GAYATRI

Date: 03.10.2015

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 26th Annual General Meeting of the Company held on 28th September, 2015 – Reg.,

With reference to the above, we are herewith enclosing the proceedings of the Annual General Meeting of the Company held on Monday i.e 28th September, 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 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

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PROCEEDINGS OF 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. GAYATRI PROJECTS LIMITED HELD ON MONDAY THE 28TH DAY OF SEPTEMBER, 2015 AT KLN PRASAD AUDITORIUM, THE FEDERATION OF ANDHRA PRADESH AND TELANGANA CHAMBERS OF COMMERCE AND INDUSTRY, FEDERATION HOUSE, 11-6-841, RED HILLS, P.B. 14, HYDERABAD – 500 004, COMMENCED AT 11:30 A.M. AND CONCLUDED AT 12:30 A.M.

The following Directors/officers of the Company were present:

Mr. T.V.Sandeep Kumar Reddy	– Managing Director
Mr. CH. Hari Vittal Rao	– Director
Dr. V. L. Moorthy	– Director
Mrs. I.V. Lakshmi	– Company Secretary & Compliance Officer
Mr. P.Sreedhar Babu	– Chief Financial Officer
Mr.S.V.C Reddy (partner)	– M/s. MOS Associates, LLP, Statutory Auditors
Mr. M.Premchand (Partner)	– M/s. MOS Associates, LLP, Statutory Auditors
Mr. Y Koteswara Rao	– Scrutinizer

Directors present at the meeting elected Mr. CH. Hari Vittal Rao, Director of the Company as chairman of the meeting and thereafter Mr. CH. Hari Vittal Rao took the chair and welcomed the members to the 26th Annual General Meeting of the Company.

All the relevant Registers, Documents, the Auditors' Report, Secretarial Audit Report, Draft Articles of Association, as prescribed under the Act were available for inspection at the Annual General Meeting.

Total 111 members were personally present and the company had not received any proxies for the meeting.

The Chairman himself acknowledged the presence, as member of Audit Committee and Stakehodler's Relationship Committee of the Board and M/s. Karvy Computershare Private Limited, Registrar and Transfer Agent of the Company, Mr. Y. Koteswara Rao, Scrutinizer and Secretarial Auditor and Mr.S.V.C.Reddy, Mr.M.Premchand, partners M/s. MOS Associates, LLP, Statutory Auditors of the Company.

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 remote e-voting facility provided to encourage more members to vote. He also informed that there were no qualifications, observations, comments or remarks in the Auditors' Report and Secretarial Audit Report.

The Chairman then took up the formal proceedings of the meeting and the Notice convening the meeting together with financial statement, Director's Report and Auditor's report were taken as read with the unanimous consent of the members present.

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He stated that the Company has provided electronic voting facility from September 25, 2015 to September 27, 2015 to the members entitled to cast their vote at the Annual 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 to 8 of the notice of 26th Annual General Meeting and Mr. Y. Koteswara Rao, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting and Ballot process in a fair and transparent manner. Therefore no resolution will be passed by show of hands.

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 26th Annual 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 ordinary and special business as set out in items 1 to 8 of the notice of 26th Annual 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 remote e-voting result.

Thanking the members for their participation and support, the Chairman announced the formal Closure of the 26th Annual General Meeting of the Company.

All the resolutions (No. 1 to No. 8) as given in the Notice of 26th AGM and passed by the shareholders with requisite majority were duly recorded as a part of the proceedings of the meeting.

Result of the remote e-voting and poll on the Ordinary and Special Businesses at the 26th Annual General Meeting of the Company

On the basis of Scrutinizer report for remote e-voting and poll conducted in the AGM, all the resolutions as set out in the notice **except item No.7 of the notice** were duly passed as detailed below:

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Continuous Sheet

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Agenda -wise:

Item No.	Details of the Agenda	Resolution required (Ordinary /Special)	No. of Votes Casted	No. of Votes in favour	No. of Votes against	Remarks
1.	Adoption of Financial Statements for the Year ended 31st March, 2015	Ordinary	22361458*	16383069	5978389	Passed with requisite majority
2.	To declare Dividend on Equity Shares for the Year ended 31st March, 2015.	Ordinary	22361458*	22361458	0	Passed with requisite majority
3.	To appoint a Director in place of Smt. T. Indira Subbarami Reddy, who retires by rotation, and being eligible, offers herself for re-appointment.	Ordinary	22361573	22361573	0	Passed with requisite majority
4.	To Appoint Auditors and fix their Remuneration.	Ordinary	22361573	22361573	0	Passed with requisite majority
5.	Ordinary Resolution for ratification of remuneration payable to M/s. N.S.V. KRISHNA RAO & CO., appointed as Cost Auditors of the Company for the F.Y 2014-15 and F.Y 2015-16.	Ordinary	22361573	22361573	0	Passed with requisite majority
6.	Re-appointment of Sri. J. Brij Mohan Reddy, Executive Vice Chairman.	Special	22361573	22361573	0	Passed with requisite majority

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7.	Adoption of New Set of Articles of Association of Company inter-alia pursuant to the Companies Act, 2013	Special	22361573	16383184	5978389	**Not passed with requisite majority**
8.	Ratification of Master Restructuring Agreement (MRA) entered into by the Company for conversion of loan into equity	Special	22361573	22361573	0	Passed with requisite majority

*** Note: 115 votes are treated as invalid under scrutiny which have been voted through E- voting.**

Except <u>Item No.7 i.e. Adoption of New Set of Articles of Association of Company inter-alia pursuant to the Companies Act, 2013</u> all the above resolutions have been adopted with requisite majority.

Sd/-
CH. Hari Vittal Rao
(Chairman of the Meeting)

Date: 03.10.2015
Place: Hyderabad

For GAYATRI PROJECTS LTD.