

**DISCLOSURE UNDER CLAUSE 35A OF THE LISTING AGREEMENT OF VOTING RESULTS AT 19<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30<sup>TH</sup> OF SEPTEMBER, 2014**

We are pleased to inform you that 19<sup>th</sup> Annual General Meeting of the company was held on Tuesday, the 30<sup>th</sup> of September, 2014 as per the notice sent to the share holders / stock exchanges.

Pursuant to the clause 35A of the Listing Agreement, details of the voting results at the said Annual General Meeting of the Company are given below in the prescribed format:

**Details of the voting results:**

<b>A</b>	<b>Name of the Company</b>	Gayatri Sugars Limited		
<b>B</b>	<b>Date of AGM</b>	30 <sup>th</sup> September, 2014		
<b>C</b>	<b>Book Closure Date</b>	27 <sup>th</sup> September, 2014 to 30 <sup>th</sup> September, 2014 (both days inclusive)		
<b>D</b>	<b>Total Share holders as on record date</b>	16644		
<b>E</b>	<b>No. of share holders present in the meeting either in person or through proxy.</b>			
	<b>Share Holders</b>	<b>Present in person</b>	<b>Present through proxy</b>	<b>Total</b>
	Promoter and promoter group	1	0	1
	Public	52	33	85
	<b>Total</b>	52	33	86
<b>F</b>	<b>No. of share holders attended the meeting through video conferencing.</b>			
	<ul style="list-style-type: none"> <li>➤ Promoter and promoter group</li> <li>➤ Public</li> </ul>	Not arranged		

**Agenda -wise:**

<b>Item No.</b>	<b>Details of the Agenda</b>	<b>Resolution required (Ordinary/Special)</b>	<b>Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)</b>
1.	Adoption of Financial Statements for the Year ended 31.03.2014.	Ordinary	Poll and E-Voting
2.	Re-Appointment of T. Indira Subbarami Reddy who retires by rotation.	Ordinary	Poll and E-Voting
3.	To Appoint Auditors and fix their Remuneration.	Ordinary	Poll and E-Voting
4.	Appointment of Mr.T.R. Rajagopalan as Independent Director.	Special	Poll and E-Voting
5.	Appointment of Mr.S. Venkata Swamy as Independent Director.	Special	Poll and E-Voting
6.	Appointment of Mr. J N Karamchetti as Independent Director.	Special	Poll and E-Voting
7.	Increase in Authorised Share Capital of the Company.	Special	Poll and E-Voting
8.	Issue and Offer of Cumulative Redeemable	Special	Poll and E-Voting

*Santosh*

	Preference Shares on a Private Placement basis.		
9.	Increasing the Borrowing Powers of the Company and Creation of Security on the Properties of the Company.	Special	Poll and Evoting
10.	Ordinary Resolution for ratification of remuneration payable to M/s. Narasimha Murthy & Co., appointed as Cost Auditors of the Company for the F.Y 2014-15.	Ordinary	Poll and Evoting

### VOTING RESULTS

#### Poll and E-Voting:

#### 1. Adoption of Financial Statements for the Year ended 31.03.2014- Ordinary Resolution

##### MODE OF VOTING – E-VOTING

Promoter/Public	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	25040888	25040888	100.00	25040888	0	100.00	0
Public – Institutional holders	1486293	0	0.00	0	0	0.00	0.00
Public-Others	17176462	7716511	44.92	7715519	992	99.99	0.01
<b>Total (A)</b>	<b>43703643</b>	<b>32757399</b>	<b>74.95</b>	<b>32756407</b>	<b>992</b>	<b>99.997</b>	<b>0.003</b>

##### MODE OF VOTING -POLL

Promoter and Promoter Group	25040888	0	0.00	0	0	0.00	0
Public – Institutional holders	1486293	0	0.00	0	0	0.00	0.00
Public-Others	17176462	33878	0.20	5370	28508	15.85	84.15
<b>Total (B)</b>	<b>43703643</b>	<b>33878</b>	<b>0.08</b>	<b>5370</b>	<b>28508</b>	<b>15.85</b>	<b>84.15</b>
<b>Total of (A)+(B)</b>		<b>32791277</b>	<b>75.03</b>	<b>32761777</b>	<b>29500</b>	<b>99.91</b>	<b>0.09</b>

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The Number of votes polled in favour of the Ordinary Resolution is **32761777** ( **99.91** % of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

<b>2. Re-Appointment of T. Indira Subbarami Reddy who retires by rotation - Ordinary Resolution.</b>							
<b>MODE OF VOTING – E-VOTING</b>							
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	25040888	25040888	100.00	25040888	0	100.00	0
<b>Public – Institutional holders</b>	1486293	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	17176462	7716511	44.92	7715519	992	99.99	0.01
<b>Total (A)</b>	<b>43703643</b>	<b>32757399</b>	<b>74.95</b>	<b>32756407</b>	<b>992</b>	<b>99.997</b>	<b>0.003</b>
<b>MODE OF VOTING -POLL</b>							
<b>Promoter and Promoter Group</b>	25040888	0	0.00	0	0	0.00	0
<b>Public – Institutional holders</b>	1486293	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	17176462	33878	0.20	5370	28508	15.85	84.15
<b>Total (B)</b>	<b>43703643</b>	<b>33878</b>	<b>0.08</b>	<b>5370</b>	<b>28508</b>	<b>15.85</b>	<b>84.15</b>
<b>Total of (A)+(B)</b>		<b>32791277</b>	<b>75.03</b>	<b>32761777</b>	<b>29500</b>	<b>99.91</b>	<b>0.09</b>

The Number of votes polled in favour of the Ordinary Resolution is **32761777** ( **99.91** % of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

*Santar.*

### 3. To Appoint Auditors and fix their Remuneration- Ordinary Resolution

MODE OF VOTING – E-VOTING							
Promoter/Public	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	25040888	25040888	100.00	25040888	0	100.00	0
Public – Institutional holders	1486293	0	0.00	0	0	0.00	0.00
Public-Others	17176462	7716511	44.92	7715519	992	99.99	0.01
<b>Total (A)</b>	<b>43703643</b>	<b>32757399</b>	<b>74.95</b>	<b>32756407</b>	<b>992</b>	<b>99.997</b>	<b>0.003</b>
MODE OF VOTING -POLL							
Promoter and Promoter Group	25040888	0	0.00	0	0	0.00	0
Public – Institutional holders	1486293	0	0.00	0	0	0.00	0.00
Public-Others	17176462	33878	0.20	5370	28508	15.85	84.15
<b>Total (B)</b>	<b>43703643</b>	<b>33878</b>	<b>0.08</b>	<b>5370</b>	<b>28508</b>	<b>15.85</b>	<b>84.15</b>
<b>Total of (A)+(B)</b>		<b>32791277</b>	<b>75.03</b>	<b>32761777</b>	<b>29500</b>	<b>99.91</b>	<b>0.09</b>

The Number of votes polled in favour of the Ordinary Resolution is **32761777** ( **99.91** % of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

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**4. Appointment of Mr.T.R. Rajagopalan as Independent Director – Special Resolution.**

<b>MODE OF VOTING – E-VOTING</b>							
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	25040888	25040888	100.00	25040888	0	100.00	0
<b>Public – Institutional holders</b>	1486293	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	17176462	7716511	44.92	7715519	992	99.99	0.01
<b>Total (A)</b>	<b>43703643</b>	<b>32757399</b>	<b>74.95</b>	<b>32756407</b>	<b>992</b>	<b>99.997</b>	<b>0.003</b>
<b>MODE OF VOTING -POLL</b>							
<b>Promoter and Promoter Group</b>	25040888	0	0.00	0	0	0.00	0
<b>Public – Institutional holders</b>	1486293	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	17176462	33878	0.20	5370	28508	15.85	84.15
<b>Total (B)</b>	<b>43703643</b>	<b>33878</b>	<b>0.08</b>	<b>5370</b>	<b>28508</b>	<b>15.85</b>	<b>84.15</b>
<b>Total of (A)+(B)</b>		<b>32791277</b>	<b>75.03</b>	<b>32761777</b>	<b>29500</b>	<b>99.91</b>	<b>0.09</b>

The Number of votes polled in favour of the Special Resolution is **32761777** ( **99.91** % of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

*Saravari*

<b>5. Appointment of Mr.S. Venkata Swamy as Independent Director – Special Resolution.</b>							
<b>MODE OF VOTING – E-VOTING</b>							
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	25040888	25040888	100.00	25040888	0	100.00	0
<b>Public – Institutional holders</b>	1486293	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	17176462	7716511	44.92	7715519	992	99.99	0.01
<b>Total (A)</b>	<b>43703643</b>	<b>32757399</b>	<b>74.95</b>	<b>32756407</b>	<b>992</b>	<b>99.997</b>	<b>0.003</b>
<b>MODE OF VOTING -POLL</b>							
<b>Promoter and Promoter Group</b>	25040888	0	0.00	0	0	0.00	0
<b>Public – Institutional holders</b>	1486293	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	17176462	33878	0.20	5370	28508	15.85	84.15
<b>Total (B)</b>	<b>43703643</b>	<b>33878</b>	<b>0.08</b>	<b>5370</b>	<b>28508</b>	<b>15.85</b>	<b>84.15</b>
<b>Total of (A)+(B)</b>		<b>32791277</b>	<b>75.03</b>	<b>32761777</b>	<b>29500</b>	<b>99.91</b>	<b>0.09</b>

The Number of votes polled in favour of the Special Resolution is **32761777** ( **99.91** % of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

*S. Venkata Swamy*

**6. Appointment of Mr. J N Karamchetti as Independent Director – Special Resolution.**

<b>MODE OF VOTING – E-VOTING</b>							
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	25040888	25040888	100.00	25040888	0	100.00	0
<b>Public – Institutional holders</b>	1486293	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	17176462	7716511	44.92	7715519	992	99.99	0.01
<b>Total (A)</b>	<b>43703643</b>	<b>32757399</b>	<b>74.95</b>	<b>32756407</b>	<b>992</b>	<b>99.997</b>	<b>0.003</b>
<b>MODE OF VOTING -POLL</b>							
<b>Promoter and Promoter Group</b>	25040888	0	0.00	0	0	0.00	0
<b>Public – Institutional holders</b>	1486293	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	17176462	33878	0.20	5370	28508	15.85	84.15
<b>Total (B)</b>	<b>43703643</b>	<b>33878</b>	<b>0.08</b>	<b>5370</b>	<b>28508</b>	<b>15.85</b>	<b>84.15</b>
<b>Total of (A)+(B)</b>		<b>32791277</b>	<b>75.03</b>	<b>32761777</b>	<b>29500</b>	<b>99.91</b>	<b>0.09</b>

The Number of votes polled in favour of the Special Resolution is **32761777** ( **99.91** % of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

*Suvar.*

**7. Increase in Authorised Share Capital of the Company – Special Resolution.**

**MODE OF VOTING – E-VOTING**

Promoter/Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes – in favour  (4)	No. of Votes – against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	25040888	25040888	100.00	25040888	0	100.00	0
<b>Public – Institutional holders</b>	1486293	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	17176462	7716511	44.92	7715519	992	99.99	0.01
<b>Total (A)</b>	<b>43703643</b>	<b>32757399</b>	<b>74.95</b>	<b>32756407</b>	<b>992</b>	<b>99.997</b>	<b>0.003</b>
<b>MODE OF VOTING – POLL</b>							
<b>Promoter and Promoter Group</b>	25040888	0	0.00	0	0	0.00	0
<b>Public – Institutional holders</b>	1486293	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	17176462	33878	0.20	4576	29302	13.51	86.49
<b>Total (B)</b>	<b>43703643</b>	<b>33878</b>	<b>0.08</b>	<b>4576</b>	<b>29302</b>	<b>13.51</b>	<b>86.49</b>
<b>Total of (A)+(B)</b>		<b>32791277</b>	<b>75.03</b>	<b>32760983</b>	<b>30294</b>	<b>99.91</b>	<b>0.09</b>

The Number of votes polled in favour of the Special Resolution is **32760983** ( **99.91** % of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

*Saxar.*



**8. Issue and Offer of Cumulative Redeemable Preference Shares on a Private Placement basis – Special Resolution.**

**MODE OF VOTING – E-VOTING**

Promoter/Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes – in favour  (4)	No. of Votes – against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	25040888	25040888	100.00	25040888	0	100.00	0
<b>Public – Institutional holders</b>	1486293	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	17176462	7716511	44.92	7715440	1071	99.99	0.01
<b>Total (A)</b>	<b>43703643</b>	<b>32757399</b>	<b>74.95</b>	<b>32756328</b>	<b>1071</b>	<b>99.997</b>	<b>0.003</b>
<b>MODE OF VOTING -POLL</b>							
<b>Promoter and Promoter Group</b>	25040888	0	0.00	0	0	0.00	0
<b>Public – Institutional holders</b>	1486293	0	0.00	0	0	0.00	0.00
<b>Public-Others</b>	17176462	33878	0.20	4576	29302	13.51	86.49
<b>Total (B)</b>	<b>43703643</b>	<b>33878</b>	<b>0.08</b>	<b>4576</b>	<b>29302</b>	<b>13.51</b>	<b>86.49</b>
<b>Total of (A)+(B)</b>		<b>32791277</b>	<b>75.03</b>	<b>32760904</b>	<b>30373</b>	<b>99.91</b>	<b>0.09</b>

The Number of votes polled in favour of the Special Resolution is **32760904** ( **99.91** % of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

*Santosh*

**9. Increasing the Borrowing Powers of the Company and Creation of Security on the Properties of the Company – Special Resolution.**

**MODE OF VOTING – E-VOTING**

Promoter/Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes – in favour  (4)	No. of Votes – against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	25040888	25040888	100.00	25040888	0	100.00	0
Public – Institutional holders	1486293	0	0.00	0	0	0.00	0.00
Public-Others	17176462	7716511	44.92	7715321	1190	99.98	0.02
<b>Total (A)</b>	<b>43703643</b>	<b>32757399</b>	<b>74.95</b>	<b>32756209</b>	<b>1190</b>	<b>99.996</b>	<b>0.004</b>
<b>MODE OF VOTING -POLL</b>							
Promoter and Promoter Group	25040888	0	0.00	0	0	0.00	0
Public – Institutional holders	1486293	0	0.00	0	0	0.00	0.00
Public-Others	17176462	33878	0.20	4576	29302	13.51	86.49
<b>Total (B)</b>	<b>43703643</b>	<b>33878</b>	<b>0.08</b>	<b>4576</b>	<b>29302</b>	<b>13.51</b>	<b>86.49</b>
<b>Total of (A)+(B)</b>		<b>32791277</b>	<b>75.03</b>	<b>32760785</b>	<b>30492</b>	<b>99.91</b>	<b>0.09</b>

The Number of votes polled in favour of the Special Resolution is **32760785** ( **99.91** % of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

*Sarfar.*

**10. Ordinary Resolution for ratification of remuneration payable to M/s. Narasimha Murthy & Co., appointed as Cost Auditors of the Company for the F.Y 2014-15.- Ordinary.**

**MODE OF VOTING – E-VOTING**

Promoter/Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes – in favour  (4)	No. of Votes – against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	25040888	25040888	100.00	25040888	0	100.00	0
Public – Institutional holders	1486293	0	0.00	0	0	0.00	0.00
Public-Others	17176462	7716511	44.92	7715440	1071	99.99	0.01
<b>Total (A)</b>	<b>43703643</b>	<b>32757399</b>	<b>74.95</b>	<b>32756328</b>	<b>1071</b>	<b>99.997</b>	<b>0.003</b>

**MODE OF VOTING -POLL**

Promoter and Promoter Group	25040888	0	0.00	0	0	0.00	0
Public – Institutional holders	1486293	0	0.00	0	0	0.00	0.00
Public-Others	17176462	33878	0.20	5370	28508	15.85	84.15
<b>Total (B)</b>	<b>43703643</b>	<b>33878</b>	<b>0.08</b>	<b>5370</b>	<b>28508</b>	<b>15.85</b>	<b>84.15</b>
<b>Total of (A)+(B)</b>		<b>32791277</b>	<b>75.03</b>	<b>32761698</b>	<b>29579</b>	<b>99.91</b>	<b>0.09</b>

The Number of votes polled in favour of the Special Resolution is **32761698** ( **99.91** % of the total votes polled). Thus, the Ordinary Resolution has therefore been approved by the Shareholders with requisite majority.

*Sustar.*



**Y. KOTESWARA RAO**

**Practicing Company Secretary**

H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 2308 6394 (O & R)

**SCRUTINIZER'S REPORT**

To,  
The Chairman  
Gayatri Sugars Limited  
B2, 2nd Floor, 6-3-1090, TSR Towers,  
Rajbhavan Road, Somajiguda,  
Hyderabad - 500 082.

Dear Sir,

**Sub: Scrutinizer's Report on Combined e-voting and poll of M/s. Gayatri Sugars Limited Reg.,**

.....  
I, Y. Koteswara Rao, a Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Gayatri Sugars Limited for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and also by the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules, on the resolutions contained in the notice to the 19<sup>th</sup> Annual General Meeting of the members of the Company, held on Tuesday the 30<sup>th</sup> September, 2014 KLN Prasad Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad - 500 004.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 19<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services India Limited, the authorised agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (through Ballot paper) at AGM.

I have issued separate Scrutinizer's Report dated 29.09.2014 on the e-voting and on the poll dated 30.09.2014 on the resolutions contained in the notice to the AGM. I, submit herewith my combined report on the results of e-voting together with that of Poll as under:







**Y. KOTESWARA RAO**

**Practicing Company Secretary**

H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 2308 6394 (O & R)

**COMBINED RESULTS**

Item No. of the Notice	Type of Resolution	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)	
			No. of members voting	% of votes casted	No. of members voting	% of votes casted
1. Adoption of Financial Statements for the Year ended 31.03.2014.	Ordinary	32791277	32761777	29500	99.91	0.09
2. Re-Appointment of T, Indra Subbarami Reddy who retires by rotation.	Ordinary	32791277	32761777	29500	99.91	0.09
3. To Appoint Auditors and fix their Remuneration.	Ordinary	32791277	32761777	29500	99.91	0.09
4. Appointment of Mr.T.R. Rajagopalan as Independent Director.	Special	32791277	32761777	29500	99.91	0.09
5. Appointment of Mr.S. Venkata Swamy as Independent Director.	Special	32791277	32761777	29500	99.91	0.09
6. Appointment of Mr. J N Karamchetti as Independent Director.	Special	32791277	32761777	29500	99.91	0.09
7. Increase in Authorised Share Capital of the Company.	Special	32791277	32760983	30294	99.91	0.09
8. Issue and Offer of Cumulative Redeemable Preference Shares on a Private Placement basis.	Special	32791277	32760904	30373	99.91	0.09
9. Increasing the Borrowing Powers of the Company and Creation of Security on the Properties of the Company.	Special	32791277	32760785	30492	99.91	0.09
10. Ordinary Resolution for ratification of remuneration payable to M/s. Narasimha Murthy & Co., appointed as Cost Auditors of the Company for the F.Y 2014-15.	Ordinary	32791277	32761698	29579	99.91	0.09

All the above resolution have been adopted with requisite majority.



**Y. KOTESWARA RAO**

Practicing Company Secretary

Name & Signature of Scrutinizer

ACS: 3785

CP No. : 7427

Date: 30.09.2014

Place: Hyderabad



**Y. KOTESWARA RAO**

**Practicing Company Secretary**

H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 2308 6394 (O & R)

**SCRUTINIZER'S REPORT**

To,  
The Chairman  
Gayatri Sugars Limited  
B2, 2nd Floor, 6-3-1090, TSR Towers,  
Rajbhavan Road, Somajiguda,  
Hyderabad - 500 082.

Dear Sir,

Sub: Scrutinizer's Report on poll conducted pursuant to the provisions of Section 107, Section 108 of the Companies Act, 2013 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014 (the Rule') as amended, for Nineteenth Annual General Meeting of M/s. Gayatri Sugars Limited Reg.,

I, Y. Koteswara Rao, Practicing Company Secretary appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Gayatri Sugars Limited, held on Tuesday the 30<sup>th</sup> day of September, 2014 at 11.30 a.m at KLN Prasad Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad - 500 004, submit my report as under:

Resol ution No.	Resolution	Type of Resolutio n	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)	
				No.of member s voting	% of votes casted	No.of member s voting	% of votes caste d
1.	Adoption of Financial Statements for the Year ended 31.03.2014.	Ordinary	33878	5370	15.85	28508	84.15
2.	Re-Appointment of T. Indra Subbarami Reddy who retires by rotation.	Ordinary	33878	5370	15.85	28508	84.15
3.	To Appoint Auditors and fix their Remuneration.	Ordinary	33878	5370	15.85	28508	84.15
4.	Appointment of Mr.T.R. Rajagopalan as Independent Director.	Special	33878	5370	15.85	28508	84.15
5.	Appointment of Mr.S. Venkata Swamy as Independent Director.	Special	33878	5370	15.85	28508	84.15
6.	Appointment of Mr. J N Karamchetti as Independent Director.	Special	33878	5370	15.85	28508	84.15
7.	Increase in Authorised Share	Special	33878	4576	13.51	29302	86.49





## Y. KOTESWARA RAO

Practicing Company Secretary

H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 2308 6394 (O & R)

	Capital of the Company.						
8	Issue and Offer of Cumulative Redeemable Preference Shares on a Private Placement basis.	Special	33878	4576	13.51	29302	86.49
9	Increasing the Borrowing Powers of the Company and Creation of Security on the Properties of the Company.	Special	33878	4576	13.51	29302	86.49
10.	Ordinary Resolution for ratification of remuneration payable to M/s. Narasimha Murthy & Co., appointed as Cost Auditors of the Company for the F.Y 2014-15.	Ordinary	33878	5370	15.85	28508	84.15

The poll papers and all other relevant records were sealed and handed over to the Company Secretary, authorized by the Board for safe keeping.

Thanking you

Yours faithfully

**Y. KOTESWARA RAO**

Practicing Company Secretary

**Name & Signature of Scrutinizer**

ACS: 3785

CP No. : 7427

Date: 30.09.2014  
Place: Hyderabad







**Y. KOTESWARA RAO**  
**Practicing Company Secretary**  
H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 2308 6394 (O & R)

**SCRUTINIZER'S REPORT**

To,  
**The Chairman**  
**Gayatri Sugars Limited**  
**B2, 2nd Floor, 6-3-1090, TSR Towers,**  
**Rajbhavan Road, Somajiguda,**  
**Hyderabad - 500 082.**

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 107, Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rule') as amended, for Nineteenth Annual General Meeting of M/s. Gayatri Sugars Limited Reg.,**

.....

The Board of Directors of M/s. Gayatri Sugars Limited have vide resolution passed on 11<sup>th</sup> August, 2014 decided to provide to the members of the Company, to facility to exercise their right on the resolutions as set out in the notice of Nineteenth Annual General Meeting to be held on September 30, 2014 by way of electronic means as required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Y. Koteswara Rao, Practicing Company Secretary, had been appointed by the Board of Directors vide its resolution dated 11<sup>th</sup> August, 2014 as the Scrutinizer to conduct the electronic voting process in respect of below mentioned resolutions to be passed at the Nineteenth Annual General Meeting (AGM) of the Company to be held on September 30, 2014.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice for the Nineteenth Annual General Meeting of the members of the Company. My responsibility as scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast in favour or against the resolutions stated in the notice of the AGM, based on the reports generated from the e-voting system provided by CDSL, the authorised agency to provide e-voting facility and engaged by the Company.

The Notice dated 11<sup>th</sup> August, 2014 convening the Nineteenth AGM of the Company along with the Statement setting out material facts under Section 102 of the Act were sent to the members of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of August 29, 2014 were entitled to vote on resolutions proposed as set out in the Notice of the Nineteenth Annual General Meeting of the members of the Company.

The e-voting period commenced on 23.09.2014 (9.00 a.m) and ended on 25.09.2014 (6.00 p.m) and the CDSL e-voting platform was blocked thereafter.







**Y. KOTESWARA RAO**

**Practicing Company Secretary**

H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054  
Phone: 040 2308 6394 (O & R)

Thereafter, the details containing, inter-alia of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of CDSL i.e www.evotingindia.com. All the votes casted electronically during the said period have been taken into consideration for the purpose of my report.

I had scrutinized and reviewed the voting through electronic means and votes tendered based on the data downloaded from the CDSL e-voting system.

The result of the voting is as per annexure attached herewith.

The Register and all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Compliance Officer of the Company for safe custody.

**Recommendation:**

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered have been passed. The Chairman of Annual General Meeting may accordingly declare the result of the voting.

Thanking you

Yours faithfully

**Y. KOTESWARA RAO**

Practicing Company Secretary

**Name & Signature of Scrutinizer**

**ACS: 3785**

**CP No. : 7427**

Date: 29.09.2014

Place: Hyderabad





## Y. KOTESWARA RAO

Practicing Company Secretary

H. No. 48-345, Ganesh Nagar Colony,  
Chinthal, HMT Road, Hyderabad - 500 054

Phone: 040 2308 6394 (O & R)

### ANNEXURE

#### Result of voting through electronic means:

Resolution No.	Resolution	Type of Resolution	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)	
				No. of members voting	% of votes casted	No. of members voting	% of votes casted
1.	Adoption of Financial Statements for the Year ended 31.03.2014.	Ordinary	32757399	32756407	99.997	992	0.003
2.	Re-Appointment of T. Indira Subbarami Reddy who retires by rotation.	Ordinary	32757399	32756407	99.997	992	0.003
3.	To Appoint Auditors and fix their Remuneration.	Ordinary	32757399	32756407	99.997	992	0.003
4.	Appointment of Mr.T.R. Rajagopalan as Independent Director.	Special	32757399	32756407	99.997	992	0.003
5.	Appointment of Mr.S. Venkata Swamy as Independent Director.	Special	32757399	32756407	99.997	992	0.003
6.	Appointment of Mr. J N Karamchetti as Independent Director.	Special	32757399	32756407	99.997	992	0.003
7.	Increase in Authorised Share Capital of the Company.	Special	32757399	32756407	99.997	992	0.003
8.	Issue and Offer of Cumulative Redeemable Preference Shares on a Private Placement basis.	Special	32757399	32756328	99.997	1071	0.003
9.	Increasing the Borrowing Powers of the Company and Creation of Security on the Properties of the Company.	Special	32757399	32756209	99.996	1190	0.004
10.	Ordinary Resolution for ratification of remuneration payable to M/s. Narasimha Murthy & Co., appointed as Cost Auditors of the Company for the F.Y 2014-15.	Ordinary	32757399	32756328	99.997	1071	0.003

Note: There are no invalid votes under scrutiny.

Place: Hyderabad

Date: 29.09.2014



Y. KOTESWARA RAO

Practicing Company Secretary

Name & Signature of Scrutinizer

ACS: 3785

CP No. : 7427