

MINUTES BOOK

GAYATRI BIOORGANICS LIMITED

MINUTES OF THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON TUESDAY, THE 27TH SEPTEMBER, 2011 AT 3.00 P.M. AT "SURANA UDYOG AUDITORIUM" FAPCCI BUILDING, FEDERATION HOUSE, 11-6-841, RED HILLS, HYDERABAD- 500 004.

PRESENT:

Sri.T. Sandeep Kumar Reddy	: Chairman
Sri. P. Maruthi Babu	: Director
Sri. T.R. Rajagopalan	: Director
Sri J.N. Karamchetti	: Director
Sri. T.G. Pandya	: Director
Sri. C.V. Rayudu	: Whole Time Director

MEMBERS PRESENT:

IN PERSON: 83

BY PROXY: 11

Sri T. Sandeep Kumar Reddy, Chairman took the chair at 3.00 p.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, 2011 and with the permission of the members the same was taken as read.

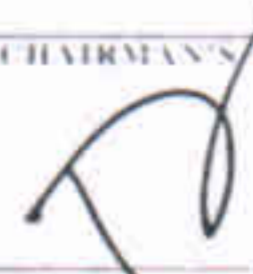
He further, informed the members that the Register of Members, Directors Shareholding etc. of the Company are open for inspection to the members during the meeting. He then invited queries from the members.

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 2011 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

CHAIRMAN'S INITIALS



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

The following resolution was passed unanimously which was proposed by Mr. M.A. Quayyum and seconded by Mr. Surender Kumar.

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2011 and Profit & Loss Account for the year ended 31st March, 2011 on that date together with schedules and notes appended thereto with report of the Directors' and Auditors of the Company be and are hereby considered, adopted and approved."

2. REAPPOINTMENT OF SRI. T.G. PANDYA AS DIRECTOR

The Chairman informed the members that Sri. T.G. Pandya, retires by rotation at this Annual General Meeting and being eligible offer him self for reappointment.

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

Proposed by Mr. M. Sufi and seconded by Mr. Shaujth Ali 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.G. Pandya 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 P. MARUTHI BABU AS DIRECTOR

The Chairman informed the members that Sri P. Maruthi Babu retires by rotation at this Annual General Meeting and being eligible offer himself for reappointment.

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

Proposed by Mr. Walivar and seconded by Mr. Srikanth Jhawar 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. P. Maruthi Babu 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 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.

CHAIRMAN'S INITIALS



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

Proposed by **Mr. L. Srinivas** and seconded by **Mr. G. Ramesh Shanker** 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."

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. Bharath Shah** the following resolution was passed unanimously:

"RESOLVED THAT **M/s. B S R and Co, Chartered Accountants** bearing Firm Registration Number 128510W 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."

SPECIAL BUSINESS:

6. REGULARISATION OF SRI. C.V. RAYUDU AS A DIRECTOR

The Chairman informed the Members that **Sri C.V. Rayudu**, Additional Director appointed by the Board with effect from 28th May, 2011 to hold the office upto this Annual General Meeting. The Company has received a request along with requisite fees from one of the Members of the Company to propose his candidature on the Board. The Chairman requested the Members to adopt the resolution.

Proposed by **Mr. K. Subba Rao** and seconded by **Mr. Surendera Kumar** the following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, **Sri C.V. Rayudu** who was appointed as an Additional Director in the meeting of the Board of Directors held on 28th May 2011, whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company whose period of office shall not be liable to retire by rotation."

CHAIRMAN'S SIGNATURE



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7. APPOINTMENT OF WHOLE TIME DIRECTOR

The Chairman informed the Members that Sri C.V. Rayudu, Additional Director appointed as a Whole Time Director of the Company, by the Board with effect from 28th May,2011. The Chairman requested the Members to approve the appointment and adopt the resolution.

Proposed by Mrs. Lubna Fatima and seconded by Mr. K.G. Gupta the following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of sections 198, 269 and 309 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII as amended, the approval of the members of the Company be and is hereby accorded to appointment of Sri. C.V. Rayudu, as Non Rotational Whole Time Director for a period of 3 years with effect from 28th May, 2011 on a Monthly Remuneration of Rs.1,50,000/- excluding the perquisites as mentioned below.

- a. Contribution to Provident Fund as per Service Rules of the Company
- b. Reimbursement of Medical Expenditure for an amount of Rs.15,000/- per annum
- c. Leave Travel Allowance for an amount of Rs.25,000/- per annum
- d. Gratuity payable shall not exceed half a month's salary for each completed year of service."

"FURTHER RESOLVED THAT the said remuneration shall be the minimum remuneration payable to Sri. C.V. Rayudu as Whole Time Director of the Company pursuant to the provisions of Section II part II of the Companies Act, 1956 as amended from time to time subject to the compliance in the event of inadequate profits during any particular period."

VOTE OF THANKS

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

Place: Hyderabad
Date : 28.09.2011


CHAIRMAN

CHAIRMAN'S INITIALS