

MINUTES BOOK

GAYATRI BIOORGANICS LIMITED

MINUTES OF THE 18TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON WEDNESDAY, THE 23RD SEPTEMBER, 2009 AT 11.00 A.M. AT "SURANA UDYOG AUDITORIUM" FAPCCI BUILDING, FEDERATION HOUSE, 11-6-841, RED HILLS, HYDERABAD- 500 004.

PRESENT:

Sri P. Maruthi Babu - Director
Sri T.G.Pandya - Director
Sri T.R. Raja Gopalan - Director

MEMBERS PRESENT:

IN PERSON: 32
BY PROXY: 2

Sri P. Maruthi Babu, Director took the chair at 11.00 a.m. and commenced the proceedings, after ascertaining that the requisite quorum being present, he called the meeting to order.

He extended warm welcome to the members and directors present at the meeting and with the permission of the members, the Notice and Directors Report convening the meeting was taken as read.

He further requested the Statutory Auditors to read their Audit Report for the Financial Year ended 31st March, 2009 and with the permission of the members the same was taken as read.

He further, informed the members that the Register of Members, Directors Shareholding etc. of the Company are open for inspection to the members during the meeting. He then invited queries from the members.

After replying to the queries raised by the members to their satisfaction, he then proceeded with the items of business as follows:

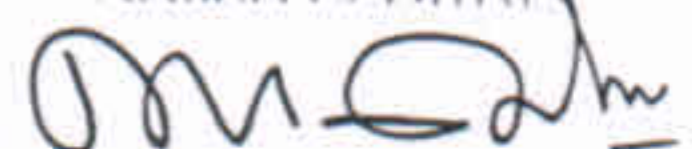
ORDINARY BUSINESS:

- 1. CONSIDERATION AND ADOPTION OF BALANCE SHEET AS AT 31ST MARCH 2009 AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED AS ON THAT DATE TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREOF:**

The Chairman requested the members to propose and second the following resolution.

The following resolution was passed unanimously which was proposed by Mr. A.K. Shujath and seconded by Mr. Suresh.

CHAIRMAN'S INITIAL



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"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2009 and Profit & Loss Account for the year ended 31st March that date together with schedules and notes appended thereto with report of the Directors' and Auditors of the Company be and is considered, adopted and approved."

2. REAPPOINTMENT OF SRI T.SANDEEP KUMAR REDDY AS DIRECTOR:

The Chairman informed the members that Sri T. Sandeep Kumar Reddy retires by rotation at this Annual General Meeting and being eligible offered him self for reappointment.

The Chairman requested the members to propose and second the following resolution.

Proposed by **Mr. Indrajit Chavda** and seconded by **Mr. Kamal Kishore** the following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 256 and all other applicable provisions, if any, contained under the Companies Act, 1956 Sri T. Sandeep Kumar Reddy be and is hereby appointed as a Director of the Company whose period of office is liable to retirement by rotation."

3. REAPPOINTMENT OF SRI JAYENDRA NATWARLAL SHAH AS DIRECTOR:

The Chairman informed the members that Sri Jayendra Natwarlal Shah retires by rotation at this Annual General Meeting and being eligible offered him self for reappointment.

The Chairman requested the members to propose and second the following resolution.

Proposed by **Mr. Kamal Kishore** and seconded by **Mr. Mr. Indrajit Chavda** the following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 256 and all other applicable provisions, if any, contained under the Companies Act, 1956 Sri Jayendra Natwarlal Shah be and is hereby appointed as a Director of the Company whose period of office is liable to retirement by rotation."

4. REAPPOINTMENT OF SRI PARTH DASHARATHLAL GANDHI AS DIRECTOR:

The Chairman informed the members that Sri Parth Dasharathlal Gandhi retires by rotation at this Annual General Meeting and being eligible offered him self for reappointment.

The Chairman requested the members to propose and second the following resolution.

Proposed by **Mr. Srinath** and seconded by **Mr. Ashok Chavda** the following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 256 and all other applicable provisions, if any, contained under the Companies Act, 1956 Sri Parth Dasharathlal Gandhi be and is hereby appointed as a Director of the Company whose period of office is liable to retirement by rotation."

CHAIRMAN'S SIGNATURE



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5. REAPPOINTMENT OF AUDITORS OF THE COMPANY:

Chairman invited the attention of the Members to the Resolution proposing the reappointment of Auditors of the company who are eligible for reappointment and requested the members to adopt the Resolution.

The Chairman requested the members to propose and second the following resolution.

Proposed by **Mr. Suresh Chand Jain** and seconded by **Mr. Kamal Kishore** the following resolution was passed unanimously:

"RESOLVED THAT M/s. B S R And Associates, Chartered Accountants, Reliance Humsafar, IV floor, Road No:11, Banjara Hills, Hyderabad - 500034 be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and that the Board of Directors be and are hereby authorized to fix their remuneration."

6. VOTE OF THANKS:

The meeting concluded with a vote of thanks to the Chairman, the Directors, and the members.



CHAIRMAN

Place: Hyderabad

Date : 24.09.2009

CHAIRMAN'S INITIALS