



**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.,**  
.....

Pursuant to the resolution passed by the Board of Directors of Gayatri Projects Limited on 26<sup>th</sup> July, 2014, I have been appointed as Scrutinizer to receive process and scrutinize the postal ballot in respect of the Special Resolutions as circulated in the postal ballot notice dated 26<sup>th</sup> July, 2014.

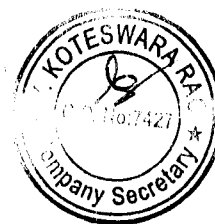
The Company, Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under Vide Companies (Management and Administration) Rules, 2014, required to provide e-voting facility to their shareholders on all share holder resolutions to be passed at General Meetings or through Postal Ballot.

Gayatri Projects Limited Accordingly has made arrangements with M/s. Karvy Computer Share Private Limited System Provider Registrar and Transfer Agents 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 for generation Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by the system provider has 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 26.07.2014 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 of 25<sup>th</sup> July, 2014.

I submit my report as under:

- i) The company has completed on **02<sup>nd</sup> August, 2014** the dispatch of postal ballot forms along with postage prepaid business reply envelop to its Members whose name(s) appeared on the Register of Member/ list of beneficiaries as on **25<sup>th</sup> July, 2014** 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.





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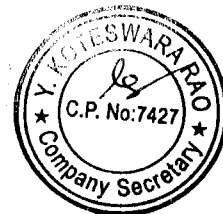
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- ii) As stated in sub rule 3 of Rule 20 Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in 'Business Standard' English newspaper and 'Praja Shakti' Telugu edition newspaper on August 4, 2014, informing 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 Friday August 1, 2014 till Saturday August 30, 2014. All the postal ballot forms together with all votes cast by e-voting through M/s. Karvy Computer Share Private Limited received upto 6.00 p.m Saturday August 30, 2014, 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 **30<sup>th</sup> August, 2014** 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 **01<sup>st</sup> September, 2014** 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 **25<sup>th</sup> July, 2014**.
- 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 10090 shareholders, 39 shareholders have exercised their vote through e-voting and 83 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:





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**Item No.1 Rising of Funds through Issue of Securities:** Special resolution, pursuant to Section 62 and other applicable provisions of the Companies Act, 2013.

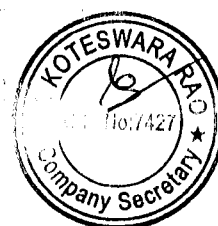
**Note:**

|  |   |                 |                  |
|--|---|-----------------|------------------|
| Total No. of Shareholders  |   | 10090           |                  |
| Total No. of Shares  |   | 30226994        |                  |
| Receipt of Postal Ballot Forms   |   | 122             |                  |
|  |   |                 |                  |
|  |   | Number of Votes | Number of Shares |
| Total Votes cast through e-Voting  | A | 39              | 18237069         |
| Total Votes cast through Postal Ballot Forms Received  | B | 83              | 14513            |
| Grand Total of e-Voting/Postal Ballot Form (A+B)   | C | 122             | 18251582         |
| Less: Invalid e Voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated) | D | 2               | 195              |
| Net e-Voting/Postal Ballot Forms C-D   | E | 120             | 18251387         |

- (1) Invalid Postal Ballot forms were not taken in to consideration.
- (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.

**Summary of the Postal Ballot:**

| Promoter/Pub lic             | 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                                     | 15211536                 | 0                      | 100                                  | 0                                  |
| Public Institutional holders | 10559932           | 3013672             | 28.5387                                 | 1390979                  | 1622693                | 46.16                                | 53.84                              |
| Public-Others                | 4455301            | 26179               | 0.5876                                  | 23990                    | 2189                   | 91.64                                | 8.36                               |
| <b>Total</b>                 | <b>30226769</b>    | <b>18251387</b>     | <b>60.38</b>                            | <b>16626505</b>          | <b>1624882</b>         | <b>91.10</b>                         | <b>8.90</b>                        |





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**Percentage of votes cast in favour : 91.10 Percentage of votes cast against: 8.90**

### **Result:**

As the number of votes casted in favour of the Resolutions i.e 91.10% is more than three times the number of votes cast against i.e 8.90 %. I report that the Special Resolutions 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 26<sup>th</sup> July , 2014 has been passed by shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

**Item No. 2: Increase in Authorised Share Capital of the Company:** Special Resolution, pursuant to Section 62 and other applicable provisions of the Companies Act, 2013.

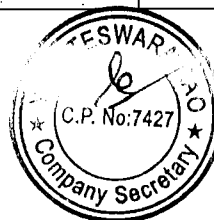
|  |   |          |                 |                  |
|--|---|----------|-----------------|------------------|
| Total No. of Shareholders  |   | 10090    |                 |                  |
| Total No. of Shares  |   | 30226994 |                 |                  |
| Receipt of Postal Ballot Forms   |   | 122      |                 |                  |
|  |   |          | Number of Votes | Number of Shares |
| Total Votes cast through e-Voting  | A | 39       |                 | 18237069         |
| Total Votes cast through Postal Ballot Forms Received  | B | 83       |                 | 14513            |
| Grand Total of e-Voting/Postal Ballot Form (A+B)   | C | 122      |                 | 18251582         |
| Less: Invalid e Voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated) | D | 3        |                 | 147815           |
| Net e-Voting/Postal Ballot Forms C-D   | E | 119      |                 | 18103767         |

### **Note:**

- (1) Invalid Postal Ballot forms were not taken in to consideration.
- (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.

### **Summary of the Postal Ballot:**

| 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                  |
|                 |                    |                       |   |                          |                        |                                      |                                    |





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|                              |                 |                 |              |                 |             |              |             |
|------------------------------|-----------------|-----------------|--------------|-----------------|-------------|--------------|-------------|
| Promoter and Promoter Group  | 15211536        | 15211536        | 100          | 15211536        | 0           | 100          | 0           |
| Public Institutional holders | 10559932        | 2866052         | 27.14        | 2866052         | 0           | 100          | 0           |
| Public-Others                | 4455301         | 26179           | 0.59         | 24010           | 2169        | 91.71        | 8.29        |
| <b>Total</b>                 | <b>30226769</b> | <b>18103767</b> | <b>59.89</b> | <b>18101598</b> | <b>2169</b> | <b>99.99</b> | <b>0.01</b> |

Percentage of votes cast in favour : **99.99** Percentage of votes cast against: **0.01**

### **Result:**

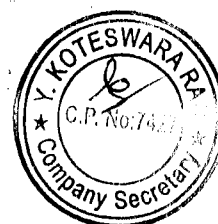
As the number of votes casted in favour of the Resolutions i.e **99.99** % is more than three times the number of votes cast against i.e **0.01**%. I report that the Special Resolutions under section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, as set out in the notice of Postal Ballot dated 26<sup>th</sup> July, 2014 has been passed by shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

**Item No. 3: Increasing FII / FPI Investment Limits in the Company :** Special Resolution, pursuant to the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Notification No. FEMA 45/ 2000 RB dated September 20, 2000, as issued by the Reserve Bank of India, as amended, the consolidated FDI Policy of the Government of India, as amended.

|  |          |                 |                  |
|--|----------|-----------------|------------------|
| Total No. of Shareholders  | 10090    |                 |                  |
| Total No. of Shares  | 30226994 |                 |                  |
| Receipt of Postal Ballot Forms   | 122      |                 |                  |
|  |          | Number of Votes | Number of Shares |
| Total Votes cast through e-Voting  | A        | 39              | 18237069         |
| Total Votes cast through Postal Ballot Forms Received  | B        | 83              | 14513            |
| Grand Total of e-Voting/Postal Ballot Form (A+B)   | C        | 122             | 18251582         |
| Less: Invalid e Voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated) | D        | 5               | 148315           |
| Net e-Voting/Postal Ballot Forms C-D   | E        | 117             | 18103267         |

### **Note:**

- (1) Invalid Postal Ballot forms were not taken in to consideration.
- (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.





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### Summary of the Postal Ballot:

| Promoter/PUBLIC              | 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 |
|------------------------------|---------------------------|------------------------------|--|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group  | 15211536                  | 15211536                     | 100  | 15211536                        | 0                             | 100   | 0   |
| Public Institutional holders | 10559932                  | 2866052                      | 27.14  | 2866052                         | 0                             | 100   | 0   |
| Public-Others                | 4455301                   | 25679                        | 0.58   | 24294                           | 1385                          | 94.61   | 5.39  |
| <b>Total</b>                 | <b>30226769</b>           | <b>18103267</b>              | <b>59.89</b>   | <b>18101882</b>                 | <b>1385</b>                   | <b>99.99</b>  | <b>0.01</b>   |

Percentage of votes cast in favour : 99.99 Percentage of votes cast against: 0.01

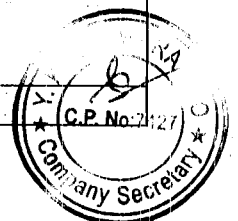
#### Result:

As the number of votes casted in favour of the Resolutions i.e 99.99 % is more than three times the number of votes cast against i.e 0.01%. I report that the Special Resolutions 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 26th July, 2014 has been passed by shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

#### Item No. 4: Increasing the Borrowing Powers of the Company and Creation of Security

on the Properties of the Company : Special Resoltuion, pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act 2013.

|  |          |                 |                  |
|--|----------|-----------------|------------------|
| Total No. of Shareholders  | 10090    |                 |                  |
| Total No. of Shares  | 30226994 |                 |                  |
| Receipt of Postal Ballot Forms   | 122      |                 |                  |
|  |          | Number of Votes | Number of Shares |
| Total Votes cast through e-Voting  | A        | 39              | 18237069         |
| Total Votes cast through Postal Ballot Forms Received  | B        | 83              | 14513            |
| Grand Total of e-Voting/Postal Ballot Form (A+B)   | C        | 112             | 18251582         |
| Less: Invalid e Voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated) | D        | 4               | 148415           |
| Net e-Voting/Postal Ballot Forms C-D   | E        | 118             | 18103167         |





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### Note:

- (1) Invalid Postal Ballot forms were not taken in to consideration.
- (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.

### Summary of the Postal Ballot:

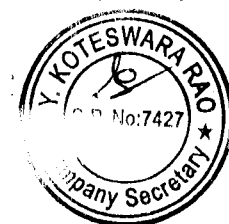
| Promoter/Pub<br>lic                | No. of<br>shares held<br><br>(1) | No. of<br>votes<br>polled *<br><br>(2) | % of<br>Votes<br>Polled<br>on<br>outstand<br>ing<br>shares<br><br>(3)=[(2)/<br>(1)]*100 | No. of<br>Votes – in<br>favour<br><br>(4) | No. of<br>Votes –<br>against<br><br>(5) | % of<br>Votes in<br>favour<br>on<br>votes<br>polled<br><br>(6)=[(4<br>)/(2)]*<br>100 | % of<br>Votes<br>against<br>on votes<br>polled<br><br>(7)=[(5)/<br>(2)]*100 |
|------------------------------------|----------------------------------|--|---|---|---|--|---|
| Promoter and<br>Promoter<br>Group  | 15211536                         | 15211536                               | 100   | 15211536                                  | 0                                       | 100  | 0   |
| Public<br>Institutional<br>holders | 10559932                         | 2866052                                | 27.14   | 2866052                                   | 0                                       | 100  | 0   |
| Public-Others                      | 4455301                          | 25579                                  | 0.57  | 16724                                     | 8855                                    | 65.38  | 34.62   |
| <b>Total</b>                       | <b>30226769</b>                  | <b>18103167</b>                        | <b>59.89</b>  | <b>18094312</b>                           | <b>8855</b>                             | <b>99.95</b>   | <b>0.05</b>   |

Percentage of votes cast in favour: 99.95 Percentage of votes cast against: 0.05

### Result:

As the number of votes casted in favour of the Resolutions i.e 99.95 % is more than three times the number of votes cast against i.e 0.05 %. I report that the Special Resolutions 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 26th July, 2014 has been passed by shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

I further report that as per the Postal Ballot Notice dated 26<sup>th</sup> July, 2014 and the Board Resolution dated 26<sup>th</sup> July, 201, 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 resolution referred here in by 01.09.2014. 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 on the website within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchanges.





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**Practicing Company Secretary**

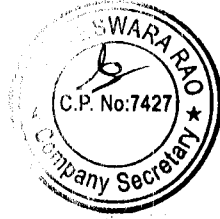
H. No. 48-345, Ganesh Nagar Colony,  
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Phone: 040 2308 6394 (O & R)

I further report that as per Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has been duly complied with. 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 as 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 vote and number of shares assented and 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.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Place: Hyderabad  
Date: 01.09.2014



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Practicing Company Secretary

**Name & Signature of Scrutinizer**

**ACS : 3785**

**CP : 7427**