

Date: 15.07.2015

**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: Proceedings of the Extra Ordinary General Meeting of the Company held on 10th July, 2015 – Reg.,

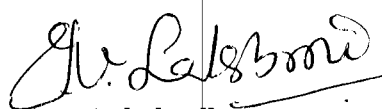
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With reference to the above, we are herewith enclosing the proceedings of the Extra Ordinary General Meeting of the Company held on Friday i.e 10th July, 2015 at KLN Prasad Auditorium, The Federation of Telengana & Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500 004 at 11.30 a.m.

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



PROCEEDINGS OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF 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

The Extra Ordinary General Meeting of M/s. Gayatri Projects Limited was held on Friday, 10th of July, 2015 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.

The following Directors/officers of the Company were present:

Mr. T.V. Sandeep Kumar Reddy – Managing Director
Mr. CH. Hari Vittal Rao – Director
Mr. V.L. Moorthy - Director
Mrs. I.V. Lakshmi, Company Secretary and Compliance Officer
Mr. P. Sreedhar Babu, Chief Financial Officer

Directors present at the meeting elected Mr. T.V. Sandeep Kumar Reddy, Managing Director of the Company as chairman of the meeting and thereafter Mr. T. V. Sandeep Kumar Reddy took the chair and welcomed the members to the Extra Ordinary General Meeting of the Company.

Total 91 members were personally present.

The Chairman acknowledged the presence of M/s. Karvy Computer Share Private Limited Registrar and Transfer Agent of the Company and Mr. Y. Koteswara Rao, Scrutinizer.

The Chairman declared the meeting as validly convened on the basis of advice from the Company Secretary that the requirement of the quorum as per the Companies Act, 2013 was fulfilled.

Thereafter, the Chairman delivered a brief speech on Company's scenario. He also appraised the e-voting facility provided to encourage more members to vote.

The Chairman then took up the formal proceedings of the meeting and the Notice convening Extra Ordinary General meeting was taken as read with the unanimous consent of the members present.

He stated that the Company has provided electronic voting facility from July 7, 2015 to July 9, 2015 to the members entitled to cast their vote at the Extra Ordinary General Meeting, as per Companies Act 2013 and the Companies (Management and Administration) Rules, 2014, and therefore, it is obligatory to provide similar voting rights to the members present in person and through proxies at the AGM to vote in proportion to their shares of the paid up equity capital of the company. He stated that the Poll will be ordered for the voting on all the resolutions of ordinary and special business as set out in items 1 and 2 of the notice of Extra Ordinary General Meeting and Mr. Y. Koteswara Rao, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



GAYATRI

Continuous Sheet

Before ordering the poll, Chairman invited the members for their queries/ comments/ suggestions or clarification, if any on the agenda items as set out in the notice of Extra Ordinary General Meeting. Chairman replied to the queries raised by some of the shareholders thereafter, the distribution of polling papers were arranged by the Scrutinizer appointed for carrying out the Poll proceedings.

The Chairman thereafter ordered the poll on the resolutions of special business as set out in items 1 and 2 of the notice of Extra Ordinary General Meeting and requested all the members present to participate in the Poll and cast their votes.

Thereafter, sharing the basis on which the result will be compiled, the Chairman stated that the result of voting on each resolution shall be determined by adding the votes of the poll in favour or against a resolution with the electronic votes in favour or against the same resolution. The result to be declared for each resolution shall indicate separately the votes on poll and electronic voting and would be intimated to BSE and NSE. He also stated the results shall also be uploaded on the Company's website www.gayatri.co.in with the report of scrutinizer for electronic voting and the poll and the same shall be available at the registered office of the Company.

He invited the scrutinizer to take over the poll proceedings and requested him to submit his report including the e-voting result.

Thanking the members for their participation and support, the Chairman announced the formal Closure of the Extra Ordinary General Meeting of the Company.

All the resolutions (1 & 2) as given in the Notice of Extra Ordinary General Meeting and passed by the shareholders with requisite majority were duly recorded as a part of the proceedings of the meeting.

Result of the e-voting and poll on the resolutions at the Extra Ordinary General Meeting of the Company held on 10.07.2015

On the basis of Scrutinizer report for e-voting and poll conducted in the Extra Ordinary General Meeting, all the resolutions as set out in the notice were duly passed.

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Remarks
1.	Issue of equity Shares on Preferential Basis	Special	Poll and E-Voting	Passed with requisite majority.
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	Passed with requisite majority.

//CERTIFIED TRUE COPY//

For GAYATRI PROJECTS LTD.

(J.V. LAKSHMI)

Company Secretary & Compliance Officer