



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,
The Chairman
M/s.Gayatri Sugars Limited
CIN- L15421TG1995PLC020720
TSR Towers Somajiguda
Hyderabad - 500082**

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting conducted prior to the 28th Annual General Meeting ('AGM') of Gayatri Sugars Limited held on Wednesday, September 27, 2023 at 11:05 A.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') and remote e-voting conducted during the AGM, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

I, Y. Koteswara Rao, Company Secretary in practice, have been appointed as Scrutinizer by the Board of Directors of Gayatri Sugars Limited ("the Company") having CIN: L15421TG1995PLC020720 for the purpose of scrutinizing the process of voting through electronic means i.e. ("remote e-voting and e-voting at the Annual General Meeting") on the resolutions contained in the notice calling 28th Annual General Meeting (AGM) held on Wednesday, September 27, 2023 as permitted by the Ministry of Corporate Affairs (MCA) vide its circulars

The MCA Circular provides for relaxation to companies to hold its AGM through VC/OAVM including the manner of voting at the meeting.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- process of e-voting remotely, before the AGM, using an electronic voting - system on the dates referred to in the Notice calling the AGM ("remote e-Voting"); and
- process of e-voting at the AGM through electronic voting-system ("e-Voting")

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made there under; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the 28th AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.



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My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" and "Invalid" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and / or Central Depository Services (India) Limited for my verification.

The "**Cut-Off**" date for the purpose of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Wednesday, 20th September, 2023**.

Remote E-Voting Process:

The remote e-voting period remained open from Sunday, 24th September, 2023 at 09:00 A.M. to Tuesday, 26th September, 2023 at 05:00 P.M. The votes cast were unblocked on Wednesday, 27th September 2023 after the conclusion of the AGM. Thereafter, the details containing, inter-alia, the list of Equity and Preference Shareholders who voted "**in favour**" or "**against**" and "**Invalid**" on each of the resolutions that was put to vote. Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

After the closure of e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted diligently.

I submit my consolidated Report as under on the result of the remote e-voting and e-voting at AGM in respect of the said resolutions.

I would like to mention that the voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. Wednesday, September 20, 2023 and as per the Register of Members and Preference Share holders of the Company.



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Resolution No.1: (Ordinary Resolution): Adoption of Audited Financial Statements for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon

(i) Voted **in favour** of the Resolution:

Type of Shares	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Fully Paid up Equity Shares	109	28272288	98.68 (Rounded Off)
Partly Paid up Equity Share	NIL	NIL	NIL
TOTAL	109	28272288	98.68 (Rounded Off)

(ii) Voted **against** the Resolution:

Type of Shares	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Fully Paid up Equity Shares	04	377013	1.32 (Rounded Off)
Partly Paid up Equity Share	NIL	NIL	NIL
TOTAL	04	377013	1.32 (Rounded Off)

(iii) **Invalid** votes:

Type of Shares	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Fully Paid up Equity Shares	NIL	NIL	NIL
Partly Paid up Equity Share	NIL	NIL	NIL
TOTAL	NIL	NIL	NIL

Resolution No. 2: (Ordinary Resolution): Re-appointment of Mr. T V Sandeep Kumar Reddy (DIN: 00005573) as Director liable to retire by rotation, who has offered himself for re-appointment.

(i) Voted **in favour** of the Resolution:

Type of Shares	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Fully Paid up Equity Shares	108	28271097	98.68 (Rounded Off)
Partly Paid up Equity Share	NIL	NIL	NIL
TOTAL	108	28271097	98.68 (Rounded Off)

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(ii) Voted **against** the Resolution:

Type of Shares	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Fully Paid up Equity Shares	05	378204	1.32 (Rounded Off)
Partly Paid up Equity Share	NIL	NIL	NIL
TOTAL	05	378204	1.32 (Rounded Off)

(iii) **Invalid** votes:

Type of Shares	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Fully Paid up Equity Shares	NIL	NIL	NIL
Partly Paid up Equity Share	NIL	NIL	NIL
TOTAL	NIL	NIL	NIL

Resolution No. 3: (Ordinary Resolution): Ratification of Remuneration of M/s. Narasimha Murthy and Co., Cost Accountants, Hyderabad as the Cost Auditors of the Company for the Financial Year 2023- 24.

(i) Voted **in favour** of the Resolution:

Type of Shares	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Fully Paid up Equity Shares	107	28271096	98.68 (Rounded Off)
Partly Paid up Equity Share	NIL	NIL	NIL
TOTAL	107	28271096	98.68 (Rounded Off)

(ii) Voted **against** the Resolution:

Type of Shares	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Fully Paid up Equity Shares	06	378205	1.32 (Rounded Off)
Partly Paid up Equity Share	NIL	NIL	NIL
TOTAL	06	378205	1.32 (Rounded Off)

(iii) **Invalid** votes:

Type of Shares	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Fully Paid up Equity Shares	NIL	NIL	NIL
Partly Paid up Equity Share	NIL	NIL	NIL
TOTAL	NIL	NIL	NIL



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Resolution No. 4: (Special Resolution): To consider and give approval for increasing in remuneration to Mrs. T Sarita Reddy, Managing Director (DIN: 00017122).

(i) Voted **in favour** of the Resolution:

Type of Shares	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Fully Paid up Equity Shares	106	28271021	98.68 (Rounded Off)
Partly Paid up Equity Share	NIL	NIL	NIL
TOTAL	106	28271021	98.68 (Rounded Off)

(ii) Voted **against** the Resolution:

Type of Shares	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Fully Paid up Equity Shares	07	378280	1.32 (Rounded Off)
Partly Paid up Equity Share	NIL	NIL	NIL
TOTAL	07	378280	1.32 (Rounded Off)

(iii) **Invalid** votes:

Type of Shares	Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
Fully Paid up Equity Shares	NIL	NIL	NIL
Partly Paid up Equity Share	NIL	NIL	NIL
TOTAL	NIL	NIL	NIL

All the resolutions of item no. 01 to 04 have been deemed to be passed with requisite majority.

Yours faithfully,

KOTESWARA
RAO YECHURI



Y. KOTESWARA RAO

Practicing Company Secretary

ACS: 3785

CP NO: 7427

UDIN number A003785E001107514

Place: **Hyderabad**

Date: **28.09.2023**