



**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad – 500 054  
Phone: 040 40210182 (office)

**SCRUTINIZER'S REPORT**

To,  
**Smt. T. Sarita Reddy**  
**Managing Director,**  
**Gayatri Sugars Limited,**  
**B2, 2<sup>nd</sup> Floor, 6-3-1090,**  
**T.S.R. Towers, Rajbhavan Road,**  
**Somajiguda, Hyderabad – 500082.**

Dear Madam,

**Sub: Passing of Resolutions through postal ballot Reg.,**

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Pursuant to the resolution passed by the Board of Directors of Gayatri Sugars Limited held on 10<sup>th</sup> February, 2017, I have been appointed as Scrutinizer to scrutinize the postal ballot process in respect of the Special Resolution as circulated in the postal ballot notice dated 10<sup>th</sup> February, 2017.

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has approached for the consent of the holders of 6% Cumulative Redeemable Preference Shares of Rs. 10/- each through postal ballot in respect of the special business as detailed in the notice dated 10<sup>th</sup> February, 2017.

I submit my report as under:

- i) The company has completed on **28<sup>th</sup> February, 2017** 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 **27<sup>th</sup> February, 2017**.
- ii) I have received the Postal Ballot forms from the shareholders during the period starting Tuesday, February 28, 2017 till Wednesday, March 29, 2017. All the postal ballot forms received upto 6.00 p.m Wednesday, March 29, 2017, being the last date fixed by the Company for receipt of the ballot forms, were considered for my scrutiny.
- iii) Envelopes containing postal ballot forms received after **Wednesday, March 29, 2017** were not considered for my scrutiny.
- iv) 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.
- v) The ballot forms were opened on **29<sup>th</sup> March, 2017** in my presence.





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Total no. of Holders of 6% Cumulative Redeemable Preference Shares	01
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- vi) 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 **27<sup>th</sup> February, 2017.**
- vii) I did not find any defaced ballot papers.

**The details of the polling results for the item placed for consideration by the holders of 6% Cumulative Redeemable Preference Shares are given below:**

**ITEM: VARIATION IN TERMS OF 95,36,813 6% CUMULATIVE REDEEMABLE PREFERENCE SHARES OF RS. 10/- EACH OF THE COMPANY:**

Total No. of Shareholders	1
Total No. of Shares	95,36,813
Receipt of Postal Ballot Forms	1
Total Votes Postal Ballot Forms Received	1
Less: Invalid e-Voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated)	0
Net Valid postal ballot forms	1

**Summary of the Postal Ballot and E-voting:**

<b>Date of AGM/EGM:</b>	Postal ballot notice dated 10 <sup>th</sup> February, 2017
<b>Total no. of share holders as on record date:</b>	1
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not applicable
<b>No. of shareholders attended the meeting through video conferencing:</b>	Not applicable
<b>Resolution Required: (Ordinary/special)</b>	Special
<b>Whether promoter/promoter group are interested in the agenda/resolution:</b>	Not Applicable





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**1. VARIATION IN TERMS OF 95,36,813 6% CUMULATIVE REDEEMABLE PREFERENCE SHARES OF RS. 10/- EACH OF THE COMPANY.**

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
Promoter and Promoter Group	E-Voting	9536813	0	0	0	0	0	0
	Poll	9536813	0	0	0	0	0	0
	Postal Ballot	9536813	9536813	100	9536813	0	100	0
	<b>Total</b>	<b>9536813</b>	<b>9536813</b>	<b>100.00</b>	<b>9536813</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	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>
Public-Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	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>Total</b>		<b>9536813</b>	<b>9536813</b>	<b>100</b>	<b>9536813</b>	<b>0</b>	<b>100</b>	<b>0</b>

- (1) Since there is only one holder who voted in the favour, hence there are no invalid votes.  
(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.

**Percentage of votes cast in favour: 100 Percentage of votes cast against: 0**

**Result:**

As the number of votes casted in favour of the Resolution i.e 100.00 % is more than three times the number of votes cast against i.e 0.00%. 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 10<sup>th</sup> February, 2017 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.





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I further report that as per the Postal Ballot Notice dated 10<sup>th</sup> February, 2017 and the Board Resolution dated 10<sup>th</sup> February, 2017, 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 29.03.2017. The results of the Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website [www.gayatrisugars.com](http://www.gayatrisugars.com) and shall also be communicated to the Stock Exchange.

I further report that as per Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has been duly complied with. All the ballot papers and other related papers are in my safe custody which will be handed over to the Compliance Officer of the Company after the Chairman/Managing Director 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: 29.03.2017



**Y. KOTESWARA RAO**  
Practicing Company Secretary  
**Name & Signature of Scrutinizer**  
**ACS : 3785**  
**CP : 7427**