



## **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 Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for following resolutions:

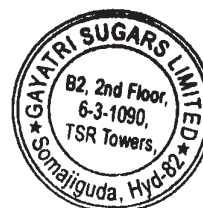
- 1. ISSUE OF 4% SECURED, UNLISTED NON CONVERTIBLE DEBENTURES (NCD'S) ON PRIVATE PLACEMENT BASIS BY WAY OF CONVERSION OF OUTSTANDING RIGHT OF RECOMPENSE AMOUNT PAYABLE TO THE BANKS.**
- 2. ALTERATION/SUBSTITUTION OF MEMORANDUM OF ASSOCIATION.**

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 06.07.2016 to the Company.

The details of the Special Resolutions passed by Postal ballot are 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 20 <sup>th</sup> May, 2016 |
| Total no. of share holders as on record date                                  | 15,681  |
| 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       | No  |



Regd. & Corp. Office :

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Raj Bhavan Road, Somajiguda, Hyderabad 500 082. Telangana

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W [www.gayatrisugars.com](http://www.gayatrisugars.com)

Factories :

**Kamareddy Unit** : Adloor Yellareddy, Sadasivanagar Mandal  
Nizamabad Dist. - 503 145. Telangana

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**Nizamsagar Unit** : Maagi, Nizamsagar Mandal.  
Nizamabad Dist. - 503 302. Telangana

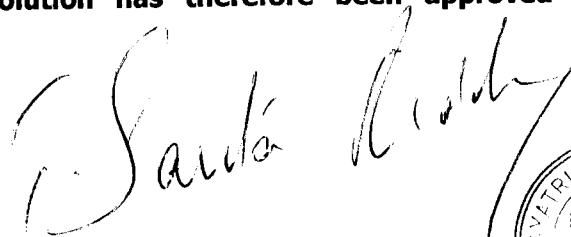
CIN : L15421TG1995PLC020720

**VOTING RESULTS**

**1. ISSUE OF 4% SECURED, UNLISTED NON CONVERTIBLE DEBENTURES (NCD'S) ON PRIVATE PLACEMENT BASIS BY WAY OF CONVERSION OF OUTSTANDING RIGHT OF RECOMPENSE AMOUNT PAYABLE TO THE BANKS.**

| Category                           | Mode of Voting       | 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                  |
| <b>Promoter and Promoter Group</b> | <b>E-Voting</b>      | 25040888           | 25040888            | 100.00                                  | 25040888                 | 0                      | 100.00                               | 0                                  |
|                                    | <b>Poll</b>          | 25040888           | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
|                                    | <b>Postal Ballot</b> | 25040888           | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
|                                    | <b>Total</b>         | <b>25040888</b>    | <b>25040888</b>     | <b>100.00</b>                           | <b>25040888</b>          | <b>0</b>               | <b>100.00</b>                        | <b>0</b>                           |
| <b>Public - Institutions</b>       | <b>E-Voting</b>      | 0                  | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
|                                    | <b>Poll</b>          | 0                  | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
|                                    | <b>Postal Ballot</b> | 0                  | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
|                                    | <b>Total</b>         | <b>0</b>           | <b>0</b>            | <b>0</b>                                | <b>0</b>                 | <b>0</b>               | <b>0</b>                             | <b>0</b>                           |
| <b>Public-Non Institutions</b>     | <b>E-Voting</b>      | 18656480           | 7703916             | 41.29                                   | 7703532                  | 384                    | 100.00                               | 0.00                               |
|                                    | <b>Poll</b>          | 18656480           | 0                   | 0.00                                    | 0                        | 0                      | 0                                    | 0                                  |
|                                    | <b>Postal Ballot</b> | 18656480           | 36442               | 0.20                                    | 23069                    | 13373                  | 63.30                                | 36.70                              |
|                                    | <b>Total</b>         | <b>18656480</b>    | <b>7740358</b>      | <b>41.49</b>                            | <b>7726601</b>           | <b>13757</b>           | <b>99.82</b>                         | <b>0.18</b>                        |
| <b>Total</b>                       |                      | <b>43697368</b>    | <b>32781246</b>     | <b>75.02</b>                            | <b>32767489</b>          | <b>13757</b>           | <b>99.96</b>                         | <b>0.04</b>                        |

The Number of votes polled in favour of the Special Resolution is 32767489 (99.96 % of the total valid votes). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.




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CIN : L15421TG1995PLC020720



GAYATRI

Continuous Sheet

**2. ALTERATION/SUBSTITUTION OF MEMORANDUM OF ASSOCIATION.**

| Category                           | Mode of Voting       | No. of shares held<br><br>(1) | No. of votes polled<br><br>(2) | % of Votes Polled on outstanding shares<br><br>(3)=[(2)/(1)]*100 | No. of Votes – in favour<br><br>(4) | No. of Votes – against<br><br>(5) | % of Votes in favour on votes polled<br><br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br><br>(7)=[(5)/(2)]*100 |
|------------------------------------|----------------------|-------------------------------|--------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| <b>Promoter and Promoter Group</b> | <b>E-Voting</b>      | 25040888                      | 25040888                       | 100.00   | 25040888                            | 0                                 | 100.00  | 0   |
|                                    | <b>Poll</b>          | 25040888                      | 0                              | 0  | 0                                   | 0                                 | 0   | 0   |
|                                    | <b>Postal Ballot</b> | 25040888                      | 0                              | 0  | 0                                   | 0                                 | 0   | 0   |
|                                    | <b>Total</b>         | <b>25040888</b>               | <b>25040888</b>                | <b>100.00</b>  | <b>25040888</b>                     | <b>0</b>                          | <b>100.00</b>   | <b>0</b>  |
| <b>Public - Institutions</b>       | <b>E-Voting</b>      | 0                             | 0                              | 0  | 0                                   | 0                                 | 0   | 0   |
|                                    | <b>Poll</b>          | 0                             | 0                              | 0  | 0                                   | 0                                 | 0   | 0   |
|                                    | <b>Postal Ballot</b> | 0                             | 0                              | 0  | 0                                   | 0                                 | 0   | 0   |
|                                    | <b>Total</b>         | <b>0</b>                      | <b>0</b>                       | <b>0</b>   | <b>0</b>                            | <b>0</b>                          | <b>0</b>  | <b>0</b>  |
| <b>Public-Non Institutions</b>     | <b>E-Voting</b>      | 18656480                      | 7703916                        | 41.29  | 7703532                             | 384                               | 100.00  | 0.00  |
|                                    | <b>Poll</b>          | 18656480                      | 0                              | 0  | 0                                   | 0                                 | 0   | 0   |
|                                    | <b>Postal Ballot</b> | 18656480                      | 34787                          | 0.19   | 21414                               | 13373                             | 61.56   | 38.44   |
|                                    | <b>Total</b>         | <b>18656480</b>               | <b>7738703</b>                 | <b>41.48</b>   | <b>7724946</b>                      | <b>13757</b>                      | <b>99.82</b>  | <b>0.18</b>   |
| <b>Total</b>                       |                      | <b>43697368</b>               | <b>32779591</b>                | <b>75.02</b>   | <b>32765834</b>                     | <b>13757</b>                      | <b>99.96</b>  | <b>0.04</b>   |

The Number of votes polled in favour of the Special Resolution is 32765834 (99.96 % of the total valid votes). Thus, the Special Resolution has therefore been approved by the Shareholders with requisite majority.

Place: Hyderabad  
Date: 07.07.2016

**(T. Sarita Reddy)**  
Executive Director  
DIN: 00017122

