



## **Gayatri BioOrganics Limited**

*(Formerly Gayatri Starchkem Limited)*

CIN: L24110TG1991PLC013512

**31<sup>st</sup> Annual Report 2021- 22**

## **31<sup>st</sup> Annual General Meeting**

**Day** : **Tuesday**

**Date** : **27<sup>th</sup> September, 2022**

**Time** : **12.00 noon**

**Venue** : 31st Annual General Meeting of the Members of GAYATRI BIOORGANICS LIMITED (the 'Company') will be held through Video Conferencing in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020.

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**COMPANY INFORMATION**

**CIN: L24110TG1991PLC013512**

Sri T.V. Sandeep Kumar Reddy	Chairman & Non-Executive Director	(DIN : 00005573)
Sri C.V. Rayudu	WholeTime Director	(DIN : 03536579)
	(Resigned on 14 <sup>th</sup> July, 2022)	
Sri P. V. Narayana Rao	Independent Director	(DIN : 07378105)
Sri Ch.R.Seshaprasad	Independent Director	(DIN : 08490735)
Sri Murali Vittala	Independent Director	(DIN : 08688453)
Smt. K.Bhavani	Non Independent & Non-Executive Director	(DIN : 07958296)
	(Resigned on 25th August, 2022)	
Smt. Meenakshi Ramachnd Sachdeva	Non Independent & Non-Executive Director	(DIN : 09715062)
	(Appointed on 25th August, 2022)	
Sri Sreedhara Reddy Kanaparathi	Whole Time Director	(DIN : 09608890)
	(Appointed on 14th July, 2022)	

**Chief Financial Officer**

Sri Achanta Prabhakar Rao

**Company Secretary**

Smt. Sneha Murlimanohar Bangad

**STATUTORY AUDITOR:**

M/S. N G RAO & ASSOCIATES,  
Chartered Accountants,  
H.No.6-3-1186/A/6 (New No.325), 2<sup>nd</sup> Floor  
Chinna Balreddy Building, Adjacent Lane  
To ITC Kakatiya Hotel, Begumpet, Hyderabad-500016  
Email:nageswararao207@gmail.com  
nageswararaog@rediffmail.com

**INTERNAL AUDITOR :**

VAS & CO.,  
Chartered Accountants,  
Office : 5-2-392/5, Hyderbasthi,  
R.P. Road, Secunderabad.  
Email: gurazadass@yahoo.com

**SECRETARIAL AUDITOR :**

Y. KOTESWARA RAO  
H.No.48-345,Ganesh Nagar Colony, Chinthal,  
HMT Road, Hyderabad - 500 054.

**REGISTRAR AND SHARE  
TRANSFER AGENT :**

M/s Venture Capital and Corporate  
Investments Private Limited,  
12-10-167, Bharat Nagar, Hyderabad 500018.

**REGISTERED OFFICE :**

B3, 3<sup>rd</sup> Floor, 6-3-1090, Rajbhavan Road,  
Somajiguda, Hyderabad - 500 082.  
Ph: 040-66100111  
E-mail: info@gayatribioorganics.com

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Dear Members,

Invitation to attend the 31st Annual General Meeting on Friday, 23rd September, 2022. You are cordially invited to the 31st Annual General Meeting of the company to be held on Friday, 23rd September, 2022 at 10.30.am IST through video conferencing. The notice convening the Annal General Meeting is attached herewith.

In order to enable ease of participation of the members, we are providing below the key details regarding the meeting for your reference:

S.No	Particulars	Details
1	Link for live webcast of the AGM	<a href="https://www.evotingindia.com">https://www.evotingindia.com</a> under shareholders/members login by using the remote e-voting credentials
2	Link for remote e-voting	<a href="http://www.evotingindia.com">www.evotingindia.com</a> .
3	Helpline number for VC participation	Phone: 040 23818475 Email ID: <a href="mailto:info@vccilindia.com">info@vccilindia.com</a>
4	Cut-off date for e-voting	19 <sup>th</sup> September 2022
5	Time period for remote e-voting	Commences at 9 AM IST on 24 <sup>th</sup> September, 2022 and ends at 5 PM IST on 26 <sup>th</sup> September, 2022
6	Book closure dates	20 <sup>th</sup> September, 2022 to 27 <sup>th</sup> September, 2022 (both days inclusive)
7	To temporarily update e-mail address	<a href="mailto:info@gayatribioorganics.com">info@gayatribioorganics.com</a>
8	Last date for publishing results of the e-voting	30 <sup>th</sup> September 2022
9	Registrar and Share Transfer Agent contact details	M/s Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad 500018 Phone: 040 23818475 Email ID: <a href="mailto:info@vccilindia.com">info@vccilindia.com</a>

Place: Hyderabad  
Date: 25/08/2022

Yours truly  
**Sneha Murlimanohar Bangad**  
Company Secretary

## NOTICE

Notice is hereby given that the 31st Annual General Meeting of members of Gayatri Bioorganics Limited will be held on Tuesday, the 27th day of September, 2022 at 12:00 noon. through Video Conferencing/ Other Audio Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Shri. T. V. Sandeep Kumar Reddy , who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

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

**Regularization of Appointment of Ms. Meenakshi Ramchand Sachdeva (DIN 09715062) as a Non Independent & Non Executive Woman Director:-**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Provisions of SEBI (LODR) Regulations, 2015 and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Ms. Meenakshi Ramchand Sachdeva (DIN 09715062)**, who was appointed as an additional Director of the Company in the Non-executive & non- Independent category w.e.f 25.08.2022 of the Company pursuant to Section 161 of the Act read with pursuant to Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing Annual General Meeting or three months from the date of her appointment, whichever is earlier and who has submitted her consent as provided in the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as a Non-executive & non- Independent Director of the Company, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors be and are hereby authorized to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**Appointment of Sri Sreedhara Reddy Kanaparthi (DIN: 09608890) as a Director & WholeTime Director**

**RESOLVED THAT** pursuant to the provisions of Section 149, 162, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company, **Sri Sreedhara Reddy Kanaparthi (DIN: 09608890)**, who was appointed as an additional director and designated as a Whole-Time Director by the Board of Directors of the Company its meeting held on 14th July, 2022, based on the recommendation of the Nomination and Remuneration Committee of the Board and who shall hold office up to the date of ensuing Annual General Meeting or three months from the date of his appointment, whichever is earlier and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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**RESOLVED FURTHER THAT** in accordance with the recommendations of the Nomination and Remuneration Committee and Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and such other sanctions as may be necessary, consent of the Members be and is hereby accorded to the appointment of **Sri Sreedhara Reddy Kanaparthi (DIN: 09608890)** as a Whole-Time Director of the Company for a period of 3 years from 14th July 2022, on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**RESOLVED FURTHER THAT** in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Sri Sreedhara Reddy Kanaparthi, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule-V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.

**By Order of the Board  
For Gayatri Bioorganics Limited**

Place: Hyderabad  
Date: 25<sup>th</sup> August, 2022

**T.V. Sandeep Kumar Reddy**  
Chairman  
DIN : 00005573

## NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) and General Circular No. 2/2022 dated May 5, 2022. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The Deemed Venue of the 31st AGM of the Company shall be its Registered office.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.gayatribioorganics.com](http://www.gayatribioorganics.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.
9. The company has appointed Mr.D. Balaram Krishna, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process
10. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section

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170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM

12. The Register of Members and Share Transfer Books of the Company will remain closed from 20.09.2022 to 27.09.2022 (Both days inclusive) for the purpose of 31st Annual General Meeting

### **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 24th September 2022 at 9 AM and ends on 26th September 2022 at 5 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.  
 However, shareholders 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 to be also 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name>(Gayatri BioorganicsLimited)on which you choose to vote.
- (x) 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.

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- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [\\_info@gayatribioorganics.com](mailto:_info@gayatribioorganics.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id), info@gayatribioorganics.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id), info@gayatribioorganics.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

**By Order of the Board  
For Gayatri Bioorganics Limited**

Place: Hyderabad  
Date : 25/08/2022

**T.V. Sandeep Kumar Reddy**  
Chairman  
DIN :00005573

## 31<sup>st</sup> Annual Report 2021-2022

### Annexure : 1

**Statement provided pursuant to the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015 read with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India:**

Regularization of Appointment of **Smt. Meenakshi Ramchand Sachdeva as an Non Independent & Non Executive Women Director** (DIN:0009715062):-

1	Name	Meenakshi Ramchand Sachdeva
2	Date of Birth	18/08/1979
3	Date of Appointment	25th August 2022
4	Qualifications	M.Sc, MBA and Etc
5	Brief Resume - Expertise in specific functional Area	Ms. Meenakshi Sachdeva had done her Masters in Microbiology from the Department of Biosciences, Sardar Patel University Gujarat in 2001 and Masters of Business Administration in Operations and Production from Bhartiya Vidhyapeeth Deemed University Pune in the year 2005. Meenakshi has been having very rich experienced and seasoned professional now acting as a Chief Operating Officer in Healthcare Industry. She has significant experience in Operational excellence, cost budgeting, restructuring and policies. She has substantial industry-specific experience in the areas of healthcare and life sciences, marketing & branding. Meenakshi has worked in various credible organisations globally.
6	Names of the Listed entities in which the person is holding Directorships or Board Committee Memberships along with listed entities from which the person has resigned in the past three years	NIL
7	Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee	NIL
8	Number of shares held in the company	NIL
9	Relationship between Directors inter-se	NIL

## Gayatri BioOrganics Limited

Appointment of Sri. Sreedhara Reddy Kanaparathi as the Whole Time Director of the Company

1	Name	Sreedhara Reddy Kanaparathi
2	Date of Birth	19/08/1976
3	Date of Appointment	14/07/2022
4	Qualifications	M.B.A
5	Expertise in specific functional Area	Expert in Admin
6	Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)	NIL
7	Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	NIL
8	Number of shares held in the company	NIL
9	Relationship between Directors inter-se	NIL

Appointment of Sri. Sandeep Kumar Reddy (DIN : 00005573) who retires by Rotation and eligible for being Reappointed as a Director.

1	Name	T.V. Sandeep Kumar Reddy
2	Date of Birth	23/11/1966
3	Date of Appointment	02/12/1991
4	Qualifications	Master in Construction Engginering
5	Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)	3
6	Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	6
7	Number of shares held in the company	2,83,58,631
8	Status of Directorship position in the Company	He is Promoter & Non-Executive Director of the Company

### Annexure : 2

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

##### Item 3 :

**Smt. Meenakshi Ramchand Sachdeva** was appointed as a Non Independent & Non Executive Woman Additional Director w.e.f.25th August 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 read with 17(1C) of SEBI (LODR), Regulations, 2015 the above Director holds office upto the ensuing Annual General Meeting or 3 months from the date of her appointment, whichever is earlier. Nomination and Remuneration Committee has recommended regularization of Ms. Meenakshi Ramchand Sachdeva as a Non Independent & Non Executive Woman Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

In order to ensure compliance with the provisions of Section and other related provisions 152 of the Companies Act, 2013 read with Rules made there under, SEBI(LODR), Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of the Directors in their meeting held on 25.08.2022, it is proposed to appoint Ms. Meenakshi Ramchand Sachdeva as 'Non-executive Director & Non-Independent Director' of the Company. The Board accordingly recommends the Resolutions at Item No. 3 of this Notice for the approval of the Members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Ms. Meenakshi Ramchand Sachdeva is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.3 of this Notice.

##### Item 4 :

The Board of Directors has appointed Sri. Sreedhara Reddy Kanaparathi as the Whole Time Director of the Company in the meeting held on 14th July, 2022 for a term of 3 (Three) years subject to the approval of the members. Who holds office up to the date of the ensuing annual general meeting or within 3 months from the date of his appointment whichever is earlier.

The Resolution seeks the approval of the members in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder for the appointment of Sri. Sreedhara Reddy Kanaparathi as a Whole Time Director for a period of 3 (Three) years commencing from 14th July, 2022.

It is proposed that the appointment of Sri. Sreedhara Reddy Kanaparathi will be liable to retire by rotation. He does not hold any equity shares of the Company.

Sri. Sreedhara Reddy Kanaparathi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Further, based on the recommendation of the Nomination and Remuneration Committee and the Board of the Directors of the Company in their meeting held on 14.07.2022, it is proposed to regularise him as a Director and appoint him as an Whole-time Director of the Company for the period of three years w.e.f 14.07.2022 at a remuneration of Rs. 2,40,000/- per annum.

Except Sri. Sreedhara Reddy Kanaparathi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel/Managers of the Company / their relative are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board accordingly recommends the Resolutions at Item No. 4 of this Notice for the approval of the Members as Ordinary Resolution.

#### INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

##### General Information:

**Nature of Industry:** Our Company, Gayatri Bio-organics, previously called Gayatri Starchkem Limited. Our Company is engaged in manufacturing units of Starch, Modified Starches, Liquid Glucose, Sorbitol, and its allied products in south India with a wide distribution network across the country.



**Date of commencement of commercial production:** The Company has commenced its business from 1994.

**Financial performance:**

(As per the latest audited accounts on 31st March, 2022)

	Rs.
Profit/ (Loss) before tax	(49.61)
Less: Current Tax	-
Profit/ (Loss) after Tax	(49.61)

Company is not having any operations for the Last Three Financial Years. Since there is no revenue for the last three years.

**II. Information about the appointee:**

**(1) Background details:**

Name :Sreedhara Reddy Kanaparathi

Father's Name :KotiKanaparathi Reddy

Date of Birth :19/08/1976

Educational Qualification :M.B.A

**(2) Past remuneration:**

The details of remuneration paid to Sri. Sreedhara Reddy Kanaparathi as approved by the Nomination Remuneration Committee at the time of initial appointment is as follows:

Monthly remuneration: Rs. 20,000/-

Perquisites:

- Contribution to Provident Fund as per Service Rules of the Company -NIL
- Reimbursement of Medical Expenditure - NIL
- Leave Travel Allowance - NIL
- Gratuity payable NIL

**(3) Recognition or Awards:**

Sri. Sreedhara Reddy Kanaparathi is not having any relation with the Company.

**(4) Job profile:**

Sri. Sreedhara Reddy Kanaparathi is having around 15 years of rich experience in various Industries..

**(5) Remuneration proposed:**

The remuneration proposed to be paid as recommended by the Nomination and Remuneration Committee and approved by the Board of the Directors of the Company

Monthly remuneration: Rs. 20,000

**(6) Perquisites:**

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

**(7) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** The Board felt that the remuneration proposed is on lower side while considering the industry standards and his experience.

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**(8) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel:**

Sri. Sreedhara Reddy Kanaparthi does not have any pecuniary relationship with the Company or any relationship with the managerial personnel either directly or indirectly.

(9) The Company has no operations for the last three years.

**By Order of the Board  
For Gayatri Bioorganics Limited**

Place: Hyderabad  
Date : 25/08/2022

**T.V. Sandeep Kumar Reddy**  
Chairman  
DIN :00005573

**BOARD'S REPORT**

To  
The Members of  
Gayatri BioOrganics Limited

Your Directors present the Thirty First Annual Report along with the Audited Financial Statements and the Auditor's Report thereon for the period ended 31st March, 2022.

**\* FINANCIAL SUMMARY:**

<b>Particulars</b>	<b>(Rs. in lakhs)</b>	
	<b>31.03.2022</b>	<b>31.03.2021</b>
Net Sale Income from Operations		
Other Operating Income		
Income from operations	0	0
Other Income	0	0
Total Income	0	0
Total Expenditure	49.61	49.74
Finance Charges		
Depreciation		
Provision for Taxation	0	0
Net Profit / (Loss)	(49.61)	(49.74)

<b>Particulars</b>	<b>(Rs. in lakhs)</b>	
	<b>31.03.2022</b>	<b>31.03.2021</b>
Revenue(Net of Excise)	—	—
Operating Expenses discontinuing operations		
Profit before Tax from discontinuing operations	(49.61)	(49.74)
Income Tax Expense	—	—
Profit after Tax from discontinuing operations	(49.61)	(49.74)
Total Assets related to discontinuing operations	—	—
Total Liabilities related to discontinuing operations	—	—

**REVIEW OF OPERATIONS :**

During the Financial Year under review, revenue from operations and other income was reported at Rs.000/- and incurred loss of Rs. 49.61 Lakhs as compared to revenue from operations and other income of Rs. 00/- Lakhs and net loss of Rs. 49.74/- Lakhs in the previous Financial Year.

**AMOUNT TO BE TRANSFERRED TO RESERVES AND DIVIDEND PROPOSED:**

In the current financial year, No amount was transferred to reserves and the Board of Directors of the Company does not recommend any dividend for the financial year under review.

**PUBLIC DEPOSITS:**

During the year, the Company has not accepted any deposits covered under the Chapter V of the Companies Act, 2013

**BUSINESS UPDATE AND STATE OF COMPANY'S AFFAIRS:**

The information on Company's affairs and related aspects is provided under Management Discussion and Analysis report, which has been prepared, inter-alia, in compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 and forms part of this Report.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

During the period under review and the date of Board's Report there was no change in the nature of Business

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## **REVISION OF FINANCIAL STATEMENTS:**

There was no revision of the financial statements for the year under review.

## **DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:**

The Company has received declarations from Independent Directors of the Company to the effect that they are meeting the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013 and under regulation 16(1) (b) read with regulation 25 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Independent Directors have also confirmed that they have complied Company's Code of Conduct. In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

## **AUTHORISED AND PAID UP CAPITAL OF THE COMPANY:**

Authorised Capital is Rs.900000000

Paid Up Capital is Rs. 787881420

## **CEO/ CFO CERTIFICATION:**

The Chief Executive and Chief Financial Officer Certificate on the financial statements u/r regulation 17 (8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 for the year 2021-2022 is annexed in this Annual Report

## **STATUTORY AUDITORS & STATUTORY AUDIT REPORTS :**

N G Rao & Associates, Chartered Accountants, are the Statutory auditors of the company appointed for 5 years i.e from conclusion of 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the company

The Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold valid certificate issued by the Peer Review Board of the ICAI.

## **INTERNAL AUDITORS:**

The Board of Directors based on the recommendation of the Audit Committee has re-appointed M/s. VAS & Co., Chartered Accountants, Hyderabad, as the Internal Auditors of your Company. The Internal Auditors are submitting their reports on quarterly basis.

## **SECRETARIAL AUDITORS:**

Mr. Y. Koteswar Rao, Practicing Company Secretary, was appointed to conduct the Secretarial Audit of the Company for the financial year 2021-22, as required under Section 204 of the Companies Act, 2013 read with Rule 9 there-under. The secretarial audit report for F.Y 2021-22 annexed to this Board's Report as Annexure-I.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. During the year there were certain non compliances for which BSE has imposed fine and the Company has paid the same.

**ANNUAL SECRETARIAL COMPLIANCE REPORT:** SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial Compliance Audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. Further, Secretarial Compliance Report dated August 11, 2022, was given by Mr. Y. Koteswara Rao, Practicing Company Secretary which was submitted to BSE Limited within 60 days of the end of the financial year.

## **DISCLOSURE ABOUT COST AUDIT:**

Cost Audit is not applicable to your Company.

## **DIRECTORS & KEY MANAGERIAL PERSONNEL:**

Sri. T. V. Sandeep Kumar Reddy (DIN:00005573), retires by rotation at the forth coming annual general meeting and being eligible, offers himself for re-appointment.

The independent directors of the company are highly qualified and stalwarts in their respective field with wide and varied experience. They actively participate in the discussions at the Board meeting and their suggestions have helped the

company to grow at a rapid pace. The independent directors are paid sitting fees for attending the Board and committee meetings. The nomination and remuneration committee has in place their criteria for determination of qualifications, positive attributes and independence of the directors, which they would consider as and when the company would be required to appoint the new independent directors. Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of working of its audit committee, nomination and remuneration committee, and stakeholders relationship committee. The manner in which the evaluation has been carried out has been explained in the corporate governance report. The manner in which the remuneration is paid to the directors, executive directors and senior level executives the company has also been explained in the corporate governance report. During the year, five Board meetings and four audit committee meetings were convened and held the details of which are given in the corporate governance report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

As on 1st April, 2019 Smt. Sneha Murlimanohar Bangad was appointed as Company Secretary and Compliance Officer and Sri. Achanta Prabhakar Rao was appointed as Chief Financial Officer of the company.

Mr. C.V. Rayudu resigned on 14th July, 2022 due to age and health factors. Mr. Sreedhara Reddy Kanaparthi was appointed as a Additional Director and designated as Whole Time Director in the same Board meeting held on 14th July, 2022. Smt. K. Bhavani was appointed as Non Executive & Non Independent Woman Additional Director in the Board Meeting held on 09th November, 2021 and resigned on 25th August 2022. Ms. Meenakshi Ramchand Sachdeva (DIN 09715062) was appointed on 25th August 2022 as an Additional Director (Non Independent & Non Executive).

## **INDEPENDENT DIRECTORS:**

The Company has received disclosures from the Independent Directors confirming their independence in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. The Letter of Appointment issued to the Independent Directors containing the terms and conditions are available under investors section on the website of the Company <http://www.gayatribioorganics.com>

A Brief Profile of the Directors of the Company is annexed herewith to this report as Annexure- II

## **RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were at arm's length basis. There are no materially significant related party transactions made by the company with promoters, key managerial personnel or other designated persons which may have potential conflict with interest of the company at large. A detailed report on material contracts and arrangements made during the year, being arm's length transactions have been reported and annexed hereto in form AOC-2 as Annexure - III and forms part of this report.

## **EXTRACT OF ANNUAL RETURN:**

Pursuant to the Sec 92 (3) of the Companies Act, 2013. A copy of the annual return for the financial year ender 31st March, 2022 has been placed on the website of the Company [www.gayatribioorganics.com](http://www.gayatribioorganics.com) under investors.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT :**

### **Event Based Disclosers :**

During the year under review, the Company has not taken up any of the following activities

Issue of sweat equity share: NA

Issue of shares with differential rights: NA

Issue of shares under employee's stock option scheme: NA

Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA

Buy back shares: NA

Disclosure about revision: NA

Preferential Allotment of Shares: NA

### **a. Business Environment**

The company completed the BTA agreement, now the company is pursuing various options for future course of action.

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### **b. Industry Structure and Developments**

The company completed the BTA agreement now the company is pursuing various options for future course of action.

### **c. Opportunities and threats**

The company completed the BTA agreement now the company is pursuing various options for future course of action

### **d. Out look**

The company completed the BTA agreement now the company is pursuing various options for future course of action

### **e. Risks and Concerns**

The company completed the BTA agreement now the company is pursuing various options for future course of action.

### **f. Internal Control Systems and their adequacy**

The Company has adequate internal control systems commensurate with the activities of the Company.

### **g. Operational performance**

The company completed the BTA agreement now the company is pursuing various options for future course of action.

### **Material developments in human Resources/Industrial Relations front, including people employed:**

On 1<sup>st</sup> June 2021 Smt. Saritha Reddy resigned as a Director due to her personal reasons. Mr. C.V.Rayudu resigned on 14<sup>th</sup> July, 2022 due to age and health factors. In his place Mr, Sreedhara Reddy Kanaparthi was appointed as a Additional Director and designated as Whole Time Director in the same Board meeting held on 14<sup>th</sup> July, 2022.Smt. K.Bhavani was appointed as Non Executive& Non Independent Woman Additional Director in the Board Meeting held on 09<sup>th</sup> November, 2021 and resigned on 25<sup>th</sup> August 2022. Ms. Meenakshi Ramchand Sachdeva (DIN 09715062) was appointed on 25<sup>th</sup> August 2022 as an Additional Director (Non Independent & Non Executive).

### **PARTICULARS OF EMPLOYEES**

#### **STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014**

Disclosure pertaining to remuneration and other details as required under Section 197 of the Companies Act,2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the same will be provided on request.

A statement showing the names of the top ten employees will be provided on request. There are no employees in the Company. During the year NONE of the employees is drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs.8,50,000/- and above in aggregate per month, the limits specified under the Section 197(12) of the Companies Act,2013 read with Rules 5(2) and 5(3) of the Companies (Appointment of Directors) Rules.

#### **RATIO OF REMUNERATION TO EACH DIRECTOR:**

Under Section 197(12) of the Companies Act, 2013, and Rule 5(1) (2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014 read with Schedule V of the Companies Act, 2013.

The ratio of remuneration will be provided on request.

#### **DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:**

During the year under review, there has been no one time settlement of loans taken from banks and financial institutions.

#### **DEVIATIONS, IF ANY OBSERVED ON FUNDS RAISED THROUGH PUBLIC ISSUE, PREFERENTIAL ISSUE ETC:**

During the year under review, company has not raised any funds from public or through preferential allotment.

## **DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:**

During the year under review, there were no applications made or proceedings pending in the name of the Company under Insolvency and Bankruptcy Code, 2016.

## **NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES**

During the year under review no Company has become or ceased to become its subsidiaries, joint ventures or associate Company

## **JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:**

During the year under review no Company has become or ceased to become its subsidiaries, joint ventures or associate Company

## **CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:**

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the applicable Securities laws. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE OUTGO:**

The Company did not have any activities either relating to Conservation of Energy or Technology Absorption and therefore the provisions relating to Conservation of Energy or Technology Absorption are not applicable. The Company did not have any foreign exchange earnings and foreign exchange outgo during the year under review.

## **ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has in place an Internal Control System, commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## **SUBSIDIARIES:**

The Company has no subsidiaries as on the date of 31st March, 2022

## **NOMINATION AND REMUNERATION POLICY:**

A committee of the Board named as "Nomination and Remuneration Committee" has been constituted to comply with the provisions of section 178, Schedule IV of the Companies Act to recommend a policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters and to frame proper systems for identification, appointment of Directors & KMPs, Payment of Remuneration to them and Evaluation of their performance and to recommend the same to the Board from time to time.

## **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

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### **FIXED DEPOSITS:**

Your Company has not accepted any fixed deposits and as such no principal or interest was outstanding as on the date of the Balance sheet.

### **MATERIAL CHANGES:**

The Members of the Company Passed the Special Resolutions on 21/09/2016 and 21/06/2016 through postal ballot notice dated 07.05.2016 and 13.08.2016 for the sale of Unit-I & II of the Company Situated at NH-9, Nandikandi Village, Sadasivapet Mandal, Medak District, Telangana and Balabadrapuram Village, Biccavole Mandal, East Godavari District, Andhra Pradesh . In respect of which the management of the Company has entered into a Business Transfer Agreement (BTA) with Bluecraft Agro Private Limited, (CIN:U01100GJ2016PTC094317), a company registered under the Companies Act, 2013, having its registered office at 9, Ambalal Park, Jawahar Chowk, Sabarmati, Ahmedabad, Gujarat- 380005.

### **BTA CLOSED :**

On 14th August 2019 the company has completed the slump sale as per the Business Transfer Agreement (BTA) dated 28th November 2016 for sale of its business undertaking of manufacturing and selling of starch and its derivatives along with its units namely, "Unit 1 situated at NH-9, Nandi Kandi Village, Sadasivpetmandal, Medak Dist. Telangana and Unit 2 situated at Balabadrapuram Village, Biccavole Mandal, East Godavari Dist. Andhra Pradesh" as per the agreed terms. The company is pursuing various options for future course of action.

There are no Material Changes and Commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this Report.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

During the year, the company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

### **DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 (5) of the Companies Act, 2013 Your Directors' confirm that:

- i) In the preparation of annual accounts for the financial year ended 31st March, 2021 the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2022 and of the profit and loss of the Company for the year;
- iii) The Directors have taken proper and sufficient care for their maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors had prepared the annual accounts on a 'going concern' basis;
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has a Whistle Blower Policy framed to deal with instance of fraud and mismanagement, if any in the Company. The details of the Policy are explained in the Corporate Governance Report and also posted under investors section on the website of the Company <http://www.gayatribioorganics.com>

### **RISK MANAGEMENT:**

The Company's senior management oversees the management of the risks. The Company's senior management ensures that all the risks that the organization faces such as Strategic, Operational, Compliance, Financial and other risks are governed by appropriate policies and procedures and that the risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of the risk.



**CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY AND CSR INITIATIVES:**

Your Company does not fall under the purview of Sec.135 of the Companies Act,2013.Hence the Company is not required to Constitute Corporate Social Responsibility Committee.

**NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:**

None of the Independent/Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

**CORPORATE GOVERNANCE REPORT:**

Your Company has complied with the requirements SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,a separate report on corporate governance forms part of the annual report. A certificate from the company secretary regarding compliance of conditions of corporate governance also forms the part of the annual report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**COMMITTEES:****AUDIT COMMITTEE:**

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18(1) of SEBI (LODR) Regulations read with Section 177 of the Companies Act, 2013 are included in the Corporate Governance report, which forms part of this report.

**NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19(1) of SEBI (LODR) Regulations read with Section 178 of the Companies Act, 2013 are included in the Corporate Governance report, which forms part of this report.

**STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of SEBI (LODR) Regulations read with Section 178 of the Companies

**CAUTIONARY STATEMENT:**

Statements in this "Management Discussion & Analysis" may be considered to be "forward looking statements" only. Actual results could differ materially from those expressed or implied within the meaning of applicable securities laws or regulations.

**PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace, which provides detailed rules on employee conduct and the process for reporting any misconduct.

**SECRETARIAL STANDARDS:**

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs

**INSURANCE:**

The properties and assets of your Company are adequately insured

**LISTING OF SECURITIES:**

- (a) The Company's Shares are listed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 023. Detailed reasons for the resignation of an independent director who resigns before the expiry of his 409[her] tenure along with a confirmation by such director that there are no other material reasons other than those provided.– NA

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### **REPLY TO ADVERSE REMARKS OF AUDITORS' REPORT:**

N G Rao & Associates, Chartered Accountants, the Statutory auditors of the company are appointed for 5 years i.e from conclusion of 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the company.

The Independent Auditors' Report to the Members of the Company in respect of the Financial Statements for the Financial Year ended March 31, 2022 forms part of this Annual Report and do not contain any qualifications(s) or adverse observations.

### **ACKNOWLEDGEMENTS:**

Your Directors would like to place on record their sincere appreciation and gratitude to all Financial Institutions, Company's Bankers, Shareholders, Government Agencies, Suppliers, Customers Co-operation and support during the year and their confidence in its management. The Directors wish to convey their appreciation to all the employees for their enormous personal efforts as well as their collective contribution to the Company's performance. The Directors are also thankful to all other stakeholders for their valuable sustained support to the Company.

**By Order of the Board  
For Gayatri Bioorganics Limited**

Place: Hyderabad  
Date: 25/08/2022

**T.V. Sandeep Kumar Reddy**  
Chairman  
DIN :00005573

**Y. KOTESWARA RAO**  
Practicing Company Secretary

H.No.48-345, Ganeshnagar Colony  
Chinthal, HMT Road  
Hyderabad – 500 054  
Phone: 040 40210182 (office)  
Cell: 98491-69831

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**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED March 31, 2022**

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Gayatri BioOrganics Limited,**  
Hyderabad, Telangana.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. GAYATRI BIOORGANICS LIMITED CIN: L24110TG1991PLC013512** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I, hereby report that in my opinion, the company has, during the audit period ended on 31st March, 2022 ('Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the **Company** for the financial ended on 31st March, 2022 according to the provisions of:

- i. The Companies Act, 2013 (**the Act**) and the rules made thereunder.
  - ii. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and external commercial borrowings.
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company.
    - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
    - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable during the audit period**);
    - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable during the audit period**);
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## 31<sup>st</sup> Annual Report 2021-2022

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- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not Applicable during the audit period)**;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable during the audit period)** and;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable during the audit period)**;

### **I have also examined compliance with the applicable clauses of the following**

- 1. Secretarial Standards issued by The Institute of Company Secretaries of India.
- 2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 etc mentioned above.

### **I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance except when board meetings were called by giving less than seven days notice in accordance with the provisions of section 173 of the act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meetings and Committee Meetings are carried out and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be and majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** as far as possible, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

### **I further report that**

Listing / Trading approval is pending before the BSE regarding 1,70,06,802 Equity Shares of Rs. 10/- each resulting from Conversion of 20,00,000 6% cumulative Optionally Redeemable Preference Shares of Rs.100/- each .

Place: Hyderabad  
Date: 11.08.2022

**Y. Koteswara Rao**  
Practicing Company Secretary  
ACS No.: 3785  
C.P.No. 7427  
UDIN No : A003785D000781936

Note : This report is to be read with my letter of even date which is annexed as **Annexure - A** and forms an integral part of this report.

**Y. KOTESWARA RAO**

Practicing Company Secretary

H.No.48-345, Ganeshnagar Colony  
Chinthal, HMT Road  
Hyderabad – 500 054  
Phone: 040 40210182 (office)  
Cell: 98491-69831

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## ANNEXURE - 'A'

To,  
The Members,  
**Gayatri BioOrganics Limited,**  
Hyderabad, Hyderabad.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that, I have followed has provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Hyderabad  
Date: 11.08.2022

**Y. Koteswara Rao**  
ACS No.: 3785  
C.P.No. 7427  
UDIN No : A003785D000781936

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### Y. KOTESWARA RAO

Practicing Company Secretary

H.No.48-345, Ganeshnagar Colony  
Chinthal, HMT Road  
Hyderabad – 500 054  
Phone: 040 40210182 (office)  
Cell: 98491-69831

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulations 34 (3) and Schedule V para C clause (10) (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015).

To,  
The Members,  
**Gayatri BioOrganics Limited,**  
Hyderabad, Hyderabad.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. **GAYATRI BIOORGANICS LIMITED CIN: L24110TG1991PLC013512** and having registered office at B3, 3RD FLOOR, 6-3-1090, TSR TOWERS RAJ BHAVAN ROAD, SOMAJIGUDA, HYDERABAD - 500082 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.No.	Name of the Director	DIN	Date of Appointment	Designation
1.	VENKATA SANDEEP KUMAR REDDY TIKKAVARAPU	00005573	02/12/1991	Director
2.	VENKATA RAYUDU CHINTALAPUDI	03536579	27/09/2011	Wholtime Director
3.	VENKATA NARAYANA RAO PALURI	07378105	30/05/2019	Director
4.	KOTHALANKA BHAVANI	07958296	09/11/2021	Additional Director
5.	RAMACHANDRA SESHAPRASAD CHODAVARAPU	08490735	30/05/2019	Director
6.	MURALI VITTALA	08688453	30/01/2020	Director
7	ACHANTA PRABHAKAR RAO	AZIPA2642K	01/04/2019	CFO(KMP)

Ensuring the eligibility for the each Director appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad  
Date: 11.08.2022

**Y. Koteswara Rao**  
Practicing Company Secretary  
ACS No.: 3785  
C.P.No. 7427  
UDIN No : A003785D000781947

**Y. KOTESWARA RAO**

Practicing Company Secretary

H.No.48-345, Ganeshnagar Colony

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Phone: 040 40210182 (office)

Cell: 98491-69831

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### **Certificate on Compliance of Corporate Governance**

To,

The Members,

**Gayatri BioOrganics Limited,**

Hyderabad, Hyderabad.

I have examined the compliance of the conditions of Corporate Governance by M/s. GAYATRI BIOORGANICS LIMITED ('the Company') CIN:L24110TG1991PLC013512 for the year ended on March 31, 2022, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2022.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad

Date: 11.08.2022

**Y. Koteswara Rao**

ACS No.: 3785

C.P.No. 7427

UDIN No : A003785D000781958

## CORPORATE GOVERNANCE REPORT FOR THE YEAR 2021-22

### 1. Overview of Corporate Governance of Gayatri Bio Organics Limited

#### Philosophy on Code of Governance :

The Company is a firm believer in core values of the Corporate Governance Code. The Company fully understands the rights of its shareholders to have intimation on the performance of the Company and considers itself a trusty of its shareholders. The Company is committed to good corporate governance, adherence to Statutory and regulatory prescriptions, care for environment and social responsibility. The company has been prompt in discharging its statutory and social obligations. The Board of directors supports the broad principles of corporate governance and is committed to align and direct the actions of the company to achieve the objectives of transparency, accountability and integrity.

The Company has adopted a Code of Conduct for members of the Board and Senior Management, who have affirmed in writing their adherence to the Code.

### 2. Board of Directors

As on the 31st March 2022, the Board of directors presently comprises of Six directors out of which one is executive director and five are non-executive directors. Except Mr T. Sandeep Kumar Reddy & Smt. Meenakshi Ramchand Sachdeva all other non-executive directors are independent directors and are from varied fields whose input bring in independent judgment to the discussions and deliberations in the Board meetings.

On 1st June 2021, Mrs. T. Saritha Reddy has resigned as the director of the company due to her personal reasons.

Mr. C.V. Rayudu resigned on 14th July, 2022 due to age and health factors. Mr. Sreedhara Reddy Kanaparthi was appointed as an Additional Director and designated as Whole Time Director in the same Board meeting held on 14th July, 2022.

Smt. K. Bhavani was appointed as Non Executive & Non Independent Woman Additional Director in the Board Meeting held on 09th November, 2021 and resigned on 25th August 2022. Ms. Meenakshi Ramchand Sachdeva (DIN 09715062) was appointed on 25th August 2022.

#### (a) Composition:

The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act. The Board of Directors consists of Six Directors as follows:

#### The Board of Directors consists of Six Directors as follows:

Sri T.V. Sandeep Kumar Reddy	Chairman & Promoter Director
Smt. T. Saritha Reddy	Non Executive & Promoter Director (Resigned on 1st June 2021)
Sri C.V. Rayudu	Whole Time Director (Resigned on 14/07/2022)
Sri P. Venkata Narayana Rao	Non Executive & Independent Director
Sri CH. Rama Chandra Sesha Prasad	Non Executive & Independent Director
Sri Vittala Murali	Non Executive & Independent Director,
Smt. K. Bhavani	Non Executive & Non Independent Director (Resigned on 25/08/2022)
Sri Sreedhara Reddy Kanaparthi	Whole Time Director (Appointed on 14/07/2022)
Smt. Meenakshi Ramchand Sachdeva	Non Executive & Non Independent Director (Appointed on 25/08/2022)



## Gayatri BioOrganics Limited

The following table shows the composition of directors and their attendance at the Board meetings held on the dates below mentioned and the last Annual General Meeting which was held on 27th September, 2021.

<b>Name</b>	<b>Category</b>	<b>Board Meetings Attended</b>	<b>Attendance at the last AGM</b>	<b>No. of Directorships held in other Listed Companies</b>
Sri. T.V. Sandeep Kumar Reddy	Promoter-Chairman	5	Yes	3
Smt. T. Sarita Reddy	Non Executive & Promoter Director	1	Yes	2
Sri. C.V. Rayudu	Whole Time Director.	5	Yes	1
Sri P. Venkata Narayan Rao	Non -Executive & Independent Director	5	Yes	2
Sri. CH. RamaChandra Sessa Prasad	Non-Executive & Independent Director	5	Yes	2
Sri. Vittala Murali	Non-Executive & Independent Director	5	Yes	2
Sri Sreedhara Reddy Kanaparathi	Whole Time Director.	0	No	0
Smt K.Bhavani	Non Executive & Non Independent Director	1	No	0

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### (b) Board Meetings held during the year 2021-22:

Board meets at least once in a quarter to consider among other business, the quarterly performance of the Company and financial results. During the financial year 2021-22 the Board Meeting was held Five times as follows:

S. No	Date of Board Meeting
1.	14 Jun 2021
2.	05 Aug 2021
3.	01 Sep 2021
4.	09 Nov 2021
5.	02 Feb 2022

### (c) Details of Directors seeking re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013

As of Directors seeking re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013

Name of Director	Sri.T.V. Sandeep Kumar Reddy
Director Identification No	00005573
Date of Appointment	02.12.1991
Occupation	Industrialist
Relationship between directors inter-se	Husband of Mrs. T. Sarita Reddy (Director)
Nature of Expertise in specific functional area	29 years of experience in the Construction Industry
Directorship in Listed entities	3
Membership of Committees of other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee) including this company	6
Shareholding in the Company	3,44,96,617 Shares (as on 31st March, 2022)

The Whole time director prepares the Agenda and Explanatory notes, in consultation with the Chairman for each meeting and circulates the same in advance to the Directors. A tentative annual calendar for the meetings of the Board and Audit Committee to be held in each quarter has been circulated to facilitate and assist the Directors to plan their schedules for the meetings for meaningful, informed and focused decisions. Every Director is free to suggest the inclusion of items on the agenda. The Board meets at least once in every quarter to review the quarterly results and other items on the agenda. Additional meetings are held, when necessary. The draft minutes of the proceedings of the Board of Directors are circulated in advance and the comments, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman.

The Company has an effective post meetings follow up, review and reporting process mechanism for the decisions taken by the Board/Committees. Action taken report on decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for noting by the members.

### 3. Audit Committee

The audit committee of the Company is constituted in line with the provisions of Regulation 18 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 177 of the Act. The company has formed the audit committee comprising of three directors. Two of the members are independent directors; Sri P. Venkata Narayana Rao is the chairman of the audit committee.

The audit committee at the Board level acts as a link between the independent auditors, internal auditors, the management and the Board of directors and oversees the financial reporting process. The audit committee interacts with the internal auditors, independent auditors, secretarial auditors and cost auditors and reviews

and recommends their appointment and remuneration. The audit committee is provided with all necessary assistance and information to enable it to carry out its functions effectively.

## **Powers of Audit Committee**

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

## **Role of Audit Committee**

The role of the Audit Committee shall include the following

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the reports submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

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14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debentureholders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Examination of the financial statement and the auditors' report thereon
21. Monitoring the end use of funds raised through public offers and related matters.
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee meetings were held 4 (Four) times during the financial year 2021-22 and all the then members of the Committee have attended all the meetings held in the following dates:

### **S. No      Date of Audit Committee Meetings**

1	14 Jun 2021
2.	05 Aug 2021
3.	09 Nov2021
4.	02 Feb 2022

### **ii. Composition of Committee and Attendance:**

The Composition of Audit Committee is as under.

S. No.	Name of the Director	Category	Designation	Number of meetings held	Attendance at meetings
1.	Sri. Venkata Narayana Rao Paluri	Non Executive Independent Director	Chairman	4	4
2.	Sri Murali Vittal	Non Executive Independent Director	Member	4	2
3.	Ramachandra Seshaprasad Chodavarapu	Non Executive Independent Director	Member	4	4

### **4. Nomination and Remuneration Committee**

#### **a. Brief Description of terms of Reference:**

The Nomination and Remuneration committee is constituted in line with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 178 of the Act.

**ii. Composition of Committee and Attendance:**

The Composition of Committee as mentioned in the following table.

S. No.	Name of the Director	Category	Designation	Number of meetings held	Attendance at meetings
1.	Sri. CH. Rama Chandra Sesha Prasad	Non Executive Independent Director	Chairman	2	2
2.	Sri. Venkata Narayanarao Paluri	Non Executive Independent Director	Member	2	2
3.	Sri. Murali Vittala	Non - Promotor Non Executive Independent Director	Member	2	2

The main object of this Committee is to identify persons who are qualified to become directors and who may be appointed in senior management of the Company, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance, recommend the remuneration package of both the Executive and the Non-Executive Directors on the Board and also the remuneration of Senior Management, one level below the Board. The Committee reviews the remuneration package payable to Executive Director(s) and recommends to the Board the same and acts in terms of reference of the Board from time to time.

**iii. Terms of Reference**

Terms of reference of the Nomination and Remuneration Committee are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board.
3. Devising a policy on Board diversity.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. To recommend/review remuneration of Key Managerial Personnel based on their performance and defined assessment criteria.
6. To decide on the elements of remuneration package of all the Key Managerial Personnel i.e. salary, benefits, bonus, stock options, pensions, etc.
7. Recommendation of fee / compensation if any, to be paid to Non-Executive Directors, including Independent Directors of the Board.
8. Payment / revision of remuneration payable to Managerial Personnel.
9. While approving the remuneration, the committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee.
10. The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and shareholders.
11. Any other functions / powers / duties as may be entrusted by the Board from time to time.

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### Remuneration Policy:

The remuneration policy is aimed to motivate and reward the performance on the basis of periodical appraisal of achievements. It follows the practices prevailing in the companies of our size and the industry in general to retain and attract talent and improve the quality of performance with a view to run the Company's operations efficiently, effectively and profitably. The adopted a Policy relating to the remuneration for Directors, Key Managerial Personnel and other employees of the Company which is disclosed on the website of the Company <http://www.gayatribioorganics.com/>

### 5. Stakeholders Relationship Committee

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 178 of the Act.

The composition of the Stakeholders Relationship Committee is as under:

S. No.	Name of the Director	Category	Designation	Number of meetings held	Number of meetings attended
1.	Sri.T.V. Sandeep Kumar Reddy	Executive-Promoter Director	Chairman	2	2
2.	Sri. C. V. Rayudu (Resigned on 14/07/2022)	Non-Promoter Executive Director	Member	2	2
3.	Sri. Venkata Narayanarao Paluri	Non-Promoter Non Executive Independent Director	Member	2	2
4.	Sri. Sreedhar Reddy (Appointed on 14/07/2022)	Non-Promoter Executive Director	Member	-	-

The Committee reviews the security transfers/transmissions, process of dematerialization and the investors' grievances and the systems dealing with these issues.

All investor complaints, which cannot be settled at the level of the Compliance Officer, will be placed before the Committee for final settlement.

There were no complaints pending for redressal during the year under review. There were no pending transfers as on 31st March, 2022.

### 6. General Body Meetings :

The Annual General Meetings of the Company (AGM) has been held at the following places during the last five years.

Year	Venue	Day and Date	Time
2020-21	AGM of Gayatri Bioorganics Limited (the `Company`) was held through Video Conference in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5 <sup>th</sup> May, 2020, 8 <sup>th</sup> April, 2020 and 13 <sup>th</sup> April, 2020.	27 <sup>th</sup> September, 2021	11.30 A.M.
2019-20	AGM of Gayatri Bioorganics Limited (the `Company`) was held through Video Conference in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5 <sup>th</sup> May, 2020, 8 <sup>th</sup> April, 2020 and 13 <sup>th</sup> April, 2020.	Tuesday, 29 <sup>th</sup> day of September, 2020	3.00 P.M.
2018-19	“KLN Prasad Auditorium” The Federation of Telangana Chambers of Commerce and Industry (FTCCI), Federation House, 11-6-841, Red Hills, P.B. 14, Hyderabad-500004	Monday, 30 <sup>th</sup> day of September, 2019	4.00 P.M.
2017-18	“FTAPCCI Surana Auditorium” The Federation of Telangana Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, 11-6-841, Red Hills, P.B. 14, Hyderabad-500004	Wednesday, 19 <sup>th</sup> day of September, 2018	12.00 P.M.
2016-17	J.S.KRISHNA MURTHY HALL, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, 11-6-841, Hyderabad-500004	Monday, 25 <sup>th</sup> day of September, 2017	10.00 A.M.
2015-16	KLN PRASAD AUDITORIUM FAPCCI Building, Federation House, Red Hills, Hyderabad – 500 004	Wednesday, 28 <sup>th</sup> September, 2016	4.30 P.M

**(ii) (a) Special Resolutions passed in the last three Annual General Meetings:**

<b>AGM Date</b>	<b>Description of Item</b>
Monday, 27 <sup>th</sup> September, 2021	Nil
Tuesday, 29 <sup>th</sup> September, 2020	Nil
Monday, 30 <sup>th</sup> September, 2019	Nil
Wednesday, 19 <sup>th</sup> September, 2018	Nil
Monday 25 <sup>th</sup> September, 2017	Nil
Wednesday 28 <sup>th</sup> September, 2016	1. Alteration of Memorandum of Association of the Company. 2. Conversion of Existing 20,00,000 Cumulative Redeemable Optionally Convertible Preference Shares Into Equity Shares. 3. Issue Of Equity Shares By Way of Conversion of Part of Unsecured Loan.
2015	Nil
Tuesday 30 <sup>th</sup> September, 2014	Appointment of Sri C.V. Rayudu as the Whole Time Director for a period 3 (three) years w.e.f. 28th May, 2014.

**(b) Details of Extra-ordinary General Meeting was conducted in last three years : NIL**

**(ii) Postal Ballot : Nil**

**7. Disclosures :**

**(i) Disclosures on materially significant related party transactions:**

The particulars of transactions between the Company and its related parties are set out at Notes to financial statements. However these transactions are not likely to have any conflict with the Company's interest.

**(ii) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

The company has complied with all the requirements of the listing agreement and SEBI (LODR) Regulations, 2015 with the stock exchanges as well as regulations and guidelines of SEBI..

SEBI vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 (SEBI SOP Circular) has inter alia prescribed certain penal actions such as levy of financial fines, freezing of promoter demat accounts, transfer to Z group (Trade for Trade) ending with suspension of trading in the securities of the listed entities which do not comply with critical regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As mandated in the SEBI SOP circular the company has been intimated about the pending compliance and has also been informed that all the promoters' demat accounts would be frozen if the compliance was not completed and fines not paid.

The details of fines levied, inter alia, pursuant to SEBI SOP Circular dated January 22, 2020 are as under:

As per Regulation 17(1) penalty paid is Rs.1,77,000 & Regulation 18(1) penalty paid is Rs.70,800



**(iii) Disclosure relating to Whistle Blower policy and affirmation that no personnel have been denied access to the audit committee.**

Company has established a Vigil Mechanism System/Whistle blower policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. Further, as per the provisions of the Companies Act, 2013 the Audit Committee of the company shall oversee the Vigil Mechanism System/ Whistle blower policy in the company and no personnel has been denied access to the audit committee.

**(iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.**

The Company has complied with all the mandatory requirements of corporate governance and are being reviewed from time to time.

**8. Means of Communication**

The quarterly/ annual unaudited/ audited financial results of the Company are sent immediately to the BSE after they are approved by the Board of Directors and also the said results within 48hrs from the conclusion of the Board meeting were published in One English which is Circulated whole of India and One Telugu News Paper which is circulated at the Registered Office of the Company.

No presentations were made to the Institutional Investors or to Analysts.

**9. General Shareholder's information:**

In view of the situation arising due to COVID-19 global pandemic, the 31st Annual General Meetings of the company shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) on 23rd, September at 10:30 A.M 2022. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

**Financial Calendar:** 1<sup>st</sup> of April, 2022 to 31<sup>st</sup> of March, 2023

**Results for the quarter ending:**

30th June, 2022	Second week of August , 2022
30th September, 2022	Second week of November, 2022
31st December, 2022	Second week of February, 2023
31st March, 2023	Third/ Fourth week of May, 2023

**Date of Book closure:** The Share Transfer Books of the Company shall remain closed from Tuesday, 20th September, 2022 to Tuesday 27th September, 2022 (both days inclusive) for the purpose of ensuing Annual General Meeting.

**Listing on Stock Exchanges:** The Company's shares are listed at BSE Limited, 1st Floor, New Trading Ring, Phiroze Jeebhay Towers, Dalal Street, Mumbai.

**Dividend:** No dividend was recommended during the year.

ISIN No : INE 052E01015

Scrip Code : 524564

Depository Connectivity : CDSL & NSDL

The Listing fee for the year 2022-2023 has been paid to BSE Ltd.

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### REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/ WTD/Manager	Total Amount (In Rs.)
	<b>Name</b>	<b>Executive Director Mr.C.V.Rayudu</b>	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16.62	16.62
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NA	-
2	Stock Option	NA	-
3	Sweat Equity	NA	-
4	Commission		-
	- as % of profit	NA	-
	- others, specify	NA	-
5	Others, please specify	NA	-
	Total (A)	16.62	16.62
	Ceiling as per the Act	60.00	60.00

#### B. Remuneration to other Directors

S. No	Particulars of Remuneration	Name of Directors					Total Amount (Rs)
		Venkata Narayana Rao Paluri	Ch.R. Sesa Prasad	Murali Vittala	Mr.T.V. Sandeep Kumar Reddy	Mrs. K. Bhavani	
1	Independent Directors						
	Fee for attending board and committee meetings	40,000	40,000	40,000	0	16,000	1,36,000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	40,000	40,000	40,000	0	16,000	1,36,000
2	Other Non-Executive Directors						
	Fee for attending board and committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	40,000	40,000	40,000	0	16,000	1,36,000
	Total Managerial Remuneration						
	Overall Ceiling as per the Act	NA	NA	NA	NA	NA	NA

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

S.No	Particulars of Remuneration	CFO	CS	Total
1	Remuneration for the year 2021-2022	5,04,000	2,55,000	7,59,000
	<b>Total ( A )</b>	5,04,000	2,55,000	7,59,000

**Market Price Data:**

High, low during each month and trading volumes of the Company's Equity Shares during the last financial year 2021-22 at The Bombay Stock Exchange Limited (BSE) is as under:

DATE	BSE		
	High	Low	Qty Traded
Apr-21	7.16	6.00	18003
May-21	11.00	5.65	65398
Jun-21	13.66	10.16	291230
Jul-21	19.23	9.45	185796
Aug-21	14.62	9.50	167530
Sep-21	11.90	9.26	236911
Oct-21	10.34	8.70	193987
Nov-21	15.85	8.95	309220
Dec-21	16.60	11.75	422659
Jan-22	28.95	15.20	481232
Feb-22	22.55	15.70	252302
Mar-22	22.60	16.30	208750

**Registrar and Transfer Agent:**

Venture Capital and Corporate  
Investments Pvt Ltd  
12-10-167, Bharat Nagar, Hyderabad - 500 018, T.S., India  
E.mail : info@vccipl.com

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### Share Transfer System :

The Share transfers are effected within onemonth from the date of lodgment for transfer,transmission, sub-division consolidation,renewal etc. Such modified share certificatesare delivered to the shareholders immediately.

### Distribution of Shareholding as on 31st March, 2022 :

Sl. No.	Category	Shareholders		Shares	
		Nos.	%	Nos.	%
1	Upto - 500	19696	92.76	2968983	3.77
2	501 - 1000	989	4.66	797258	1.01
3	1001 - 2000	312	1.47	463942	0.59
4	2001 - 3000	89	0.42	229743	0.29
5	3001 - 4000	32	0.15	112210	0.14
6	4001 - 5000	27	0.13	129912	0.16
7	5001 - 10000	37	0.17	289168	0.37
8	10001 and above	51	0.24	73796926	93.67
	<b>Total</b>	21233	100	78788142	100

### Dematerialization of shares and liquidity:

As on 31<sup>st</sup> March, 2022, 73.17% (5,76,47,200 Equity shares) of paid up capital were in dematerialized form.

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity: 1,70,06,802 Equity Shares of Rs.10 each resulting from Conversion 20,00,000 of 6% cumulative Optionally Redeemable Preference Shares of Rs.100/- each with respect of the same Equity Shares, Listing Approval is pending before BSE Limited.

### Address for Correspondence:

Secretarial Department,  
Gayatri BioOrganics Limited,  
#6-3-1090, B-Block, 3rd Floor, TSR Towers,  
Rajbhavan Road, Somajiguda, Hyderabad - 500082.

### Compliance Certificate:

- a) a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority
- b) Non-compliance of any requirement of corporate governance report , with reasons thereof shall be disclosed.
- c) The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.
- d) The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report

**By Order of the Board  
For Gayatri Bioorganics Limited**

Place: Hyderabad  
Date: 25/08/2022

**T.V. Sandeep Kumar Reddy**  
Chairman  
DIN :00005573

**DECLARATION BY CHAIRMAN OF THE  
COMPANY ON CODE OF CONDUCT**

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has adopted a Code of Conduct for all Board Members and Senior Management and the same has been placed on the Company's website. All Board Members and the Senior Management personnel have affirmed compliance with the Code of Conduct in respect of the financial year ended 31st March, 2022.

**By Order of the Board  
For Gayatri Bioorganics Limited**

Place: Hyderabad  
Date: 25/08/2022

**T.V. Sandeep Kumar Reddy**  
Chairman  
DIN :00005573

### CEO & CFO CERTIFICATION

I, Sreedhara Reddy Kanaparathi, Whole Time Director to the best of our knowledge and belief, certify that;

- a) We have reviewed financial statements and the cash flow statement for the financial year ended 31<sup>st</sup> March, 2022 and to the best of our knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We further certify that:
  - i) There have been no significant changes in internal control during this year.
  - ii) There have been no significant changes in accounting policies during this year.
  - iii) There have been no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system.

**By Order of the Board  
For Gayatri Bioorganics Limited**

Place: Hyderabad  
Date: 25/08/2022

**A. Prabhakar Rao**  
Chief Finance Officer

**ANNEXURE - II  
DIRECTORS PROFILE**

**1. Mr. T.V. Sandeep Kumar Reddy:**

Name	T.V. Sandeep Kumar Reddy
DIN	00005573
Designation	Chairman & Promoter Director
Age	51 years
Date of appointment on the Board of the Company	02.12.1991
No. of Shares of Rs. 10/- each held as on date	1,74,89,815
Relationship between Directors inter se	Husband of Mrs. T. Sarita Reddy (Director)

Mr.T.V. Sandeep Kumar Reddy has done Masters in Construction Engineering and Management from University of Michigan at Ann Arbor, USA and holds, a Bachelor Degree in Civil Engineering from Purdue University.

**Smt. T. Sarita Reddy: (Resigned on 1st June 2022)**

Name	T. Sarita Reddy
DIN	00017122
Designation	Promoter Director
Age	47 Years
Date of appointment on the Board of the Company	24.01.2008
No. of Shares of Rs. 10/- each held as on date	48,80,279
Relationship between Directors inter se	Wife of T. Sandeep Kumar Reddy (Chairman)

Smt. T. Sarita Reddy did her Master of Business Administration and she belongs to promoter group of the Company. On 1st June 2021, she resigned as the Director of the company due to her personal reasons.

**3. Mr.C.V. Rayudu: (Resigned on 14th July 2022)**

Name	C.V. Rayudu
DIN	03536579
Designation	Whole Time Director
Age	59 Years
Date of appointment on the Board of the Company	28.05.2011
No. of Shares of Rs. 10/- each held as on date	Nil
Relationship between Directors inter se	N.A.

Mr. C. V. Rayudu is a Post Graduate in MPM and has done B.Com and B. L. He is having around 32 years of rich experience in various Starch and Other Industries. Mr. C.V.Rayudu resigned on 14th July, 2022 due to age and health factors.

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### 4. **Mr P. Venkata Narayana Rao (DIN:07378105):**

Name	Venkata Narayana Rao Paluri
DIN	07378105
Designation	Independent Director
Age	60 years
Date of appointment on the Board of the Company	30.05.2019
No. of Shares of Rs. 10/- each held as on date	Nil
Relationship between Directors inter se	N.A.

Mr.Venkata Narayana Rao Paluri is Practicing chartered accountant with thorough exposure to manufacturing, Banking infra and other key sectors. His administrative and commercial experience would be of immense use to the company. It is therefore expedient in the interest of the company to continue him as the director of the company.

### 5. **Mr. Ramachandra Seshaprasad.Ch:**

Name	Ramachandra Seshaprasad.Ch
DIN	08490735
Designation	Independent Director
Age	70 years
Date of appointment on the Board of the Company	30.05.2019
No. of Shares of Rs. 10/- each held as on date	Nil
Relationship between Directors inter se	N.A.

Mr.Ch .Seshaprasad has more than 40 years of experience in HR 5. Admin, and served in various organizations viz. M/s, widta (indie) Ltd, , Servornax. Fine Forge, Asaco etc.

### 6. **Mr. Vittala Murali**

Name	Vittala Murali
DIN	08688453
Designation	Independent Director
Age	59 Years
Date of appointment on the Board of the Company	30.01.2020
No. of Shares of Rs. 10/- each held as on date	Nil
Relationship between Directors inter se	N.A.

Mr. Vittala Murali has experience in HR & Admin and served in various Organizations viz. M/S.Mylan Laboratories Ltd., Avon Organics Limited., Aurobindo Parma Limited and Allwyn Watches Limited as a manager personal officer and etc.



7. **Mr. Sreedhara Reddy Kanaparathi**

Name	Sreedhara Reddy Kanaparathi
DIN	09608890
Designation	Whole time Director
Age	46 Years
Date of appointment on the Board of the Company	14/07/2022
No. of Shares of Rs. 10/- each held as on date	Nil
Relationship between Directors inter se	N.A.

Mr. Kanaparathi Sreedhara Reddy, Dynamic leader with a global network in the USA, India, China, Middle East and Europe. Bold change maker with two decades of three successful professional Brief Profile management experience in handling mid and large companies in India and abroad after persuading his Masters in Business Administration in 1999- 2001. The past 20 years of using technology to improve human lives have been the epitome of creativity Education.

8. **Kothalanka Bhavani (Resigned on 25th August 2022)**

Name	Kothalanka Bhavani
DIN	07958296
Designation	Non Executive& Non Independent Woman Director
Age	27 Years
Date of appointment on the Board of the Company	09/11/2021
No. of Shares of Rs. 10/- each held as on date	Nil
Relationship between Directors inter se	N.A.

She is having Financial knowledge and also acting as a Director in private companies.

**Ms. Meenakshi Ramchand Sachdeva**

Name	Ms. Meenakshi Ramchand Sachdeva
DIN	09715062
Designation	Non Executive & Non Independent Woman Director
Age	42 Years
Date of appointment on the Board of the Company	25/08/2022
No. of Shares of Rs. 10/- each held as on date	Nil
Relationship between Directors inter se	N.A.

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### ANNEXURE-III FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**Disclosure of Related Party Transactions on consolidated basis, in the format specified in the accounting standards for the year ended March 31 , 2022 :**

<b>Subsidiary Companies</b>	<b>Step-down Subsidiary Companies</b>
Nil	Nil
Associate Companies and companies in which the Company has substantial Interest.	<b>Key Management Personnel and their Relatives</b>
Nil	Mr. C.V.Rayudu (WTD)(resigned on 14/07/2022) Mr. Achanta Prabhakar Rao (CFO) Mr. T.V. Sandeep Kumar Reddy (Chairman) Mrs. Tikkavarapu Sarita Reddy (Director) (resigned on 01/06/2021) Mrs. Sneha Murlimanohar Bangad (CS&CO) Kanaparthi Sreedhara Reddy
<b>Entities in which KMP or their relatives are interested</b>	Joint Ventures
NIL	NIL

### RELATED PARTY TRANSACTIONS DURING THE YEAR &RELATED PARTY BALANCES OUTSTANDING

In Lakhs

Description	Holding, Subsidiary & Stepdown Subsidiary	Associates	Entities in which KMP are interested & Joint ventures	Key Management Personnel	Relatives of Key Management Personnel	Related Party (As per Companies Act 2013)
<b>Managerial Remuneration Paid</b>				24.73		
<b>Rent paid</b> Deep Corporation Private Limited						0
<b>Balances payable to related parties</b> <b>Unsecured loans</b> T.V. Sandeep Kumar Reddy						170.16

**By Order of the Board  
For Gayatri Bioorganics Limited**

**T.V. Sandeep Kumar Reddy**  
Chairman (DIN : 00005573)

Place : Hyderabad  
Date: 25/08/2022

## INDEPENDENT AUDITOR'S REPORT

To the Members of

### **GAYATRI BIOORGANICS LIMITED**

#### **Report on the Audit of Financial Statements**

##### **Opinion**

1. We have audited the accompanying financial statements of M/s. Gayatri Bioorganics Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the statement of Profit and Loss (including other comprehensive income), statement of changes in equity, the statement of Cash Flow for the year then ended and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit and other comprehensive income, changes in equity and its Cash Flow for the year ended on that date.

##### **Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### **Key Audit Matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

##### **Information Other than the Financial Statements and Auditor's Report Thereon**

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.
6. Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

##### **Management's Responsibility for the Financial Statements**

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these Financial Statements that give a true and fair view of the Financial position and Financial performance and other comprehensive income, changes in equity and Cash Flow of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting standards ("Ind AS") specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

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9. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
10. In preparing the financial statements, the management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
11. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

12. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
13. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
14. Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

15. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
16. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
17. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on other legal and Regulatory Requirements**

18. As required by the Companies (Auditors' Report) Order, 2020 ("The Order"), issued by the Central Government of India in terms of sub-section 11 of Section 143 of the Act, we give in the "Annexure A" a Statement on the matters specified in Paragraph 3 and 4 of the Order, to the extent applicable.
19. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Profit and Loss Statement including other comprehensive income, the statement of changes in equity and the Cash Flow statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015, as amended;
  - e) On the basis of the written representations received from the directors as on March 31, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
20. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a) The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its financial statements
  - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - d) i. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in note to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or

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in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- ii. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - iii. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- e) No dividend has been declared / paid during the year. Accordingly, the provisions of section 123 of the Act are not applicable.

21. With respect to the matter to be included in the Auditor’s Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **N.G. RAO & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 009399S

**G NAGESWARA RAO**  
Partner  
Membership No. 207300

Place : Hyderabad  
Date: 12.04.2022  
UDIN:22207300AGWCCI5824

**“Annexure A” to the Independent Auditors’ Report**

Annexure A to the Independent Auditor’s Report on the Financial Statements of Gayatri Bioorganics Limited for the year ended 31 March 2022.

(Referred to in paragraph 18 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. The Company doesn’t have Fixed Assets; hence the Disclosure Requirements under this Clause are not applicable.
- ii. The Company doesn’t have Inventory; hence the Disclosure Requirements under this Clause are not applicable
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act.
- iv. The Company has not granted any loans, made investment or provided and hence reporting under clause (iv) of the Order is not applicable. Guarantees to which the provision of section 185 or 186 of the Act is not applicable.
- v. The According to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii.
  - a. According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees’ State Insurance, Income tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.
  - b. According to the information and explanations given to us and on the basis of our examination of the records, the Company did not have dues which have not been deposited on account of dispute as on March 31, 2022, except for the following:

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d.

Nature of statute	Nature of dues	Amount (Rs. in Crores)	Period to which the amount Relates	Forum where dispute is pending
The Customs Act, 1961	Customs Duty	37,21,553	FY 1994-95	CESTAT _ Bangalore
Central Excise Act,1944	Excise duty including penalty	8,52,42,349	02/2010 to 08/2014	CESTAT-Hyderabad
Value Added Tax Act and associated VAT Rules	VAT Penalty	1,65,46,610	2011 to 2016	AP VAT Hyderabad
Agricultural Market Committee	Market Cess	93,35,696	2009-10 to 2012-13	The Secretary Agriculture Market Committee, Sadasivapet

- viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any other lender.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any term loans from any lender. Accordingly, clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates as defined under the Act. The Company does not hold any investment in any joint venture (as defined under the Act) during the year ended 31 March 2022.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Act). The Company does not hold any investment in any joint venture (as defined under the Act) during the year ended 31 March 2022.
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality as outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.



- (c) According to the information and explanations given to us, there were no whistle blower complaints received during the year by the Company.
- xii. The Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.  
(b) We have considered, during the course of our audit, the reports of the Internal Auditor(s) for the period under audit, issued to the Company during the year till date, in determining the nature, timing and extent of our audit procedures in accordance with the guidance provided in SA610 "Using the work of Internal Auditors".
- xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company and hence provisions of section 192 of the Act, 2013 are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable to the Company.  
(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable to the Company.  
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable to the Company.  
(d) According to the information and explanations provided to us during the course of audit, the Group (as per the provisions of the Core Investment Companies.
- xvii. (Reserve Bank) Directions, 2016) does not have any CIC.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In view of non-applicability of section 135 of the Companies Act to the company reporting under clauses xx (a) and xx (b) are not applicable.

For **N.G. RAO & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 009399S

Place : Hyderabad  
Date: 12/04/2022

**G NAGESWARA RAO**  
Partner  
Membership No. 207300

### **“Annexure B” to the Independent Auditor’s Report**

Annexure B to the Independent Auditor’s Report on the Financial Statements of GAYATRI BIOORGANICS LIMITED for the year ended 31 March 2022

(Referred to in paragraph 19 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls with reference to the aforesaid Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.

1. We have audited the internal financial controls with reference to the Financial Statements of GAYATRI BIOORGANICS LIMITED (“the Company”) as at 31 March 2022 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

3. Our responsibility is to express an opinion on the Company’s internal financial controls with reference to the Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing (“SA”), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Financial Statements. Those SAs and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Financial Statements were established and maintained and whether such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Financial Statements included obtaining an understanding of internal financial controls with reference to the Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to the Financial Statements.

#### **Meaning of Internal Financial Controls over Financial Reporting**

6. A company’s internal financial controls with reference to the Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to the Financial Statements include those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

## **Inherent Limitations of Internal Financial Controls with reference to the Financial Statements**

7. Because of the inherent limitations of internal financial controls with reference to the Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the Financial Statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note").

For **N.G. RAO & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 009399S

**G NAGESWARA RAO**  
Partner  
Membership No. 207300  
UDIN : 22207300AGWCCI5824

Place : Hyderabad  
Date: 12/04/2022

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## BALANCE SHEET AS AT 31 MARCH 2022

(₹ in Lakhs)

PARTICULARS	Note	As At 31st March 2022	As At 31st March 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Financial Assets			
(i) Investments	2.1	<b>0.15</b>	0.15
(iii) Other Financial Assets	2.2	<b>9.06</b>	9.06
		<b>9.21</b>	9.21
<b>Current assets</b>			
(a) Financial Assets			
(i) Trade receivables	2.3(a)	<b>48.46</b>	48.46
(ii) Cash and cash Equivalents	2.3(b)	<b>3.29</b>	43.76
(iii) Other Financial Assets	2.3(d)	<b>11.97</b>	11.97
(b) Other Current Assets	2.4	<b>150.62</b>	145.97
		<b>214.34</b>	250.15
<b>TOTAL ASSETS</b>		<b>223.55</b>	259.36
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	2.6	<b>7,878.81</b>	7,878.81
(b) Other Equity	2.7	<b>(11,226.31)</b>	(11,176.70)
		<b>(3,347.50)</b>	(3,297.88)
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	2.8	<b>170.16</b>	170.16
		<b>170.16</b>	170.16
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	2.9 (a)	<b>3,340.35</b>	3,340.35
(ii) Trade payables	2.9 (b)	<b>46.94</b>	44.19
(b) Other Current Liabilities \$	2.9 (c)	<b>13.60</b>	2.54
		<b>3,400.89</b>	3,387.09
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>223.55</b>	259.36

The notes referred to above form an integral part of the financial statements.

for **N.G. RAO & ASSOCIATES**

Chartered Accountants

**G. Nageswara Rao**

Partner

Place : Hyderabad

Date: 12<sup>th</sup> April, 2022

As per our report of even date attached

for **Gayatri BioOrganics Limited**

**T.V. Sandeep Kumar Reddy**

Chairman

DIN : 00005573

**C.V. Rayudu**

Director

DIN : 03536579

**Sneha Muralimanohar Bangad**

Company Secretary

# Gayatri BioOrganics Limited

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2022

(₹ in Lakhs)

PARTICULARS	For the Year Ended 31st March 2022	For the Year Ended 31st March 2021
<b>Continuing Operations</b>		
<b>INCOME</b>		
Sale of products (net)	—	—
Other operating revenues	—	—
Revenue from operations	2.10(a)	—
Other income	2.10(b)	—
<b>Total Revenue</b>	<b>—</b>	<b>—</b>
<b>EXPENSES</b>		
Cost of materials consumed	2.10(c)	—
Change in inventory of finished goods and work-in-progress	2.10(d)	—
Employee benefits expense	2.10(e)	28.48
Finance costs	2.10(f)	0.10
Depreciation	—	—
Other expenses	2.10(g)	21.15
<b>Total expenses</b>	<b>49.61</b>	<b>49.74</b>
<b>Profit/ (loss) before exceptional items and tax from Continuing Operations</b>	<b>(49.61)</b>	<b>(49.74)</b>
Exceptional items	—	—
<b>Profit/ (loss) before tax from Continuing Operations</b>	<b>(49.61)</b>	<b>(49.74)</b>
Current tax	—	—
<b>Profit/ (loss) from Continuing Operations (A)</b>	<b>(49.61)</b>	<b>(49.74)</b>
<b>Discontinuing Operations</b>		
<b>Profit/(Loss) before tax from discontinuing operations</b>	<b>—</b>	<b>—</b>
<b>Exceptional Items</b>	<b>2.10(b)</b>	<b>—</b>
Current tax	—	—
<b>Profit/ (loss) for the year from discontinuing Operations (B)</b>	<b>—</b>	<b>—</b>
<b>Profit/ (loss) for the year (A+B)</b>	<b>(49.61)</b>	<b>(49.74)</b>
<b>Other Comprehensive Income</b>		
<b>Discontinuing Operations</b>		
<b>Items that will not be reclassified to Profit or Loss</b>		
Re-measurement gains (losses) on defined benefit plans	—	—
<b>Total Other Comprehensive Income</b>	<b>(49.61)</b>	<b>(49.74)</b>
<b>Total Comprehensive Income / (Loss)</b>	<b>—</b>	<b>—</b>
<b>Earning per equity share (Nominal value of share Rs. 10)</b>		
<b>Discontinued Operations</b>		
Basic	<b>(0.06)</b>	(0.06)
Diluted	<b>(0.06)</b>	(0.06)

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

for **N.G. RAO & ASSOCIATES**

Chartered Accountants

**G. Nageswara Rao**

Partner

**T.V. Sandeep Kumar Reddy**

Chairman

DIN : 00005573

for **Gayatri BioOrganics Limited**

**C.V. Rayudu**

Director

DIN : 03536579

**Sneha Muralimanohar Bangad**

Company Secretary

Place : Hyderabad

Date: 12<sup>th</sup> April, 2022

## 31<sup>st</sup> Annual Report 2021-2022

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2022

(₹ in Lakhs)

PARTICULARS	As at 31st March 2022	As at 31st March 2021
<b>A. Cash Flow from Operating Activities</b>		
<b>(Loss) before tax</b>	<b>(49.61)</b>	(49.74)
<b>Adjustments for :</b>		
- Depreciation and Amortization	—	—
- Finance Costs	<b>0.03</b>	0.10
<b>Operating Profit Before Working Capital Changes</b>	<b>(49.58)</b>	(49.64)
<b>Changes in operating assets and liabilities:</b>		
<b>(Increase) / Decrease in Operating Assets:</b>		
- Non-current Financial Assets & Other Assets	—	(0.18)
- Other current assets	<b>(4.65)</b>	(1.66)
<b>Increase / (Decrease) in Operating Liabilities:</b>		
- Trade Payables	<b>2.73</b>	(0.39)
- Other Current Liabilities	<b>11.06</b>	0.12
<b>Cash (used in) / generated from Operations</b>	<b>(40.44)</b>	(51.74)
<b>Net cash (used in) Operating Activities (A)</b>	<b>(40.44)</b>	(51.74)
<b>B. Cash Flow from Investing Activities</b>		
- Interest Received	—	—
<b>Net cash flow (used in) investing activities (B)</b>	—	—
<b>C. Cash Flow from Financing Activities</b>		
- Interest and Finance Charges paid	<b>(0.03)</b>	(0.10)
<b>Net cash flow from financing activities (C)</b>	<b>(0.03)</b>	(0.10)
<b>Net increase / (decrease) in cash and cash equivalents (A + B + C)</b>	<b>(40.47)</b>	(51.84)
<b>Cashflow from discountinue operations</b>	—	—
<b>Cash and Cash Equivalents at the beginning of year</b>	<b>43.76</b>	95.60
<b>Cash and Cash Equivalents at the end of year (Refer Note - 2.3(b) &amp; 2.5)</b>	<b>3.29</b>	43.76
The notes referred to above form an integral part of the financial statements		

As per our report of even date attached  
for **N.G. RAO & ASSOCIATES**  
Chartered Accountants

**G. Nageswara Rao**  
Partner

**T.V. Sandeep Kumar Reddy**  
Chairman  
DIN : 00005573

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**C.V. Rayudu**  
Director  
DIN : 03536579

**Sneha Muralimanohar Bangad**  
Company Secretary

Place : Hyderabad  
Date: 12<sup>th</sup> April, 2022

**Statement of Changes in Equity for the year ended on March 31, 2022**

**For the year ended March 31, 2021**

(₹ in Lakhs)

Particulars	Share Capital		Other Equity			Total
	No. of Equity Shares	Paid up Share Capital	Central/ State subsidy	Securities Premium	Retained Earnings	
Balance as at April 1, 2020	78,788,142	7,878.81	10.00	299.32	(11,486.02)	(3,297.88)
Profit for the year	-	-	-	-	(49.74)	(49.74)
Other comprehensive income	—	—	—	—	—	—
<b>Balance as at March 31, 2021</b>	<b>78,788,142</b>	<b>7,878.81</b>	<b>10.00</b>	<b>299.32</b>	<b>(11,535.76)</b>	<b>(3,347.62)</b>

**For the year ended March 31, 2022**

(₹ in Lakhs)

Particulars	Share Capital		Other Equity			Total
	No. of Equity Shares	Paid up Share Capital	Central/ State subsidy	Securities Premium	Retained Earnings	
Balance as at April 1, 2021	78,788,142	7,878.81	10.00	299.32	(11,535.76)	(3,347.62)
Profit / (Loss) for the year	-	-	-	-	(49.61)	(49.61)
Other comprehensive income	—	—	—	—	—	—
<b>Balance as at March 31, 2022</b>	<b>78,788,142</b>	<b>7,878.81</b>	<b>10.00</b>	<b>299.32</b>	<b>(11,585.37)</b>	<b>(3,397.23)</b>

The notes referred to above form an integral part of the financial statements

As per our report of even date attached  
for **N.G. RAO & ASSOCIATES**  
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**Sneha Muralimanohar Bangad**  
Company Secretary

Place : Hyderabad  
Date: 12<sup>th</sup> April, 2022

## NOTES TO ACCOUNTS

### 1. Significant Accounting Policies

#### A. Corporate information:

Gayatri BioOrganics Limited (“the Company”) was incorporated on December 02, 1991 and has its registered office at Hyderabad, Telangana, India. It is mainly in the business of manufacturing of Starch, its derivatives and related by-products, and development of customised application for value added starch derivatives. The Company has manufacturing plants located in states of Karnataka and Telangana. The Company’s equity share is listed on the BSE Limited.

#### B. Basis of preparation and Statement of compliance:

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended read with Section 133 of the Companies Act, 2013. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below:

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability



## The principal accounting policies are set out below:

### i) Revenue recognition:

#### ***Sale of Goods***

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

#### ***Interest income***

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

Insurance claims are accounted at the time when such income has been realised by the Company.

### ii) Tangible Fixed Assets:

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is de recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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### iii) Depreciation on tangible fixed assets:

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible property, plant and equipment is provided using the Straight Line Method (SLM) over the useful lives of the assets estimated by the management.

### iv) Non-current assets held for sale:

Non-current assets and disposal Group of assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal group) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

### v) Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### vi) Inventories:

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a First in First out (FIFO) basis except for Raw materials, where monthly weighted average cost basis method is followed. Obsolete, slow moving and defective inventories are identified and provided for. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work in progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

### vii) Leases:

Leases are classified as finance leases whenever the terms of lease transfer substantially all the risks and rewards of ownership to the lessee. Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

### **Operating Lease**

Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefits of incentives (excluding inflationary increases where rentals are structured solely to increase in line with the expected general inflation to compensate for the lessor's inflationary cost increases, such increases are recognised in the year in which the benefit ts accrue) provided by the lessor is recognized as a reduction of rental expense over the lease term on a straight-line basis.

## ***Finance Lease***

Assets held under finance leases are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability.

Finance expenses are recognized immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs. Contingent rentals are recognized as expenses in the periods in which they are incurred.

## **viii) Government Grants and Subsidies:**

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

## **ix) Financial Instruments:**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transactions costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

## ***Cash and cash equivalents***

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

## ***Financial assets at fair value through other comprehensive income***

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value in equity investments not held for trading.

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### **Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable of financial assets and liabilities at fair value through profit or loss are immediately recognised profit or loss.

### **Financial liabilities**

Financial liabilities are measured at amortised cost using the effective interest method.

### **Equity instruments**

An equity instruments is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

### **DE recognition**

A Financial Asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. Removed from the company's balance sheet) where

- The rights to receive cash flow and the asset have expired, or
- The Company has transferred the rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to the third party under a ' pass - through' arrangement and either
  - (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to pay.

### **Derivative financial instruments**

Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains/ (losses).

#### **x) Foreign currency:**

The functional currency of the Company is Indian rupee (INR).

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

**xi) Retirement and other employee benefits:**

***Defined benefit plans***

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date. Actuarial gains and losses are recognised in full in the other comprehensive income for the period in which they occur. Past service cost both vested and unvested is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

***Defined contribution plans***

Contribution to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

***Compensated absences***

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date.

**xii) Income Taxes:**

Income tax expense represents the sum of the tax currently payable and deferred tax.

***Current tax***

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

***Deferred tax***

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### ***Current and deferred tax for the period***

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

### **xiii) Provisions and contingencies:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

### ***Contingent liabilities acquired in a business combination***

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with Ind AS 37 and the amount initially recognised less cumulative amortisation recognised in accordance with Ind AS 18 - Revenue.

### **xiv) Earnings per equity share:**

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

### **xv) Dividend:**

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

### **xvi) Operating Cycle:**

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**xvii) Use of estimates:**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the financial statements. Actual results could differ from estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of useful lives of property, plant and equipment, valuation of deferred tax assets and provisions and contingent liabilities.

***Useful lives of property, plant and equipment***

"As described in Note 1 (ii), the Company reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property, plant and equipment.

***Valuation of deferred tax assets***

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 1 (xii).

***Provisions and contingent liabilities***

A provision is recognised when the Company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

***Standards/Amendments issued but not yet effective:***

At the date of issuance of these financial statements, the Company has not applied the following new Accounting Standards and amendments to the existing Indian Accounting Standards that have been issued by Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, 2019 but were not effective for the year under consideration

**1. Ind AS 116 Leases**

General impact of application of Ind AS 16 Leases

Ind AS 116 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements for both lessors and lessees. Ind AS 116 will supersede Ind AS 17 Leases when it becomes effective for accounting periods beginning on or after April 1, 2019. The Company intend to apply Modified Retrospective Approach for transition to Ind AS 116 and take the cumulative adjustments to retained earnings on the date of initial application i.e. April 1, 2019. In contrast to lessee accounting, Ind AS 116

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substantially carries forward the lessor accounting requirements in Ind AS 17

Impact of the new definition of a lease

The change in definition of a lease mainly relates to the concept of control. Control is considered to exist if the customer has:

- the right to obtain substantially all of the economic benefits from the use of an identified asset; and
- the right to direct the use of that asset.

The Company will apply the definition of a lease and related guidance set out in Ind AS 116 to all lease contracts entered into or modified on or after April 1, 2019 (whether it is a lessor or a lessee in the lease contract). It is expected that the new definition in Ind AS 116 will not change significantly the scope of contracts that meet the definition of a lease for the Company."

Impact on Lessee Accounting

Operating leases

Ind AS 116 will change how the Company accounts for leases previously classified as operating leases under Ind AS 17, which were off-balance sheet. On initial application of Ind AS 116, for all leases (except as mentioned in short term leases below), the Company will:

- a) Recognise right of use assets and lease liabilities in the Balance Sheet, initially measured at the present value of the future lease payments
- b) Recognise depreciation of right-of-use assets and interest on lease liabilities in statement of profit or loss;
- c) In the statement of cash flows, classify: (i) cash payments for the principal portion of the lease liability within financing activities; (ii) cash payments for the interest portion of the lease liability within financing activities and (iii) short-term lease payments, payments for leases of low-value assets and variable lease payments not included in the measurement of the lease liability within operating activities

Short term leases

For short-term leases (lease term of 12 months or less) and leases of low-value assets, the Company will opt to recognise a lease expense on a straight-line basis as permitted by Ind AS 116.

The Company is evaluating the requirements of Ind AS 116 and its impact on the financial statements. The Company do not expect that the adoption of this new standard will have any material impact on the financial statements of the Company in future periods.

The Company has elected certain available practical expedients on transition

### **2. Amendments to existing Indian Accounting Standards or proposed new standards as mentioned below are not expected to have any significant impact on the Company's financial statements:**

Amendments to Ind AS 109 – Prepayment features with negative compensation and modifications of financial liabilities

Amendments to Ind AS 28 – Long term interest in associates and joint ventures

Amendments to Ind AS 103 Business combinations and Ind AS 111 Joint arrangements

Amendment to Ind AS 23 Borrowing costs““Amendments to Ind AS 19 – Plan amendments, curtailments and settlements

Amendment to Ind AS 19 - Plant amendments courtailment and settlements.

Amendments to Ind AS 12 –Income tax consequences of dividends and Uncertainty over income tax treatments



# Gayatri BioOrganics Limited

## Notes to the financial statements for the period ended March 31, 2022 (Continued)

(₹ in Lakhs)

	As at 31 March 2022	As at 31 March 2021
<b>2.1 Investments</b>		
<b>Quoted Investment in equity instruments (fully paid up)</b>		
3,000 equity shares of S.S.Organics Limited	0.30	0.30
7,100 equity share of East, West Travel and Trade Links Limited	2.84	2.84
<b>Unquoted Investment in equity instruments (fully paid up)</b>		
1,000 equity share of Sri Lakshmi Engineering Limited	0.27	0.27
Less: Provision for Impairment	(3.26)	(3.26)
<b>Total investments, net of impairment</b>	<b>0.15</b>	<b>0.15</b>
Aggregate amount of quoted investment	3.14	3.14
Aggregate book value of un-quoted investments	0.27	0.27
Aggregate value of impairment in value of Investments	3.26	3.26
<b>Net Value</b>	<b>0.15</b>	<b>0.15</b>

The management has assessed that carrying value of the investments approximate to their fair value.

## 2.2 Other Financial Assets (Non-current)\*

(₹ in Lakhs)

	As at 31 March 2022	As at 31 March 2021
<b>Unsecured, considered good</b>		
Security deposits	9.06	9.06
	<b>9.06</b>	<b>9.06</b>

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### Notes to the financial statements for the period ended March 31, 2022 (Continued)

(₹ in Lakhs)

	As at 31 March 2022	As at 31 March 2021
<b>2.3 Financial Assets (Current)</b>		
<b>(a) Trade receivables</b>		
Unsecured, considered good	48.46	48.46
	<u>48.46</u>	<u>48.46</u>
<b>Ageing of Current Trade receivables Outstanding from the due date of payment</b>		
Not due	-	-
Less than 6 Months	-	-
6 Months to 1 Year	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	48.46	48.46
<b>Total</b>	<u>48.46</u>	<u>48.46</u>
<b>Less: Provision for Expected Credit Loss</b>	-	-
<b>Total</b>	<u>48.46</u>	<u>48.46</u>
<b>(b) Cash and cash Equivalents</b>		
Cash on hand	—	0.61
Balance with banks	3.29	43.15
On current accounts	<u>3.29</u>	<u>43.15</u>
<b>(c) Other Financial Assets</b>		
<b>Unsecured, considered good</b>		
Interest accrued on Deposits with Banks	11.97	11.97
	<u>11.97</u>	<u>11.97</u>
<b>2.4 Other Current Assets</b>		
Balance with government Authority	130.92	129.31
Income Tax Credit Receivable	12.41	12.41
Prepaid expenses	0.08	0.07
Advances	7.21	4.17
	<u>150.62</u>	<u>145.97</u>

**Notes to the financial statements for the period ended March 31, 2022 (Continued)**

(₹ in Lakhs)

	As at 31 March 2022	As at 31 March 2021
<b>2.6 Equity Share Capital:</b>		
<b>(a) Authorised</b>		
9,00,00,000 (previous year March 2018 : 9,00,00,000) equity shares of ₹ 10 each	9,000.00	9,000.00
	<b>9,000.00</b>	<b>9,000.00</b>
<b>Issued, subscribed and paid-up</b>		
78,788,142 (previous year March 2018 : 78,788,142) equity shares of ₹ 10 each	7,878.81	7,878.81
	<b>7,878.81</b>	<b>7,878.81</b>

**(b) Reconciliation of the shares outstanding at the beginning and at the end of the Year:**

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number of shares	Amount	Number of shares	Amount
<b>Equity shares</b>				
At the commencement of the year	78,788,142	7,878.81	78,788,142	7,878.81
<b>At the end of the year</b>	<b>78,788,142</b>	<b>7,878.81</b>	<b>78,788,142</b>	<b>7,878.81</b>

**(c) Rights preferences and restrictions attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity share is eligible for one vote per share. The dividend, if any, proposed by the Board of Directors of the Company is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The Company declares and pays dividend in Indian rupees.

**(d) Particulars of shareholders holding more than 5% shares of a class of shares:**

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number of shares	Amount	Number of shares	Amount
T Sandeep Kumar Reddy	34,496,617	43.78	34,496,617	43.78
Fursa Mauritius	18,499,990	23.48	18,499,990	23.48
T Indira	6,788,752	8.62	6,788,752	8.62
T Sarita Reddy	4,880,279	6.19	4,880,279	6.19

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### Notes to the financial statements for the period ended March 31, 2022 (Continued)

(₹ in Lakhs)

#### (e) Particulars of Promoter and Promoter group share holding in Equity Shares:

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number of shares	Amount	Number of shares	Amount
<b>Promoters</b>				
T Sandeep Kumar Reddy	34,496,617	43.78	34,496,617	43.78
T Indira	6,788,752	8.62	6,788,752	8.62
T Sarita Reddy	4,880,279	6.19	4,880,279	6.19
T Subbarami Reddy	1,625,000	2.06	1,625,000	2.06
<b>Promoter Group</b>				
Gayatri Capital Limited	2,500,340	3.17	2,500,340	3.17
TSR Holdings Private Limited	2,026,000	2.57	2,026,000	2.57
Gayatri Fin Holdings Private Limited	1,570,950	1.99	1,570,950	1.99

**Notes to the financial statements for the period ended March 31, 2022 (Continued)**

(₹ in Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>2.7 Other Equity</b>		
<b>Central / State subsidy</b>		
At the commencement of the year	10.00	10.00
<b>At the end of the year</b>	<b>10.00</b>	10.00
<b>Securities Premium</b>		
At the commencement of the period	299.32	299.32
<b>At the end of the year</b>	<b>299.32</b>	299.32
<b>Retained Earnings</b>		
<b>At the commencement of the year</b>	<b>(11,486.02)</b>	(11,436.27)
Add / (Less) : (Loss) for the year	<b>(49.61)</b>	(49.74)
Add / (Less) : Re-measurement gains(losses) on defined benefit plans	—	—
<b>At the end of the year</b>	<b>(11,535.63)</b>	(11,486.02)
	(11,226.31)	(11,176.70)

**(i) Securities Premium Account:**

Securities premium is created due to premium on issue of shares.

These reserve is utilised in accordance with the provisions of the Companies, Act.

**2.8 Financial Liabilities (Non-Current)**

**Borrowings**

**Unsecured Term loans**

From Director	170.16	170.16
	<b>170.16</b>	170.16

"Pursuant to the Company entering into Business Transfer Agreement (BTA) in November 2016 for transfer of business undertaking of manufacturing and selling of starch and its derivatives along with its two units, no interest has been charged on the basis of mutual agreement from October 01, 2016 on the outstanding loan given by Mr T Sandeep Reddy, Director of the Company (Promoter & Related Party). This loan was originally carried an interest of 15% per annum during the earlier years.

The loan does not have a fixed repayment term and shall be repaid subject to Company having adequate cash profits.

- (i) The Company is not been declared as a Wilful Defaulter by any Bank, Financial Institution or other lenders.
- (ii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall. "a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by on or behalf of the company (Ultimate Beneficiaries) or "b) Provide any guarantee, security, or the like to or on behalf of the ultimate beneficiaries. " "(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall. "a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries), or
- b) Provide any guarantee, security, or the like to or on behalf of the ultimate beneficiaries.

## 31<sup>st</sup> Annual Report 2021-2022

### Notes to the financial statements for the period ended March 31, 2022 (Continued)

(₹ in Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>2.9 Financial Liabilities (Current)</b>		
<b>2.9 (a) Borrowings</b>		
Unsecured Loans repayable on demand		
From Others -Refer note (i) below	3,340.35	3,340.35
	<b>3,340.35</b>	<b>3,340.35</b>

- (i) Pursuant to the Company entering into Business Transfer Agreement (BTA) in November 2016 for transfer of business undertaking of manufacturing and selling of starch and its derivatives along with its two units, no interest has been charged on the basis of mutual agreement from October 01, 2016 on the outstanding loan.

Particulars	As at 31 March 2022	As at 31 March 2021
<b>2.9 (b) Trade payables</b>		
Trade payables		
Dues to Micro, Small and Medium Enterprises	—	—
Others	46.94	44.19
	<b>46.94</b>	<b>44.19</b>

Trade payable other than acceptances include certain dues to Micro and Small Enterprises, under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the company and the required disclosures are given below:

Particulars	For the year ended as at 31-Mar-22	31-Mar-21
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	—	—
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year	—	—
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	—	—
The amount of interest accrued and remaining unpaid at the -end of the year	—	—
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	—	—

## Notes to the financial statements for the period ended March 31, 2022 (Continued)

(₹ in Lakhs)

Outstanding from the due date of payment	Undisputed - Others	
Not due	—	—
Less than 6 Months	2.75	—
1-2 Years	—	11.23
2-3 Years	11.23	—
More than 3 Years	32.97	32.97
<b>Total</b>	<b>48.46</b>	<b>44.19</b>

Particulars	For the Year ended on 31 March 2022	For the Year ended on 31 March 2021
<b>2.9 (c) Other Current Liabilities</b>		
Advances from customers	—	—
Employee benefit liabilities	6.75	1.16
Statutory liabilities	2.95	1.38
Provision for expenses	3.90	—
	<b>13.60</b>	2.54
<b>2.10</b>		
<b>(a) Revenue from Operations</b>		
Sale of Products	—	—
Other operating revenues	—	—
Miscellaneous income	—	—
	—	—
<b>(b) Other income</b>		
Interest income - others	—	—
Miscellaneous income	—	—
Profit on Sale of Business	—	—
	—	—
<b>(c) Cost of materials consumed</b>		
Raw materials and packing materials consumed	—	—
Inventory of material at the beginning of the period	—	—
Purchases	—	—
Inventory of material at the end of the period	—	—
Inventory Transferred	—	—
	—	—

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### Notes to the financial statements for the period ended March 31, 2022 (Continued)

(₹ in Lakhs)

Particulars	For the Year ended on 31 March 2022	For the Year ended on 31 March 2021
<b>(d) Change in inventory of finished goods and work in progress</b>		
Finished goods	—	—
Work-in-progress	—	—
Less: Inventories at the end of the year	—	—
Finished goods	—	—
Work-in-progress	—	—
Increase/ (decrease) in stock	—	—
Increase/ (decrease) in excise duty due to closing inventory	—	—
Less: Transferred Stock	—	—
<b>Increase/ (decrease) in Inventories</b>	<b>—</b>	<b>—</b>
<b>(e) Employee benefits expenses</b>		
Salaries, wages and bonus	<b>26.60</b>	25.99
Contribution to provident fund and other funds (Refer note 12)	<b>2.47</b>	2.46
Staff welfare expenses	<b>0.02</b>	0.04
Directors' remuneration	—	—
	<b>29.09</b>	28.48
<b>(f) Finance costs</b>		
Interest expense	<b>0.03</b>	0.03
Bank charges	—	0.07
	<b>0.03</b>	0.10



## Gayatri BioOrganics Limited

### Notes to the financial statements for the period ended March 31, 2022 (Continued)

(₹ in Lakhs)

Particulars	For the Year ended on 31 March 2022	For the Year ended on 31 March 2021
<b>(g) Other expenses</b>		
Consumption of stores and spares		—
Power and fuel		—
Rent (Refer note 2.13)		—
Advertisement	<b>0.59</b>	—
Repairs		
- Plant and machinery	<b>0.10</b>	0.20
-Others	<b>0.28</b>	0.09
Rates and taxes	<b>0.13</b>	0.15
Insurance	<b>0.07</b>	—
Vehicle hire and maintenance	<b>0.74</b>	0.64
Travelling expenses	<b>0.14</b>	0.19
Contract labour charges	—	—
Legal and professional fees	<b>14.60</b>	8.85
Auditors Remuneration	<b>1.10</b>	3.73
Cash discount		—
Freight outward		—
Freight Inward		—
Commission		—
Directors sitting fee	<b>0.76</b>	0.88
Printing and stationery	<b>0.29</b>	0.48
Telephone and other communication expenses	<b>0.03</b>	0.02
Water expenses		—
Security expenses		—
Bad Debts written off		—
Miscellaneous expenses	<b>1.66</b>	5.92
	<b>20.49</b>	21.15

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### Notes to the financial statements for the period ended March 31, 2022 (Continued)

#### 2.11 Capital commitments and contingent liabilities

##### Reconciliation of opening and closing balances of the present value of the defined benefit obligation

##### Changes in the present value of defined benefit obligation

(₹ in Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
i. Estimated amount of contracts, net of advances, remaining to be executed on capital account and not provided for	—	—
ii. Contingent liabilities		
a. Customs and Sales Tax	<b>202.68</b>	202.68
b. Claim against The Company not acknowledged as debts	<b>197.14</b>	197.14
c. Excise Duty	<b>852.42</b>	852.42
d. Service Tax	—	—
iii. Agricultural Market Committee	<b>93.36</b>	93.36

The Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Company is contesting the above demand and the management including its tax advisors believes that its position will likely be upheld in the appellate process. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations. Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities.

**Notes to the financial statements for the period ended March 31, 2022 (Continued)**

**2.12 Employee benefits**

**Defined contribution Plan:**

The Company makes contributions, determined as a specified percentage of employee's salaries, in respect of qualifying employees towards provident fund which is defined contribution plans. The Company has no obligations other than the above to make specified contributions. The contributions are charged to the Statement of Profit and Loss. The amount recognised as an expense towards contribution to provident fund aggregated to ₹ 2.47 in lakhs (Previous year: ₹ 2.46 lakhs including employee state insurance).

**Defined benefit plan:**

The Company operates defined benefit plans that provide gratuity benefits to employees. The gratuity plan entitles an employee, who has rendered at least 5 years of continuous service to receive one-half month's basic salary for each year of completed service at the time of retirement/resignation/ termination of employment. But as the company has transferred all the employees as a condition of BTA, it has only employees recruited in the previous financial year with liability only as Provident Fund for Contribution plans and hence no defined benefit obligation in the financial year.

**Reconciliation of opening and closing balances of the present value of the defined benefit obligation**

**Changes in the present value of defined benefit obligation** (₹ in Lakhs)

Particulars	For the year ended 31-Mar-22	For the year ended 31-Mar-21		
Obligation at beginning of the year	—	—		
Current service cost	—	—		
Interest cost	—	—		
Past service cost	—	—		
Actuarial (gain)/ loss	—	—		
Benefits paid	—	—		
Transferred as a BTA	—	—		
<b>Obligation as at the end of the year</b>	<b>—</b>	<b>—</b>		
Current Portion	—	—		
Non- Current Portion	—	—		
<b>Expense recognised in the Statement of Profit and Loss</b>				
Current service cost	—	—		
Interest cost	—	—		
Expected return on plan assets	—	—		
Past service cost	—	—		
Net actuarial loss/(gain) recognised in the year	—	—		
<b>Amount in "Employee benefits expense"</b>	<b>—</b>	<b>—</b>		
<b>Amount recognised in balance sheet</b>				
<b>Particulars</b>	<b>As at 31-Mar-22</b>	<b>As at 31-Mar-21</b>	<b>As at 31-Mar-20</b>	<b>As at 31-Mar-21</b>
Present value of funded obligations	—	—	—	<b>321.88</b>
Fair value of plan assets	—	—	—	—
<b>Net liability</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>321.88</b>

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### Notes to the financial statements for the period ended March 31, 2022 (Continued)

#### Summary of actuarial assumptions

Particulars	For the year ended 31-Mar-22	For the year ended 31-Mar-21
Discount Rate (p.a.)	0.00%	0.00%
Salary escalation rate (p.a.)	0.00%	0.00%

**Discount rate:** The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

**Salary escalation rate:** The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

The Company does not have any plan assets.

#### Leave encashment :

The Company has recognized amount of ₹ NIL lakhs (previous year: ₹ Nil lakhs) as expense in the Statement of Profit and Loss in respect of compensated absences

#### 2.13 Leases

The Company has taken office facilities on lease under cancellable and non-cancellable operating lease arrangements. The total rental expenses under cancellable operating lease was NIL (previous year 0.00 lakhs) has been included under "Rent" in the Statement of Profit and Loss.

#### 2.14. Income tax expense

**Current tax:** Current tax provision for the year is ₹ Nil (previous year: ₹ Nil)

Particulars	As at 31-Mar-22	(₹ in Lakhs) As at 31-Mar-21
<b>Deferred tax liability</b>		
Excess of depreciation provided in accounts over depreciation allowable under income tax law	—	—
<b>Deferred tax asset</b>		
Business loss under income tax law	—	—
<b>Net</b>	—	—

Tax losses includes business losses, short term and long term capital loss that can be carried forward under Income Tax Act, 1961 up to eight assessment years immediately succeeding the assessment year for which the loss was first computed, including unabsorbed depreciation can be carried forward to indefinite period.

Deferred tax assets on carry forward unused tax losses have been recognised to the extent of deferred tax liabilities on taxable temporary differences available. It is expected that any reversals of the deferred tax liability would be offset against the reversal of the deferred tax asset.

**Notes to the financial statements for the period ended March 31, 2022 (Continued)**

**2.15. Earnings per share (EPS)**

Basic and diluted number of shares and Earnings per share is set out below: (₹ in Lakhs)

Particulars	For the year ended 31-Mar-22	For the year ended 31-Mar-21
Net profit/(Loss) for the year from continued operations (₹ in lakhs)	(49.61)	(49.74)
Net profit for calculation of basic earnings per share	(49.61)	(49.74)
Number of equity shares outstanding at the beginning of the year	78,788,142	78,788,142
Add: Equity shares issued during the year	—	—
Total number of equity shares outstanding at the end of the year	78,788,142	78,788,142
Weighted average number of equity shares outstanding during the year - (Basic and Diluted)	78,788,142	78,788,142
Earnings per share of par value ₹10 – Basic/Diluted	(0.06)	(0.06)

**2.16** The Company is incurred loss during the year and previous years. Hence, the Company does not required to contribute any amount towards contribution to Corporate Social Responsibility as per section 135 of Act.

**2.16 Related party transactions**

**A) Related parties**

**Key management personnel (KMP) represented on the Board of Directors**

1. Mr. P V Narayana Rao, Director
2. Mr. CH R Sesha Prasad, Director
3. Mr. V Murali, Director
4. Mr. C V RAYUDU
5. Mr. A Prabhakar Rao, CFO
6. Mrs. Sneha Mulralimanohar Bangad - Company Secretary

**B) Related parties with whom transactions have taken place during the year: (₹ in lakhs)**

Nature of transaction	For the year ended 31-Mar-22	For the year ended 31-Mar-21
<b>Sitting Fees Paid</b>		
T Sandeepkumar Reddy	—	—
T Sarita Reddy	—	—
P V Narayana Rao	0.40	0.32
CH R Sesha Prasad	0.40	0.32
V Murali	0.40	0.24
K Bhavani	0.08	—
<b>Managerial remuneration</b>		
C V Rayudu	16.62	16.82
A Prabhakar Rao	5.04	5.04
Sneha Mulralimanohar Bangad	2.55	2.40

**C) Balances payable to related parties are as follows:**

Nature of balance	For the year ended 31-Mar-22	For the year ended 31-Mar-21
<b>Unsecured loans</b>		
T Sandeep Kumar Reddy	170.16	170.16

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### Notes to the financial statements for the period ended March 31, 2022 (Continued)

#### 2.17 Financial instruments

(₹ in Lakhs)

Particulars	Fair value hierarchy			
	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			Level 1	Level 2
<b>31-Mar-22</b>				
<b>Financial Asset</b>				
Investments	0.15		0.15	
Trade receivables	48.46			48.46
Cash and cash Equivalents	—			—
Bank balances other Cash and Other Financial Assets	3.29 11.97			3.29 11.97
<b>Total</b>	<b>63.86</b>	<b>—</b>	<b>0.15</b>	<b>63.71</b>
<b>Financial Liability</b>				
Trade payables	46.94			46.94
Borrowings	3,340.35			3,340.35
<b>Total</b>	<b>3,387.29</b>	<b>—</b>	<b>—</b>	<b>3,387.29</b>
<b>31-Mar-21</b>				
<b>Financial Asset</b>				
Investments	0.15		0.15	
Trade receivables	44.86			48.46
Cash and Cash Equivalents	0.61			0.61
Bank balances other than Cash and Cash equivalents	43.15			43.15
Other Financial Assets	11.97			11.97
<b>Total</b>	<b>104.34</b>	<b>—</b>	<b>0.15</b>	<b>104.19</b>
<b>Financial Liability</b>				
Trade payables	44.19			44.19
Borrowings	3,340.35			3,340.35
<b>Total</b>	<b>3,384.54</b>	<b>—</b>	<b>—</b>	<b>3,384.54</b>

The management assessed that the fair values of financial assets approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. For financial assets and financial liabilities that are measured at fair value, the carrying amounts are equal to the fair value.

## Notes to the financial statements for the period ended March 31, 2022 (Continued)

### 2.18 Financial Risk Management Objectives and Strategy:

The Company pursuant to the shareholder approval has agreed to dispose substantial portion of the business undertaking and major financial assets and liabilities including related risks are pertaining to that business undertaking.

Pending various conditions precedent, the Company has presented revenues, expenses, assets and liabilities of the business undertaking as 'discontinuing operations' in accordance with Ind AS 105 – Non-current Assets Held for Sale and Discontinued Operations in the previous financial year and the transfer as per BTA is completed on August 14, 2019. The management believes that it is expected to remain in business post disposal of the business undertaking, hence it has prepared its financial statements without any modification in going concern assumptions.

Major risk belongs to the discontinued operations of the Company which are Credit risk and Liquidity risk etc.

**Credit Risk:** Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash and bank balances and trade receivables.

**Liquidity Risk:** Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company invests its surplus funds in various marketable securities and other financial instruments to ensure that the sufficient liquidity is available. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company requires funds both for short-term operational needs as well as for long-term investment programmes mainly in growth projects.

### 2.19 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital as well as level of dividend on its equity shares. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder's value.

No changes were made in the objectives, policies or processes for managing capital during the current period.

### 2.20. Additional Regulatory Information as required by Schedule III of the Companies Act, 2013:

- i. No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- ii. The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of Current Assets.
- iii. During the current financial year, to the best knowledge of the company, it didn't have any relationship with Struck-off Companies.
- iv. The Company has no Charges or Satisfaction yet to be registered with the Registrar of Companies beyond the statutory period.
- v. The Company has not made any investment and do not have subsidiaries, therefore clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, is not applicable.
- vi. The Company has not entered into any Scheme of Arrangement in terms of sections 230 to 237 of the Companies Act, 2013. Hence there will be no accounting impact on the current or previous financial year.
- vii. There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- viii. The Company has not traded or invested in Crypto Currency or Virtual Currency during the current or previous year.
- ix. The Company has not revalued its property, plant, and equipment during the current or previous year.

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### Notes to the financial statements for the period ended March 31, 2022 (Continued)

- x. The provisions of Corporate Social Responsibility Under Section 135 of Companies Act 2013 are not applicable to the Company.
- xi. The Company does not have any Immovable Properties where title deeds are not held in the name of the Company.
- xii. The Company has not raised any funds through the Issue of Securities during the current or previous year.

#### 2.21. CIF value of imports

There are no imports made during the current year and previous year.

#### 2.22. Expenditure in foreign currency

There is no expenditure in foreign currency in current year and previous year.

#### 2.23. Earnings in foreign currency

Particulars	31st March 2022	31st March 2021
Exports on FOB basis	—	—
Total	—	—

#### 2.24 Ratios

Particulars	31st March 2022	31st March 2021	% Change
Current Ratio (Total current assets /Total current liabilities)	0.06	0.07	-14.29%
Debt-Equity Ratio, (Total Gross Debt/Average shareholder's)	-1.05	-1.06	-0.94%
Debt Service Coverage Ratio, (Earnings for Debt service (Profit after tax + Finance cost + Depreciation and amortisation + Other non-cash expenditure)/ Debt service = (interest + Principal Repayments)	NA	NA	NA
Return on Equity Ratio, (Profit after tax)/(Average shareholder's equity)	-0.01	-0.01	0.00%
Inventory turnover ratio, (Average inventory * 365)/(Total revenue from operations)"	NA	NA	NA
Trade Receivables turnover ratio, (Average trade receivables * 365)/ (Total revenue from operations)	NA	NA	NA
Trade payables turnover ratio, (Average trade payables * 365)/(Cost of materials and services consumed or used)	NA	NA	NA
Net capital turnover ratio, (Average working capital = Current assets (-) Current liabilities *365)/(Total revenue from operations)	NA	NA	NA
Net profit ratio, (Profit after tax)/(Total revenue from operations)	NA	NA	NA
Return on Capital employed, (Earnings before interest and taxes)/Average Capital employed Capital employed = Total equity + Borrowings	-	-	NA
Return on investment. "(Income generated from investments)/(Time-weighted average investments in mutual funds)	NA	NA	NA



## Notes to the financial statements for the period ended March 31, 2022 (Continued)

- 2.25. Balances in the accounts of various parties appearing in these statements are subject to confirmations and reconciliations.
- 2.26. Figures for the previous year have been regrouped / rearranged, wherever necessary, to conform to current year's classification.

As per our report of even date attached  
**For N G RAO & ASSOCIATES**  
Chartered Accountants

For Gayatri BioOrganics Limited

**G. Nageswara Rao**  
*Partner*

**T.V. Sandeep Kumar Reddy**  
*Chairman*  
*DIN : 00005573*

**C.V. Rayudu**  
*Director*  
*DIN : 03536579*

**Sneha Muralimanohar Bangad**  
*Company Secretary*

Place: Hyderabad  
Date: 12<sup>th</sup> April, 2022.