



GAYATRI

Gayatri BioOrganics Limited

CIN: L24110TG1991PLC013512

Regd. & Corp. Office: #6-3-1090, B-Block, 3rd floor, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad- 500 082, Telangana, India, Tel +91 40 66100111, Fax:+91 40 66100333, Email: info@gayatribioorganics.com, Web: www.gayatribioorganics.com

Notice is hereby given that an Extra ordinary General Meeting of the members of **M/s. Gayatri BioOrganics Limited** will be held 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 on Friday, the 24th July, 2015 at 10.00 A.M to transact the following business:

ITEM NO.1: ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the Authorized Share Capital of the Company be amended by reclassifying the existing Authorized Share Capital of Rs.90,00,00,000 (Rupees Ninety Crore) divided into 5,10,00,000 (Five Crores Ten Lakhs) Equity Shares of Rs.10/- each (Rupees Ten only) and 39,00,000 (Thirty Nine Lakh) 6% cumulative Redeemable Optionally convertible Preference Shares of Rs.100/- each (Rupees Hundred only) to Rs. 70,00,00,000 /- (Rupees Seventy Crores Only) Equity Share Capital consisting of 7,00,00,000 (Seven Crores) Equity Shares of Rs.10/- each (Rupees Ten only) and Rs.20,00,00,000/- (Rupees Twenty Crores Only) Preference Share Capital consisting of 20,00,000 (Twenty Lakhs) 6% Cumulative Redeemable Optionally Convertible Preference Shares of Rs.100/- each (Rupees Hundred only) for the purposes of issuance and allotment of the equity shares of the Company pursuant to approval of preference shareholders for alteration of part of 6% cumulative Redeemable Optionally convertible Preference Shares of the company into Compulsory Convertible Preference Shares of the Company, and converting the same into 1,08,56,350 (One Crore Eight Lakhs Fifty Six Thousand Three Hundred and Fifty) Equity shares of Rs.10/- (Rupee Ten) ranking pari passu with the existing Equity Shares of the Company”.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such approvals, consents, permissions and sanctions, if any, required from any authority Clause V of the Memorandum of Association of the Company be and is hereby amended and replaced by the following Clause hereunder:

Clause V – Memorandum of Association

V. The Authorized Share Capital of the Company is Rs.90,00,00,000/- (Rupees Ninety Crores Only) comprising Rs. 70,00,00,000 /- (Rupees Seventy Crores Only) Equity Share Capital consisting of 7,00,00,000 (Seven Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each and Rs.20,00,00,000/- (Rupees Twenty Crores Only) Preference Share Capital consisting of 20,00,000 (Twenty Lakhs) 6% Cumulative Redeemable Optionally Convertible Preference Shares of Rs.100/- (Rupees Hundred Only) each with power to the company to increase or reduce the said capital in accordance with the application provision of the Companies Act, and to issue any part of the capital, or increased, with or without any preference, priority or special privilege or subject to any postponement of rights, and to any conditions or restrictions, and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether expressed to be preference or otherwise, shall subject to the power herein before contained.”

“RESOLVED FURTHER THAT the Directors of the company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

ITEM NO. 2:

CONVERSION OF PART OF EXISTING 6% CUMULATIVE REDEEMABLE OPTIONALLY CONVERTIBLE PREFERENCE SHARES INTO EQUITY SHARES:

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 48, 55, 62 & 42 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and consequent to the approval of Preference Shareholders of the company, consent of the members be and is hereby accorded that the paid up Preference Share Capital of Rs. 10,85,63,500/- (Rupees Ten Crore Eighty Five Lakhs Sixty Three Thousand and Five Hundred) consisting of 10,85,635 (Ten Lakhs Eighty Five Thousand Six Hundred and Thirty Five), 6% cumulative Optionally Redeemable Preference Shares of Rs.100/- each (Rupees Hundred only) be altered as compulsory convertible preference shares and the same be converted into 1,08,56,350 (One Crore Eight Lakhs Fifty Six Thousand Three Hundred Fifty) Equity shares of Rs10/- each.

“RESOLVED FURTHER THAT the Equity Shares of the Company to be allotted upon conversion of the Optionally Convertible Preference Shares, in accordance with the terms above, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Re. 10/- each of the Company.”

“RESOLVED FURTHER THAT the Directors of the company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

**By order of the Board
For Gayatri BioOrganics Limited**

**Place : Hyderabad
Date : 25/06/2015**

**Khushboo Joshi
Company Secretary**

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item No. 1 & 2 set out in the Notice is annexed hereto:
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single Person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Notice of an Extra Ordinary General Meeting will be sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/ Depository Participants. The notice is also available on our website, i.e. www.gayatribioorganics.com. A physical copy of the notice will be sent to those members who have either opted for the same or have not registered their email addresses with the Company/Depository Participant. The members may obtain a physical copy of the notice, by sending a request to the Registered office of the Company at, B3,3rd Floor, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500082 or sending a request on the email address mentioned herein info@gayatribioorganics.com
5. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the revised Clause 35B of the Listing Agreement, the Company will be offering e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice. The detailed instructions for e-voting are given at the end of this notice.
6. Mr. Karra SVS Sastry, Practicing Company Secretary has been appointed by the Board as Scrutinizer for the purpose of ascertaining the requisite majority for all the businesses in a fair and transparent manner.
7. Since E-Voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, voting by show of hands will not be allowed in the meeting.
8. After all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed.
9. Members who have not casted their vote through e-voting will be allowed to vote through polling. The members who have once casted e-vote on a resolution will not be allowed to modify it subsequently or vote on such resolution on poll. However, they can attend the meeting and participate in the discussions, if any. If any member casts vote again, e-vote casted by him shall be considered.
10. The results declared along with the scrutinizer’s report shall be placed on the website of the company.
11. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the beneficiary position on 19.06.2015.
12. The members of the Company, holding shares either in physical form or in dematerialized form, as on 17.07.2015, being the cutoff date, may cast their vote electronically.

Explanatory Statement
(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013)

ITEM NO.1 &2:

The above said preference shares were issued as cumulative redeemable optionally convertible preference shares and as per the provisions of the Companies Act, 2013, such shares may be Convertible at the option of the Preference Shareholder, In terms of provisions of Section 48 of the Companies Act, 2013 preference shareholders have given their consent to convert part of their existing preference shares into 1,08,56,350 Equity Shares of Rs.10/- each .

Accordingly, it is proposed to convert 10,85,635 6% Cumulative Redeemable Optionally convertible Preference Shares of Rs.100/- each into 1,08,56,350 equity shares of Rs.10/- each.

Hence, it is proposed to amend Clause V of the Memorandum of Association i.e. Authorized Capital Rs.90,00,00,000 /- (Rupees Ninety Crores only) comprising Rs. 70,00,00,000 (Rupees Seventy Crores) Equity Share Capital consisting 7,00,00,000 (Seven Crores) Equity Shares of Rs.10/- each (Rupees Ten only) and Rs. 20,00,00,000 (Rupees Twenty Crores) Preference Share Capital consisting 20,00,000 (Twenty Lakhs) 6% cumulative Redeemable Optionally convertible Preference Shares of Rs.100/- each (Rupees Hundred only).

As it is proposed to convert the preference shares into equity capital, the existing authorised preference share capital requires to be reclassified as equity share capital, which requires amendment of MOA accordingly.

i) **Objects of the issue:** As the company does not have sufficient profits to redeem the preference shares, the company has requested the Preference shareholders for to convert part of the preference shares into equity share capital.

ii) **The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**

Except Mrs T. Sarita Reddy and Mr. T. Sandeep Kumar Reddy, promoter cum directors, Mrs. T. Indira Subbarami Reddy promoter are the existing Preference Shareholders and their part of their existing shares are going to be converted as Equity Shares and none of the other promoters and directors or key management personnel of the Company are going to be allotted any of the Equity Shares.

iii) **The Shareholding pattern of the company before and after the proposed issue:**

SI No	Category	Pre Issue		Post Issue	
		No of shares held	% of shareholding	No of shares held	% of shareholding
A	Promoters' holding				
1.	Indian:				
	Individual	19927496	39.13	30783846	49.83
	Bodies Corporate	6097290	11.97	6097290	9.87
	Sub Total	26024786	51.10	36881136	59.70
2.	Foreign Promoters	—		—	—
	Sub Total (A)	26024786	51.10	36881136	59.70
B	Non-promoters' holding				
1.	Institutional Investors	519300	1.02	519300	0.84
2.	Non-Institution:				
	Private Corporate Bodies	197255	0.39	197255	0.32
	Directors and Relatives	—	—	—	—
	Indian Public	4735310	9.29	4735310	7.66
	Others(including NRI's)	19448339	38.20	19448339	31.48
	Sub Total (B)	24900204	48.90	24900204	40.30
	Grand Total(A+B)	50924990	100.00	61781340	100.00

iv) **The Proposed time within which the allotment shall be completed:**

The Company will issue and allot equity shares to Proposed Allottees and Promoters within the time limit specified under the SEBI (ICDR) Regulations or any longer time limit as may be permitted under the SEBI (ICDR) Regulations.

- v) The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

SI No	Name of the Proposed Allottee(s)	Pre Issue		Present Issue	Post Issue	
		No of shares held	% of shareholding		No of shares held	% of shareholding
1	Mr. T. Sandeep Kumar Reddy	1,47,96,055	29.05	26,93,760	1,74,89,815	28.30
2	Mrs T. Sarita Reddy	9,60,839	1.89	39,19,440	48,80,279	7.89
3	Mrs. T. Indira Subbarami Reddy	25,45,602	5.00	42,43,150	67,88,752	10.98

vi) **Undertaking:**

The Company undertakes to re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

vii) **Certificate from statutory auditors:**

A copy of the certificate from the Statutory Auditor certifying that the proposed preferential issue of equity shares is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, shall be placed before the Extra Ordinary General Meeting

viii) **Lock-in period:**

The securities allotted to Proposed Allottees shall be locked in as per Regulation 78 and other applicable provisions of SEBI (ICDR) Regulations.

ix) **Basis or Justification Of Price:**

The price at which the Equity Shares proposed to be issued has been determined in accordance with Chapter VII of the SEBI (ICDR) Regulations, based on the higher of:

- a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date;

or

- b) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

X) **Relevant date with reference to which the price has been arrived at:**

The "Relevant Date" in terms of Regulation 71(a) of the SEBI (ICDR) Regulations, 2009 for determination of minimum price is 24th June 2015, being a date which is 30 (Thirty) days prior to the date Extra-Ordinary General Meeting, i.e. 24th July 2015.

ELECTRONIC VOTING PARTICULARS

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Extra ordinary General Meeting to be held on Friday, 24th July 2015, at 10.00 A. M. The Company has engaged the services of Central Depository Services (India) Limited i.e CDSL to provide the E-Voting facility.

The E-Voting facility is available at the link <https://evotingindia.com>

The period of E-voting is set out below:

Commencement of e-Voting	End of e-Voting
21 st July, 2015	23 rd July, 2015

VOTING THROUGH ELECTRONIC MEANS

Procedure and Instructions for E-Voting:

The e-Voting process to be followed by the shareholders to cast their votes:

- ◆ During the voting period, the shareholders can visit the e-Voting website www.evotingindia.com and select the relevant EVSN / Company for voting.
- ◆ The shareholders can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- ◆ After logging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Physical shareholders will have to login with the DOB and Bank details for every voting.
- ◆ Security holders have to then select the EVSN for which they desire to vote.
- ◆ Security holders can then cast their vote on the resolutions available for voting.
- ◆ Security holders can also view the resolution details on the e-Voting website.
- ◆ Once the security holder casts the vote, the system will not allow modification of the same.
- ◆ During the voting period, security holders can login any number of times till they have voted on all the resolutions. However, once the security holder has voted on a resolution he/she would not be able to vote for the same resolution but, only view the voting.
- ◆ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- ◆ The members of the Company, holding shares either in physical form or in dematerialized form, as on 17.07.2015, being the cutoff date, may cast their vote electronically.

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<ul style="list-style-type: none"> ◆ Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ◆ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ◆ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	DOB# Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Gayatri BioOrganics Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- ◆ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves as Corporates.
 - ◆ They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - ◆ After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - ◆ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ◆ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Tuesday, 21st July 2015, 10.00 a.m. and ends on Thursday, 23rd July, 2015, 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.



GAYATRI

Gayatri Bio Organics Limited

6-3-1090, B - Block, 3rd Floor, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082.
Ph: 66100111/66100222, Fax: 66100333, E-mail: info@gayatribioorganics.com

CIN: L24110TG1991PLC013512

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

Name of the member (s): Registered address:		Email Id: Folio No./ Client Id No.: DP Id No.:	
1. Name: Address: E-Mail Id: Signature: or failing him	2. Name: Address: E-Mail Id: Signature: or failing him	3. Name: Address: E-Mail Id: Signature: or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra ordinary general meeting of the company, to be held **on Friday the 24th day of July, 2015 at 10.00 A.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** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions
1.	ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY
2.	CONVERSION OF PART OF EXISTING 6% CUMULATIVE REDEEMABLE OPTIONALLY CONVERTIBLE PREFERENCE SHARES INTO EQUITY SHARES

Signed this..... day of..... 2015.

Affix Re. 1/- revenue stamp

Signature of shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



GAYATRI

Gayatri Bio Organics Limited

6-3-1090, B - Block, 3rd Floor, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082.
Ph: 66100111/66100222, Fax: 66100333, E-mail: info@gayatribioorganics.com

CIN: L24110TG1991PLC013512

ATTENDANCE SLIP

SLIP DULY FILLED IN TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Regd Folio No:

No. of Shares held

SHAREHOLDER'S NAME: Mr /Mrs/Miss.....
(In Block Capitals)

IN CASE OF PROXY

NAME OF THE PROXY : Mr/ Mrs/Miss.....

I Certify that I am a Registered Shareholder / Proxy for the Registered Shareholder of the Company.

I hereby record my presence at Extra ordinary general meeting of the company, to be held **on Friday the 24th day of July, 2015 at 10.00 A.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.**

Member's / Proxy's Signature

- Notes: 1. Please bring this Attendance Slip when you are attending the Meeting.
2. Please do not bring with you any person who is not a member of the Company