



HARINATH AKSHITHA & Co.

Practicing Company Secretaries

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, Q2015]

To
The Chairman of 25th Annual General Meeting of the Company,
GayatriBioOrganics Limited,
#6-3-1090, B-Block, 3rdFloor,
TSR Towers, Rajbhavan Road,
Somajiguda, Hyderabad – 500 082.

AGM Held on Wednesday 28th September, 2016 at 4.30 P.M.
At KLN Prasad 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,

I, Harinath Punna, Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of Gayatri BioOrganics Limited vide resolution dated 13th August, 2016 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 Sunday, 25th September, 2016, 10.00 A.M. to Tuesday, 27th September, 2016, 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 Thursday, 29th September, 2016 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated Friday 30th September, 2016 attached here with.

The Chairman of the 25th 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 30th September, 2016 attached here with.

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

Item	Type of Resolution	No. of Votes Casted	Voting in favour (Assent)		Voting against (Dissent)	
			No. of votes	% of votes casted	No. of votes	% of votes casted
1. Consider and adopt audited financial statements for the F.Y 2016-16, reports of Board of Directors and Auditors.	Ordinary	36883423	36883123	99.99	300	0.01
2. Re-appointment of Sri. T. Sandeep Kumar Reddy as the Director who retires by rotation.	Ordinary	2287	1987	86.88	300	13.12
3. Ratification of the Appointment of Statutory Auditors of the Company and fix their remuneration.	Ordinary	36883423	36883123	99.99	300	0.01
4. Ratification of remuneration of the Cost Auditors of the Company for the year FY : 2016-17	Ordinary	36883423	36883123	99.99	300	0.01
5. Alteration of Memorandum of	Special	36883423	36883123	99.99	300	0.01



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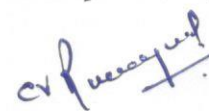
Association of the Company.						
6. Conversion of Existing 20,00,000, 6% Cumulative Redeemable Optionally Convertible Preference Shares into Equity shares.	Special	2287	1987	86.88	300	13.12
7. Issue of Equity Shares by way of conversion of part of unsecured loan.	Special	36883423	36883123	99.99	300	0.01
8. Report of Board of Directors of the Company to the shareholders on the erosion of more than 50% of the Net Worth of the Company.	Ordinary	36883423	36883123	99.99	300	0.01

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



Harinath Punna
Practicing Company Secretary
C.P.No.15585.





C.V. Rayudu
Whole Time Director



Place: Hyderabad

Date: 30.09.2016



HARINATH AKSHITHA & Co.

Practicing Company Secretaries

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 25th Annual General Meeting of the Company,
GayatriBioOrganics Limited,
#6-3-1090, B-Block, 3rd Floor,
TSR Towers, Rajbhavan Road,
Somajiguda, Hyderabad - 500 082.

AGM Held on Wednesday 28th September, 2016 at 4.30 P.M.
At KLN Prasad 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,

I, Harinath Punna, Practicing Company Secretary, appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 25th Annual General Meeting of the Equity Shareholders of Gayatri BioOrganics Limited, held on Wednesday 28th September, 2016 at 4.30 P.M. at KLN Prasad Auditorium, FTAPCCI, Federation House, 11-6-841, 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 16th September, 2016 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/or which were otherwise found defective have been treated as invalid and kept separately. The same were not considered in calculation.
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 31st March, 2016 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	15	1,397	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	% of total no. of invalid votes cast
5	1,196	0.001%

ITEM NO.2

Ordinary Resolution to appoint a Director in place of Sri. T. Sandeep Kumar Reddy (DIN: 00005573), who retires by rotation and being eligible, offers himself for re-appointment.



A handwritten signature in blue ink, appearing to be "Sandeep Kumar Reddy".

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	15	1,397	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	% of total no. of invalid votes cast
5	1,196	0.001%

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	15	1,397	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	% of total no. of invalid votes cast
5	1,196	0.001%



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ITEM NO.4

Ordinary Resolution to approve the remuneration payable to the cost auditors of the Company for the Financial Year 2016-17.

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	15	1,397	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	% of total no. of invalid votes cast
5	1,196	0.001%

ITEM NO.5

Special Resolution for Alteration of Memorandum of Association of the Company.

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	15	1,397	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	% of total no. of invalid votes cast
5	1,196	0.001%



A handwritten signature in blue ink, appearing to be "Srinivas" or similar, written over the stamp.

ITEM NO.6

Special Resolution for Conversion Existing 6% Cumulative Redeemable Optionally Convertible Preference Shares into Equity shares of the Company.

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	15	1,397	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	% of total no. of invalid votes cast
5	1,196	0.001%

ITEM NO.7

Special Resolution for Issue of Equity Shares By Way of Conversion of Part of Unsecured Loan.

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	15	1,397	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	% of total no. of invalid votes cast
5	1,196	0.001%



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ITEM NO.8

Ordinary Resolution for Report of Board of Directors of the Company to the shareholders on the erosion of more than 50% of the Net Worth of the Company.

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	15	1,397	100%
Voted against the resolution	0	0	0

Invalid votes:

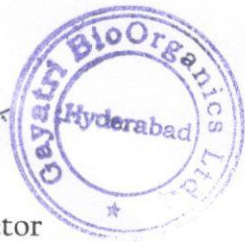
Total no. of members whose votes were declared invalid	Total no. of votes cast by them	% of total no. of invalid votes cast
5	1,196	0.001%

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.


Harinath.Punna
Practicing Company Secretary
C.P.No.15585.




C.V.Rayudu
Whole Time Director



Place: Hyderabad
Date: 30.09.2016



HARINATH AKSHITHA & Co.

Practicing Company Secretaries

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 25th Annual General Meeting of the Company,
Gayatri BioOrganics Limited,
#6-3-1090, B-Block, 3rd Floor,
TSR Towers, Rajbhavan Road,
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AGM Held on Wednesday 28th September, 2016 at 4.30 P.M.
At KLN Prasad 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, Harinath Punna, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Gayatri BioOrganics Limited vide resolution dated 13th August, 2016 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 25th Annual General Meeting of the Company to be held on Wednesday 28th September, 2016.
2. The Notice dated 29th August, 2016 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 16th September, 2016 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 Sunday, 25th September, 2016, 10.00 A.M. and ended on Tuesday, 27th September, 2016, 5.00 P.M and was blocked for e-voting thereafter.
6. The votes casted under the e-voting were unblocked on Thursday, 29th September, 2016 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 31st March, 2016 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	17	36881726	99.99%
Voted against the resolution	1	300	0.01%

Invalid votes:

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



Harinath

ITEM NO.2

Ordinary Resolution to appoint a Director in place of Sri. T. Sandeep Kumar Reddy (DIN: 00005573), who retires by rotation and being eligible, offers himself 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	8	590	66.29%
Voted against the resolution	1	300	33.71%

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
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Voted against the resolution	1	300	0.01%

Invalid votes:

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



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ITEM NO.4

Ordinary Resolution to approve the remuneration payable to the cost auditors of the Company for the Financial Year 2016-17.

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	17	36881726	99.99%
Voted against the resolution	1	300	0.01%

Invalid votes:

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

ITEM NO.5

Special Resolution for Alteration of Memorandum of Association of the Company

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	17	36881726	99.99%
Voted against the resolution	1	300	0.01%

Invalid votes:

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



A handwritten signature in blue ink, appearing to be "Srinath J".

ITEM NO.6

Special Resolution for Conversion Existing 6% Cumulative Redeemable Optionally Convertible Preference Shares into Equity shares of the Company

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	8	590	66.29%
Voted against the resolution	1	300	33.71%

Invalid votes:

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

ITEM NO.7

Special Resolution for Issue of Equity Shares By Way of Conversion of Part of Unsecured Loan

Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	17	36881726	99.99%
Voted against the resolution	1	300	0.01%

Invalid votes:

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



A handwritten signature in blue ink, appearing to be "Suresh" or similar, written in a cursive style.

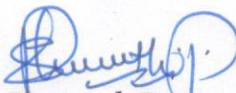
ITEM NO.8

Ordinary Resolution for Report of Board of Directors of the Company to the shareholders on the erosion of more than 50% of the Net Worth of the Company

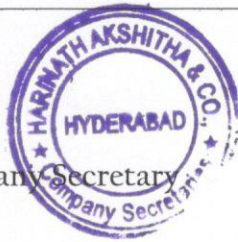
Particulars	No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
Voted in favour of the resolution	17	36881726	99.99%
Voted against the resolution	1	300	0.01%

Invalid votes:

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



Harinath Punna
Practicing Company Secretary
C.P.No.15585.





C.V. Rayudu
Whole Time Director



Place: Hyderabad
Date: 30.09.2016