

# MINUTES BOOK

MINUTES OF THE PROCEEDINGS HELD ON TUESDAY, 21<sup>st</sup> JUNE, 2016 AT THE REGISTERED OFFICE OF M/S GAYATRI BIOORGANICS LIMITED AT 6-3-1090, B-3, 'B' Block THIRD FLOOR, TSR TOWERS, RAJ BHAVAN ROAD, SOMAJIGUDA, HYDERABAD RELATING TO THE DECLARATION OF THE RESULT OF THE POSTAL BALLOT CONDUCTED PURSUANT TO SEC.110 OF THE COMPANIE ACT 2013, ON THE RESOLUTION AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 7<sup>th</sup> MAY, 2016.

## BACKGROUND:

The Postal Ballot Notice dated 7<sup>th</sup> May, 2016 pursuant to Sec.110 of the Companies Act, 2013 for passing the following Special Resolution by postal ballot were dispatched to the Members of the Company by 21<sup>st</sup> May, 2016

1. Slump Sale of "Unit-II" of the Company situated at Balabadrapuram Village, Biccavole Mandal, East Godavari District, Andhra Pradesh

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Listing Agreement entered with Stock Exchange and subject to such approvals and permissions as may be required from governmental, regulatory or judicial authority including requisite approvals as may be required from the lenders and other authorities if any, Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board") to sell, lease, transfer, assign or otherwise dispose of the "Unit-II of the Company situated at Balabadrapuram Village, Biccavole Mandal, East Godavari District, Andhra Pradesh- 533 343" with related assets and liabilities (as identified) on Slump Sale basis ( as defined under the Income Tax Act,1961) or otherwise to a Prospective buyer(s) (to be identified by the Board) as a going concern for a lump sum cash consideration as agreed between the Board and the Prospective buyer(s) on such terms and conditions with effect from such date and such manner as the Board think fit and proper."

CHAIRMAN'S INITIALS

e.v. Ramesh

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“RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government/Quasi Government authorities, lenders, Financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director of the Company to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

The Board of Directors at its meeting held on 7<sup>th</sup> May, 2016 has appointed Mr. Harinath Punna, a Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process and e-voting in a fair and transparent manner and to scrutinize the e-voting result and Postal ballot forms received from the Members. The Postal Ballot Forms and the self addressed business reply envelopes were also sent for use of members. The shareholders were requested to send the postal ballot forms duly completed along with the assent (for) or dissent (against) so as to reach the scrutinizer on or before 19<sup>th</sup> June, 2016.

CHAIRMAN'S INITIALS

e. v. Ramyada

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After due scrutiny of all the Postal Ballot Forms and e-voting result received by Mr. Harinath Punna, up to the close of working hours of 19<sup>th</sup> June, 2016 (being last date fixed for e-voting and return of the postal ballot duly filled in by the Members)

Shri C.V.Rayudu, Whole Time Director of the Company, on the basis of the Scrutinizer's report announced the following result.

Special Resolution: Section 180 (1) (a) to sell, lease, transfer, assign or otherwise dispose of the of "Unit-II" of the Company situated at Balabadrapuram Village, Biccavole Mandal, East Godavari District, Andhra Pradesh.

## VOTED IN FAVOUR OF THE RESOLUTION:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
61	36900967	99.99

## VOTED AGAINST THE RESOLUTION:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast
3	800	0.01

## INVALID VOTES:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
2	300

The Special Resolution as proposed in the Postal Ballot dated 7<sup>th</sup> May, 2016 is passed with the requisite majority.

Date: 21.06.2016  
Place: Hyderabad

*C.V. Rayudu*  
For Gayatri BioOrganics Limited  
C.V.Rayudu

CHAIRMAN'S INITIALS

*C.V. Rayudu*