

PROCEEDINGS OF THE 24<sup>th</sup> ANNUAL GENERAL MEETING OF GAYATRI BIOORGANICS LIMITED HELD ON SATURDAY, 26<sup>TH</sup> SEPTEMBER, 2015 AT 10.00 A. M AT "SURANA UDYOG AUDITORIUM", THE FEDERATION OF TELANGANA AND ANDHRA PRADESH CHAMBERS OF COMMERCE AND INDUSTRY (FTAPCCI), FEDERATION HOUSE, 11-6-841, Red HILLS, HYDERABAD – 500 004

CHAIRMAN : Sri. T. Sandeep Kumar Reddy

MEMBERS PRESENT:

In person : 46

In proxy : 0

DIRECTORS PRESENT:

Sri. T. Sandeep Kumar Reddy, Chairman

Sri. C. V. Rayudu, Whole-Time Director

Sri. T. R. Rajgoplan, Independent Director – Audit Committee Chairman

Sri. Anil Kumar Mehata – Representative of Statutory Auditors

Sri. Y. Koteswara Rao – Secretarial Auditor

Sri. Karra S V S Sastry – Scrutinizer

QUORUM (required) : 30

Having requisite Quorum being present, Chairman called the Meeting to order.

CHAIRMAN'S SPEECH:

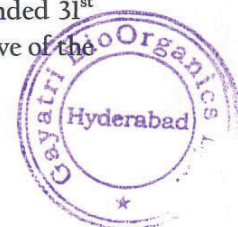
The Chairman gave an overview on the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2015 and its future outlook.

NOTICE:

The Notice dated 14<sup>th</sup> August, 2015, convening the 24<sup>th</sup> Annual General Meeting of the Company, Board's Report and the Annual Accounts were taken as read with the consent of the Members present.

AUDITORS' REPORT:

The Qualified Auditors' Report on the financials of the Company for the year financial ended 31<sup>st</sup> March, 2015 along with their adverse remarks were read at the meeting by the representative of the Statutory Auditors.



At that juncture, the Chairman invited the Members present to address their queries to the management. Thereafter, the queries of the Members were answered by the Chairman and the management.

The Chairman informed the Members that pursuant to the provisions of Sec.108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended time to time, the Company has extended e-Voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting of the Company. The e-Voting commenced at 10:00 A.M on Wednesday, 23<sup>th</sup> September, 2015 and ended at 5:00 P.M. Friday, 25<sup>th</sup> September, 2015. Mr. Karra SVS Sastry, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-Voting process.

The Chairman informed the Members that the Company had arranged for Poll to be taken on all the resolutions to be passed at the Meeting. The Chairman suo motto has ordered Poll to be taken on all the resolutions to be passed at the Meeting. The Chairman appointed Mr. Karra SVS Sastry, Practicing Company Secretary as the Scrutinizer for the Poll.

The Chairman informed the Members that the combined results of e-Voting and Poll shall be posted on the Company's website and also shall be notified to the BSE Limited within three working days of conclusion of the AGM.

The Chairman requested the Members present to cast their vote at the end of the Meeting on the Ballot Paper which had been distributed to them. The Chairman informed the Members present that Members who had exercised their vote through e-Voting Process were not eligible to vote on poll and any such votes would not be considered for the purpose of Poll.

The resolutions proposed to be passed by the Members, briefly related to:

Item No. 1:

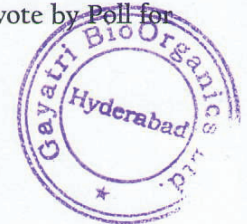
Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the reports of the Board of Directors and the Auditors thereon was put to vote by Poll for passing the following resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with notes appended thereto with report of the Directors' and Auditors of the Company be and are hereby considered adopted and approved”.

Since the Chairman of the meeting interested in the next item of business item, he requested the Mr. T.R. Rajagopalan to take over the chair. As per the request of the Mr. T. Sandeep Kumar Reddy, Mr. T.R.Rajagopalan took the chair and conducted the meeting.

Item No.2:

Ordinary Resolution to appoint a Director in place of Smt. T. Sarita Reddy (DIN: 00017122), who retires by rotation and being eligible, offers herself for re-appointment was put to vote by Poll for passing the following resolution:



"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, contained under the Companies Act, 2013 Smt. T. Sarita Reddy (DIN: 00017122) be and is hereby appointed as a Director of the Company whose period of office is liable to retirement by rotation."

After putting the above resolution to members of the Company, Mr. T.R.Rajagopalan requested Mr.T. Sandeep Kumar Reddy to take over the chair and he accepted it and continued the meeting.

Item No.3:

Ordinary Resolution to ratify the Appointment of M/s. M. Bhaskara Rao & Co, Chartered Accountants (Firm registration No. 000459S) as the Statutory Auditors of the Company and fixing their remuneration was put to vote by Poll for passing the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 2013, Consent of the members of the Company be and is hereby accorded to ratify the appointment of M/s M Bhaskara Rao & Co., Chartered Accountants, with Firm Registration No.000459S, as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting i.e. 25<sup>th</sup> AGM and the Board of Directors are hereby authorized to fix their remuneration, in accordance with the recommendation of the Audit Committee.

Item No.4:

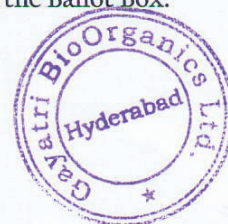
Ordinary Resolution to approve the remuneration payable to the Cost Auditors of the Company for the Financial Year 2015-16 was put to vote by Poll for passing the following resolution:

"RESOLVED THAT pursuant to the provisions of Sec. 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the consent of the members of the Company, be and is here by accorded to pay a remuneration of Rs. 60,000 per annum plus out of pocket expenses to M/s N.S.V.Krishna Rao & Co, the Cost Auditor of the Company for conducting the Audit of the cost records of the Company for the financial year 2015-16."

"RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The Chairman requested the Members to put their vote in the Ballot Box before leaving.

The Chairman requested Mr. Karra SVS Sastry, Scrutinizer for Poll to take charge of the Ballot Box.



VOTE OF THANKS:

As there being no other business to be discussed, Sri T.R. Rajagopalan thanked the Members for attending the Meeting.

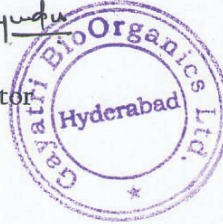
The Chairman then declared that the Meeting as concluded at 10.40 A.M.

///CERTIFIED COPY///

For Gayatri BioOrganics Limited

*C.V. Rayudu*

C.V.Rayudu  
Whole Time Director





**KARRA S V S SASTRY,** M.Com. ACS

Practicing Company Secretary

**SCRUTINIZER'S REPORT FOR E-VOTING AND POLL FOR  
GAYATRI BIOORGANICS LIMITED**  
[Pursuant to Rule 20(xii) of the Companies (Management and Administration)  
Amendments Rules, 2015]

To  
The Chairman of 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company,  
Gayatri BioOrganics Limited,  
#6-3-1090, B-Block, 3rd Floor,  
TSR Towers, Rajbhavan Road,  
Somajiguda, Hyderabad – 500 082.

AGM Held on Saturday, 26<sup>th</sup> September, 2015 at 10.00 A.M.  
At Surana Udyog Auditorium, The Federation of Telangana and Andhra Pradesh,  
Chambers of Commerce and Industry (FTAPCCI), Federation House, II-6-84I,  
Red Hills, P.B.14, Hyderabad - 500 004.

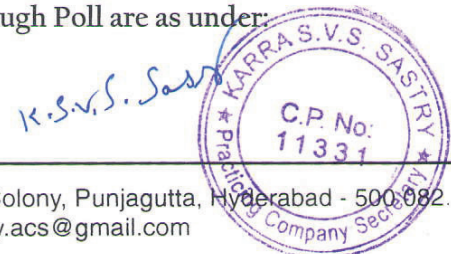
Dear Sir,

I, Karra SVS Sastry, Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of Gayatri BioOrganics Limited vide resolution dated 14<sup>th</sup> August, 2015 pursuant to Sec 108 of the Companies Act, 2013 read with the rule 20 of the Companies (Management and Administration) Amendments Rules, 2015, to scrutinize the e-voting held between Wednesday, 23<sup>rd</sup> September, 2015, 10.00 A.M. to Friday, 25<sup>th</sup> September, 2015, 5.00 P.M

The Company has availed the services of Central Depositories Services (India) Limited for providing the e-voting facility to the shareholders of the Company. The voting results were unblocked by me on Monday, 28<sup>th</sup> September, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated Monday, 28<sup>th</sup> September, 2015 attached here with.

The Chairman of the 24<sup>th</sup> Annual General Meeting of the Company had suo motto ordered for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman has appointed me as the Scrutinizer for the same. For further details kindly refer my Scrutinizer's report in Form MGT-13 dated 28<sup>th</sup> September, 2015 attached here with.

The results of e-Voting together with the votes casted through Poll are as under:



Resolution	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No.'s	%	No.'s	%	No.'s	%
<b>Item No. 1</b>							
Consider and adopt audited financial statements for the FY 2014-15, reports of Board of Directors and Auditors.	E-Voting	1316	0.01	226	0.001	0	0
	Poll	14799096	99.99	0	0	305	0.001
	Total	14800412	100	226	0.001	305	0.001
<b>Item No.2</b>							
Re-appointment of Smt. T. Sarita Reddy as the Director who retires by rotation	E-Voting	1316	0.01	226	0.001	0	0
	Poll	14799096	99.99	0	0	305	0.001
	Total	14800412	100	226	0.001	305	0.001
<b>Item No.3</b>							
Ratification of the Appointment of Statutory Auditors of the Company and fix their remuneration.	E-Voting	1316	0.01	226	0.001	0	0
	Poll	14799096	99.99	0	0	305	0.001
	Total	14800412	100	226	0.001	305	0.001
<b>Item No.4</b>							
Ratification of remuneration of the Cost Auditors of the Company for the year FY : 2015-16	E-Voting	1316	0.01	226	0.001	0	0
	Poll	14799096	99.99	0	0	305	0.001
	Total	14800412	100	226	0.001	305	0.001

K.S.V.S. Sastri

K.S.V.S. SASTRY  
C.P. No:  
11331  
Practising Company Secretary

All the resolutions stands passed under e-voting and poll with the requisite majority.

*K.S.V.S. Sastry*  
Karra SVS Sastry  
Practicing Company Secretary  
C.P.No. 11331



*e.v. Ramesh Reddy*



Place: Hyderabad  
Date: 28.09.2015

*SIRVA*



**KARRA S V S SASTRY**, M.Com. ACS  
Practicing Company Secretary

## Scrutinizer's Report

[Pursuant to Sec 108 of the Companies Act, 2013 read with the Rule 20 of the Companies  
(Management and Administration) Amendments Rules, 2015]

To  
The Chairman of 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company,  
Gayatri BioOrganics Limited,  
#6-3-1090, B-Block, 3rd Floor,  
TSR Towers, Rajbhavan Road,  
Somajiguda, Hyderabad – 500 082.

AGM Held on Saturday, 26<sup>th</sup> September, 2015 at 10.00 A.M.  
At Surana Udyog Auditorium, The Federation of Telangana and Andhra Pradesh,  
Chambers of Commerce and Industry (FTAPCCI), Federation House, 11-6-841,  
Red Hills, P.B.14, Hyderabad - 500 004.

Dear Sir,

1. I, Karra SVS Sastry, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Gayatri BioOrganics Limited vide resolution dated 14<sup>th</sup> August, 2015 pursuant to Sec 108 of the Companies Act, 2013 read with the rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, to scrutinize the e-voting process and ascertaining the requisite majority on e-voting in respect of the below mentioned resolutions to be passed in the 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company to be held on Saturday, 26<sup>th</sup> September, 2015.
2. The Notice dated 14<sup>th</sup> August, 2015 convening Annual General Meeting of the Company along with the statement required as per Sec.102 of the Companies Act, 2013 were sent to the shareholders whose email addresses were registered with the Depositories/RTA.
3. The Company has availed the services of Central Depositories Services (India) Limited for providing the e-voting facility to the shareholders of the Company.





4. The shareholders holding shares either in physical form or dematerialized form as on the cut-off date of 18<sup>th</sup> September, 2015 were entitled to vote electronically on the proposed resolutions as set out in the Notice of the Annual General Meeting.
5. The e-Voting module remained open from Wednesday, 23<sup>rd</sup> September, 2015, 10.00 A.M. and ended on Friday, 25<sup>th</sup> September, 2015, 5.00 P.M and was blocked for e-voting thereafter.
6. The votes casted under the e-voting were unblocked on Monday, 28<sup>th</sup> September, 2015 in the presence of two witnesses who were not in the employment of the Company.
7. The details containing inter alia, list of the Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website Central Depositories Services (India) Limited of i.e. <https://www.evotingindia.com> and based on such generated reports, the result of e-voting is as under:

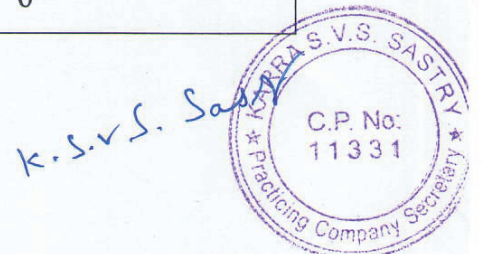
ITEM NO.1

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the reports of the Board of Directors and the Auditors thereon .

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	12	1316	85.34
Voted against the resolution	1	226	14.66

Invalid votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
0	0



ITEM NO.2

Ordinary Resolution to appoint a Director in place of Smt. T. Sarita Reddy (DIN: 00017122), who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	12	1316	85.34
Voted against the resolution	1	226	14.66

Invalid votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
0	0

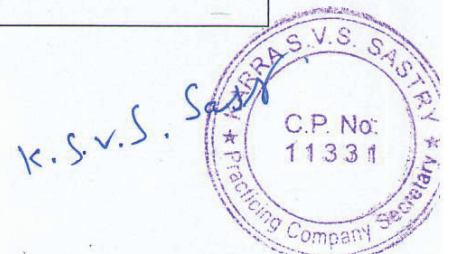
ITEM NO.3

Ordinary Resolution to ratify the Appointment of M/s. M. Bhaskara Rao & Co, Chartered Accountants (Firm registration No. 000459S) as the Statutory Auditors of the Company and fixing their remuneration

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	12	1316	85.34
Voted against the resolution	1	226	14.66

Invalid votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
0	0



ITEM NO.4

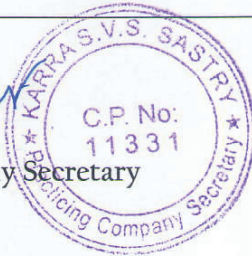
Ordinary Resolution to approve the remuneration payable to the cost auditors of the Company for the Financial Year 2015-16.

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	12	1316	85.34
Voted against the resolution	1	226	14.66

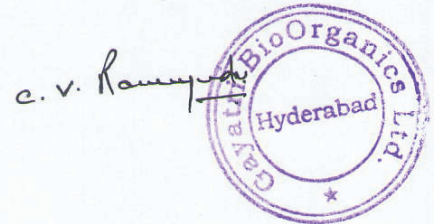
Invalid votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
0	0

*K. S. V. S. Sastry*  
Karra SVS Sastry  
Practicing Company Secretary  
C.P.No. 11331



Place: Hyderabad  
Date: 28.09.2015





**KARRA S V S SASTRY**, M.Com. ACS  
Practicing Company Secretary

FORM NO.MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To

The Chairman of Annual General Meeting of Equity Shareholders of the Company,  
Gayatri BioOrganics Limited,  
#6-3-1090, B-Block, 3rd Floor,  
TSR Towers, Rajbhavan Road,  
Somajiguda, Hyderabad – 500 082.

AGM Held on Saturday, 26<sup>th</sup> September, 2015 at 10.00 A.M.  
At Surana Udyog Auditorium, The Federation of Telangana and Andhra Pradesh,  
Chambers of Commerce and Industry (FTAPCCI), Federation House, II-6-841,  
Red Hills, P.B.14, Hyderabad - 500 004.

Dear Sir,

I, Karra SVS Sastry, Practicing Company Secretary, appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of Gayatri BioOrganics Limited, held on Saturday 26<sup>th</sup> September, 2015 at 10.00 A.M. at Surana Udyog Auditorium, FTAPCCI, Federation House, II-6-841, Red Hills, Hyderabad – 500 004 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



The shareholders holding shares either in physical form or dematerialized form as on the cut-off date of 18<sup>th</sup> September, 2015 were entitled to vote electronically on the proposed resolutions as set out in the Notice of the Annual General Meeting.

3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

ITEM NO.1

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the reports of the Board of Directors and the Auditors thereon .

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	34	14799096	100
Voted against the resolution	0	0	0

Invalid votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
11	305

ITEM NO.2

Ordinary Resolution to appoint a Director in place of Smt. T. Sarita Reddy (DIN: 00017122), who retires by rotation and being eligible, offers herself for re-appointment.



Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	34	14799096	100
Voted against the resolution	0	0	0

Invalid votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
11	305

ITEM NO.3

Ordinary Resolution to ratify the Appointment of M/s. M. Bhaskara Rao & Co, Chartered Accountants (Firm registration No. 000459S) as the Statutory Auditors of the Company and fixing their remuneration

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	34	14799096	100
Voted against the resolution	0	0	0

Invalid votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
11	305



ITEM NO.4

Ordinary Resolution to approve the remuneration payable to the Cost Auditors of the Company for the Financial Year 2015-16

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	34	14799096	100
Voted against the resolution	0	0	0


Invalid votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
11	305

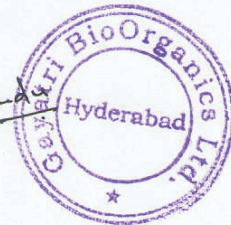
5. A Compact Disc (CD) containing a list of equity shareholders who vote "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to Mr C.V.Rayudu, Whole Time Director of the Company for safe keeping.

*K. S.V.S. Sastry*  
Karra SVS Sastry  
Practicing Company Secretary  
C.P.No. 11331



*e.v. Rayudu*



Place: Hyderabad  
Date: 28.09.2015