

Form No. MGT 15
Form for filing Report on Annual General Meeting

Pursuant to section 121(1) of the Companies Act, 2013 and Rule 31(2) of Companies (Management and Administration) Rules, 2014

1. (a) CIN : L24110TG1991PLC013512
(b) GLN : N.A

2. (a) Name of the company : Gayatri BioOrganics Limited
(b) Registered office address: #6-3-1090, B-Block, 3rd Floor, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082
(c) E-mail id: info@gayatribioorganics.com

3. Details of the meeting:

(i) day, date, hour of the annual general meeting: Tuesday, 30th September, 2014 at 9.30 A. M;

(ii) venue of the annual general meeting: KLN Prasad Auditorium”, FAPCCI Building, Federation House, II-6-841, Red Hills, Hyderabad-500004;

(iii) whether chairman of the meeting appointed: Yes;

(iv) number of members attending the meeting:

In person: 34
As proxy: -

(v) whether the requisite quorum is present: Yes;

(vi) business transacted at the meeting and result thereof:

S. No.	Resolutions	Result
1.	Adoption of Audited Financial Statements for the Financial Year 2013-14	Passed as an Ordinary Resolution
2.	Re-appointment of Sri. T. Sandeep Kumar Reddy as the Director who retires by rotation	Passed as an Ordinary Resolution
3.	Re-appointment of Smt. T. Sarita Reddy as the Director who retires by rotation	Passed as an Ordinary Resolution
4.	Re-appointment of Statutory Auditors of the Company	Passed as an Ordinary Resolution

5.	Appointment of Sri C. V. Rayudu as the Whole Time Director	Passed as a Special Resolution
6.	Appointment of Sri T. G. Pandya as the Independent Director	Passed as an Ordinary Resolution
7.	Appointment of Sri T.R. Rajagopalan as the Independent Director	Passed as an Ordinary Resolution
8.	Appointment of Sri J. N. Karamchetti as the Independent Director	Passed as an Ordinary Resolution
9.	To approve the remuneration payable to the Cost Auditors of the Company for the Financial Year 2014-15	Passed as an Ordinary Resolution



(vii) Particulars with respect to any adjournment of meeting and change in venue: N.A.;

(viii) Particulars with respect of postponement of meeting and change in venue: N.A.;

(ix) Any other points relevant for inclusion in the Report. N.A.

4. Fair summary of proceedings of the meeting: Attached

5. Confirmed that the meeting was called, convened, held and conducted as per the provisions of the Act, the rules and secretarial standards made thereunder.



 T. Sandeep Kumar Reddy
 Chairman

Place: Hyderabad

Date: 30/09/2014

PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING OF GAYATRI BIOORGANICS LIMITED HELD ON TUESDAY, 30TH SEPTEMBER, 2014 AT 09:30 A.M AT "KLN PRASAD AUDITORIUM", FAPCCI, FEDERATION HOUSE, II-6-84I, Red HILLS, HYDERABAD - 500 004

CHAIRMAN : Sri. T. Sandeep Kumar Reddy

MEMBERS PRESENT :

In person : 34

In proxy :-

DIRECTORS PRESENT:

Sri. T. Sandeep Kumar Reddy, Chairman

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

Sri. T. R. Rajgoplan, Independent Director

Sri. T. G. Pandya, Independent Director

Sri J. N. Karamchetti, Independent Director

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 31st March, 2014 and its future outlook. The printed copy of the Chairman's Statement was also distributed to the Members attending the Meeting.

NOTICE:

The Notice dated 14th August, 2014, convening the 23rd Annual General Meeting of the Company, Directors' Report and the Annual Accounts were taken as read with the consent of the Members present.

AUDITORS' REPORT:

The Auditors' Report on the financials of the Company for the year ended 31st March, 2014 was taken as read with the consent of the Members present.

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.103 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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, 24th September, 2014 and ended at 6:00 p.m. Friday, 26th September, 2014. 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 two working days of conclusion of the AGM.

The Chairman requested the Members and Proxies 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 31st March, 2014 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 Balance Sheet as on 31st March, 2014 together with the Statement of Profit and Loss for the year ended as on that date together with notes appended thereto along with the report of the Directors' and Auditors of the Company be and is hereby considered, adopted and approved."

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 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 Sri T. Sandeep Kumar Reddy (DIN: 00005573) be and is hereby appointed as a Director of the Company whose period of office is liable to retirement by rotation."

Item No.3:

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."



Item No.4:

Ordinary Resolution to re-appoint 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 read with Companies (Audit and Auditors) Rules and in pursuance to the recommendations of the Audit Committee, M/s. Bhaskara Rao & Co., Chartered Accountants, with Firm Registration No.000459S be and are hereby re-appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting to the conclusion of the 28th Annual General Meeting (subject to ratification of their appointment at every AGM) on such a remuneration as may be decided by the Board of Directors."

Item No.5:

Special Resolution to appoint Sri. C.V. Rayudu (DIN: 03536579) as the Whole Time Director of the Company was put to vote by Poll for passing the following resolution:

"RESOLVED THAT pursuant to the provisions of Sec. 196, 197 and 203 read with Schedule V and the rules made there under and any other applicable provisions if any of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the re-appointment of Sri C. V. Rayudu (DIN: 03536579) as the Whole Time Director of the Company for a term of 3 (three) years w.e.f. 28th May, 2014 subject to the approval of the Central Government at a remuneration of Rs. 1,55,000 per month in addition to the Contribution to Provident Fund and Gratuity, payable as per Service Rules of the Company as approved by the Remuneration Committee which shall also be the minimum remuneration payable in the event of loss or any inadequacy of profits in any particular financial year during his tenure."

Item No.6:

Ordinary Resolution to appoint Sri. T. G. Pandya (DIN: 00017214) as an Independent Director of the Company was put to vote by Poll for passing the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Sri T. G. Pandya (DIN: 00017214), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of the 28th Annual General Meeting, not liable to retire by rotation at such a remuneration as decided by the Board."

Item No.7:

Ordinary Resolution to appoint Sri. T. R. Rajagopalan (DIN: 00020643) as an Independent Director of the company was put to vote by Poll for passing the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Sri T. R. Rajagopalan (DIN: 00020643), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice



in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of the 23th Annual General Meeting, not liable to retire by rotation at such a remuneration as decided by the Board."

Item No.8:

Ordinary Resolution to appoint Sri. J. N. Karamchetti (DIN: 00940963) as an Independent Director of the company was put to vote by Poll for passing the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Sri J. N. Karamchetti (DIN: 00940963), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of the 28th Annual General Meeting, not liable to retire by rotation at such a remuneration as decided by the Board."

Item No.9:

Ordinary Resolution to approve the remuneration payable to the cost auditors of the Company for the Financial Year 2014-15 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 be and is here by accorded to pay a remuneration of Rs. 60,000/- per annum plus out of pocket expenses to M/s. K.K. Rao & Associates, Cost Accountants, the Cost Auditor of the Company for conducting the audit of the cost records of the Company for the financial year 2014-15."

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

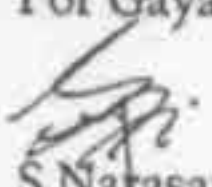
The Chairman requested Mr. Karra SVS Sastry, Scrutinizer for Poll to take charge of the Ballot Box.

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.

For Gayatri BioOrganics Limited


S. Narasappa
Company Secretary

