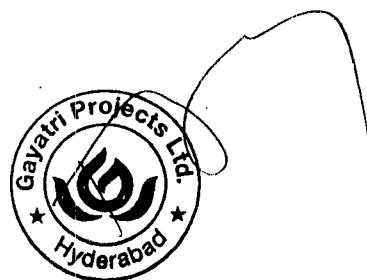
TO INVEST IN 9% NON-CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES ISSUED BY M/S. GAYATRI HI-TECH HOTELS LIMITED IN LIEU OF EPC RECEIVABLES.

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 21st 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.

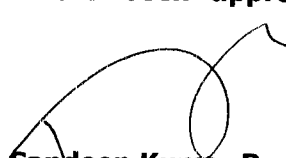
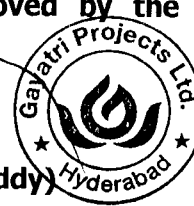
Date of AGM/EGM:	Postal ballot notice dated 13 th February, 2016
Total no. of share holders as on record date	7071
No. of Shareholders present in the meeting either in person or through proxy.	Not Applicable
No. of Shareholders attended the meeting through video conferencing:	Not Applicable
Resolution Required: (Ordinary/Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution:	Yes



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	16830942	0	0	0	0	0.00	0.00
	Poll	16830942	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	16830942	0	0	0	0	0.00	0.00
	Total	16830942	0	0	0	0	0.00	0.00
Public – Institutions	E-Voting	14759544	6168705	41.79	6168705	0	100.00	0.00
	Poll	14759544	0	0	0	0	0.00	0.00
	Postal Ballot	14759544	0	0	0	0	0.00	0.00
	Total	14759544	6168705	41.79	6168705	0	100.00	0.00
Public-Non Institutions	E-Voting	3859894	23698	0.61	23648	50	99.78	0.20
	Poll	3859894	0		0		0.00	0
	Postal Ballot	3859894	3070	0.08	1469	1601	47.85	52.15
	Total	3859894	26768	0.69	25117	1651	93.83	6.17
Total		35450380	6195473	17.47	6193822	1651	99.97	0.03

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)

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.,
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Pursuant to the resolution passed by the Board of Directors of Gayatri Projects Limited on 13th February, 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 13th February, 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 (EVSU) 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 13.02.2016 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 12th February, 2016, being the cut-off date.

I submit my report as under:

- i) The company has completed on **19th February, 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 **12th February, 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.





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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- ii) As stated in sub rule 3 of Rule 20 Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in 'Business Standard' English newspaper on 21st February, 2016 and 'Praja Shakti' Telugu edition newspaper on February 22, 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 February 19, 2016 till March 19, 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 Saturday March 19, 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 **March 19, 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 **March 21, 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 **12th February, 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) The Promoters/Promoter group have not participated in the voting process, since they are concerned/interested in the item of business.
- x) I did not find any defaced ballot papers.

On scrutiny, I report that out of 7071 shareholders, 35 shareholders have exercised their vote through e-voting and 37 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

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

ITEM: TO INVEST IN 9% NON-CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES ISSUED BY M/S. GAYATRI HI-TECH HOTELS LIMITED IN LIEU OF EPC RECEIVABLES: Special Resolution pursuant to section 186, 188 and other applicable provisions of the Companies Act 2013.

Total No. of Shareholders	7071		
Total No. of Shares	35450380		
Receipt of Postal Ballot Forms (Physical & Electronic)	72		
		Number of Votes	Number of Shares
Total Votes cast through e-Voting	A	35	6192403
Total Votes cast through Postal Ballot Forms Received	B	37	3070
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	72	6195473
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	72	6195473

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:

Date of AGM/EGM:		Postal ballot notice dated 13 th February, 2016							
Total no. of share holders as on record date		7071							
No. of Shareholders present in the meeting either in person or through proxy.		Not Applicable							
No. of Shareholders attended the meeting through video conferencing:		Not Applicable							
Resolution Required: (Ordinary/Special)		Special							
Whether promoter/promoter group are interested in the agenda/resolution:		Yes							
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	16830942	0	0	0	0	0.00	0.00	
	Poll	16830942	0	0	0	0	0.00	0.00	
	Postal Ballot (if applicable)	16830942	0	0	0	0	0.00	0.00	
	Total	16830942	0	0	0	0	0.00	0.00	
Public – Institutions	E-Voting	14759544	6168705	41.79	6168705	0	100.00	0.00	
	Poll	14759544	0	0	0	0	0.00	0.00	
	Postal Ballot	14759544	0	0	0	0	0.00	0.00	
	Total	14759544	6168705	41.79	6168705	0	100.00	0.00	
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	Poll	3859894	0	0	0	0	0.00	0	
	Postal Ballot	3859894	3070	0.08	1469	1601	47.85	52.15	
	Total	3859894	26768	0.69	25117	1651	93.83	6.17	
Total		35450380	6195473	17.47	6193822	1651	99.97	0.03	

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 13th 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 13th February, 2016 and the Board Resolution dated 13th 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 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