



Gayatri BioOrganics Limited

CIN: L24110TG1991PLC013512

Regd. Office : # 6-3-1090, B-3, 'B' Block, Third Floor, TSR Towers,
Rajbhavan Road, Somajiguda, Hyderabad-500 082.

E-mail: info@gayatribioorganics.com website: www.gayatribioorganics.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolution in relation to Slump sale of Unit-II of the Company situated at Balabadrapuram Village, Biccavole Mandal, East Godavari District, Andhra Pradesh - 533 343 is proposed to be passed by the Members through postal ballot / electronic voting (remote e-voting).

The proposed resolution along with the explanatory statement setting out the material facts and reasons there to is appended herewith and a Postal Ballot Form (the Form) is enclosed for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Harinath Punna, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot process and e-voting in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form and return the same duly completed. The duly completed Form should reach the Scrutinizer not later than 17:00 Hours (IST) on 19th June, 2016 (Sunday).

Members desiring to opt for remote e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballot forms and votes cast through remote e-voting. The result of postal ballot (including remote e-voting) shall be declared on or before 22nd June, 2016 (Wednesday) and communicated to the Stock Exchange, the depositories and the Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.gayatribioorganics.com

SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT FOR SLUMP SALE OF "UNIT-II" OF THE COMPANY SITUATED AT BALABADRAPURAM VILLAGE, BICCAVOLE MANDAL, EAST GODAVARI DISTRICT, ANDHRA PRADESH

To consider and if thought fit, to pass the following Resolution as a Special Resolution

"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."

"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."

By Order of the Board
For Gayatri BioOrganics Limited

T. Sandeep Kumar Reddy
Chairman

Date : 07.05.2016

Place : Hyderabad

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) on 13.05.2016. Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners (received from the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on 13.05.2016 will be considered for the purpose of voting.
3. Corporate and institutional members shall be entitled to vote through their authorized representative with proof of their authorization as stated in the instructions for e-voting
4. The Board has appointed Mr. Harinath Punna, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot / remote e-voting process in a fair and transparent manner.
- 5.. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper having national wide circulation and at least 1 (one) Telugu newspaper, having circulation in Hyderabad and published on the Company website.
6. As per the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self addressed Business Reply Envelope.
7. In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014(including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
8. Members can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this notice.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to info@gayatribioorganics.com. The Registrar and Transfer Agent of the Company / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
10. A Member cannot exercise his/her vote by proxy on postal ballot.

11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 Hours (IST) on 19th, June, 2016 (Sunday).

The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self addressed Business Reply Envelope.

12. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours (IST) on 19th, June, 2016 (Sunday) to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
13. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
14. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
15. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 22nd June, 2016 (Wednesday) at the registered office of the Company and will also be displayed on the website of the Company (www.gayatribioorganics.com).
16. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 19th, June, 2016.

17. REMOTE E-VOTING

The business set out in the notice may be transacted through electronic voting system and the Company is providing facility for voting electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to provide remote e-voting facility as an alternate to its members to cast their votes electronically on the resolution set forth in the Notice of Postal Ballot. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility.

The members whose name appear in the Register of Members /List of Beneficial owners as on 13.05.2016 (cut-off date), are entitled to vote on the resolution set forth in this Notice.

The remote e-voting period will commence on 21.05.2016 (9:00 hrs) and will end on 19.06.2016 (17:00 hrs). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter, Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The Company has appointed Mr. Harinath Punna, Practicing Company Secretary, to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure for remote e-voting given hereunder.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

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

- During the voting period, the shareholders can visit the e-Voting website www.evotingindia.com and select the relevant EVSN / Company for voting.
- The shareholders can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- After logging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Physical shareholders will have to login with the DOB and Bank details for every voting.
- Security holders have to then select the EVSN for which they desire to vote.
- Security holders can then cast their vote on the resolutions available for voting.
- Security holders can also view the resolution details on the e-Voting website.
- Once the security holder casts the vote, the system will not allow modification of the same.
- During the voting period, security holders can login any number of times till they have voted on all the resolutions. However, once the security holder has voted on a resolution he/she would not be able to vote for the same resolution but, only view the voting.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- The voting rights of the shareholders shall be in proportion to the shares held by them, of the paid-up equity share capital of the company as on the cut-off date of 13.05.2016. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Gayatri BioOrganics Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy of Postal Ballot Notice by post (for members whose e-mail ids are not registered with the Depositories/Registrars):

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 21.05.2016, 9.00 a.m. and ends on 19.06.2016, 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13.05.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The Company operates through Production of starch and other Bi-products deriving from Corn.

The management has carried out a comprehensive review of the business operations of the Company and is of the view that the same (i) is in need of funds; (ii) needs to improve its operating efficiency; and (iii) reduce its high interest cost due to debt burden.

The Company, interalia, operates from "Unit-II located at Balabadrapuram Village, Biccavole Mandal, East Godavari District, Andhra Pradesh- 533 343". The starch Business is operating under challenging environment due to various factors such as High cost of raw material / supplies, economic slowdown and its adverse impact on Indian Starch Industry and most importantly high interest cost. These factors are adversely affecting the performance of the Company, with a view to focus and improve the efficiency of business the Company's Board of Directors, after evaluating the feasibility of various options, have decided to recommend for your approval to sell, lease, transfer, assign or otherwise dispose of "Unit-II located at Balabadrapuram Village, Biccavole Mandal, East Godavari District, Andhra Pradesh- 533 343" with related assets and liabilities, (as identified) on a going concern basis by way of slump sale or otherwise.

Section 180(1)(a) of the Companies Act, 2013 ('the Act') provides that the Board of Directors of a company shall not except with the consent of the Members by way of a special resolution through postal ballot, sell, lease, transfer, assign or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company. Explanation (i) to Section 180(1) (a) of the Act provides that the expression "undertaking" for the purpose of Section 180(1) (a) of the Act shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Since the proposed transfer of "Unit-II situated at Balabadrapuram Village, Biccavole Mandal, East Godavari District, Andhra Pradesh- 533 343" by way of a slump sale as going concern exceeds the specified limits mentioned above, the resolution in the accompanying notice is proposed to seek Members' approval through special resolution.

The Company will also obtain the Valuation Report and any other approvals, consents and permissions, as may be required for this transaction.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors / Key Managerial Personnel/Managers of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding / directorship, if any.

By Order of the Board
For Gayatri BioOrganics Limited

Date : 07.05.2016
Place : Hyderabad

T. Sandeep Kumar Reddy
Chairman



Gayatri BioOrganics Limited

Regd. Office : # 6-3-1090, B-3, 'B' Block, Third Floor, TSR Towers,
Rajbhavan Road, Somajiguda, Hyderabad-500 082.

GAYATRI

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

1. Name(s) of Shareholder(s) : Serial No :
Including Joint-holder(s) if any
2. Registered Address of Sole / :
First Named Shareholder
3. Registered Folio No. :
DPID No. & Client ID No*
(*Applicable to shareholders holding
shares in dematerialized form)
4. No. of Shares held :
5. I/We hereby exercise my / our vote in the Special resolution to be passed through postal ballot in connection with the business stated in the Postal Ballot Notice of the Company by recording my / our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below :

Sl. No.	Description	No. of Shares	I/We hereby ASSENT to the Resolution (FOR)	I/We hereby DISSENT to the Resolution (AGAINST)
1.	Sale of Unit-II of the Company situated at Balabadrapuram Village, Biccavole Mandal, East Godavari District, Andhra Pradesh			

Date :

Place :

Signature of the Shareholder/ Authorized Representative

1. Last date for receipt of postal ballot form is 19.06.2016 (17:00 hrs)

2. Please read the instructions printed overleaf carefully before filling this form

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Shareholder will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his /her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column 'I here by assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I here by dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a) Unsigned Postal Ballot Forms will be rejected;
 - b) If the Member's signature does not tally;
 - c) if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d) if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 19.06.2016 (17:00 hrs) If any Postal Ballot Form is received after this date and time, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney/attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/ Power of Attorney, along with attested specimen signatures, should be deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. The Scrutinizer's decision on the validity of the postal ballot shall be final.
13. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.