

MINUTES BOOK

MINUTES OF THE 22nd ANNUAL GENERAL MEETING OF MEMBERS OF GAYATRI BIOORGANICS LIMITED HELD ON FRIDAY, 27TH SEPTEMBER, 2013 AT 10.00 A.M. AT: "KLN PRASAD AUDITORIUM" FAPCCI BUILDING, FEDERATION HOUSE, 11-6-841, RED HILLS, HYDERABAD- 500 004.

PRESENT:

Sri. P. Maruthi Babu	:	Director
Sri. C.V. Rayudu	:	Whole Time Director
Sri. T.R. Rajagopalan	:	Director
Sri. T.G. Pandya	:	Director

IN ATTENDANCE:

Sri. Prasanna Kumar	:	Representative – Statutory Auditor
Sri. S. Narasappa	:	Company Secretary
Sri P.V. Narayana Rao	:	General Manager (Finance)

MEMBERS PRESENT:

IN PERSON: 92

AS PROXY: 6

In the absence of Sri. T. Sandeep Kumar Reddy, Chairman of the Company, the Members requested Sri P. Maruthi Babu, Audit Committee Chairman to act as Chairman of the meeting. He took the Chair at 10.00 A.M. and commenced the proceedings, after ascertaining that the requisite quorum is present.

He extended warm welcome to the members and directors present at the meeting and with the permission of the members, the Notice for convening the meeting and Directors Report was taken as read.

He further requested the Statutory Auditors to read their Audit Report for the Financial Year ended 31st March, 2013 and with the permission of the members the same was taken as read.

He further, informed the members that the Register of Members, Directors Shareholding etc. of the Company are open for inspection to the members during the meeting. He then invited queries from the members.

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After replying to the queries raised by the members to their satisfaction, he then proceeded with the items of business as follows:

ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL ACCOUNTS, AUDITOR'S RPEORT AND DIRECTOR'S REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2013

The Chairman requested the members to propose and second the following resolution.

The following resolution was passed unanimously which was proposed by **Mr. Shaujath Ali** and seconded by **Mr.Ramesh Shanker Golla**

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2013 and the Statement of Profit & Loss Account for the year ended 31st March, 2013 on that date together with notes appended thereto with report of the Directors' and Auditors of the Company be and are hereby considered, adopted and approved."

2. RE-APPOINTMENT OF SRI. T.G. PANDYA AS DIRECTOR

The Chairman informed the members that Sri. T.G. Pandya, retires by rotation at this Annual General Meeting and being eligible offer himself for re-appointment.

The Chairman requested the members to propose and second the following resolution.

The following resolution was passed unanimously which was proposed by **Mr.L.Srinivasu** and seconded by **Mr.Ramesh Shanker Golla**

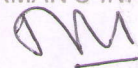
"RESOLVED THAT pursuant to the provisions of Section 256 and all other applicable provisions, if any, contained under the Companies Act, 1956 **Sri. T.G. Pandya** be and is hereby appointed as a Director of the Company whose period of office is liable to retirement by rotation."

3.RE-APPOINTMENT OF SRI. P.MARUTHI BABU AS DIRECTOR

The Chairman informed the members that Sri. P.Maruthi Babu retires by rotation at this Annual General Meeting and being eligible offer himself for reappointment.

The Chairman requested the members to propose and second the following resolution.

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The following resolution was passed unanimously which was proposed by **Mr.Praful Chavda** and seconded by **Mr.Ramesh Shanker Golla**

"RESOLVED THAT pursuant to the provisions of Section 256 and all other applicable provisions, if any, contained under the Companies Act, 1956, **Sri. P.Maruthi Babu** be and is hereby appointed as a Director of the Company whose period of office is liable to retirement by rotation."

4.RE-APPOINTMENT OF SRI. T. SANDEEP KUMAR REDDY AS DIRECTOR

The Chairman informed the members that Sri. T. Sandeep Kumar Reddy, retires by rotation at this Annual General Meeting and being eligible offered herself for reappointment.

The Chairman requested the members to propose and second the following resolution.

The following resolution was passed unanimously which was proposed by **Mr.M.A. Quayyum** and seconded by **Mr.L.Srinivasu**.

"RESOLVED THAT pursuant to the provisions of Section 256 and all other applicable provisions, if any, contained under the Companies Act, 1956, **Sri. T. Sandeep Kumar Reddy**, be and is hereby appointed as a Director of the Company whose period of office is liable to retirement by rotation."

5. APPOINTMENT OF AUDITORS OF THE COMPANY

Chairman invited the attention of the Members to the Resolution proposing the Appointment M/s. M. Bhaskara Rao & Co, Chartered Accountants, Hyderabad in place of retiring Statutory Auditors of the Company.

The Chairman requested the members to propose and second the following resolution.

The following resolution was passed unanimously which was proposed by **Mr.M.A. Quayyum** and seconded by **Mr.L.Srinivasu**.

"RESOLVED THAT pursuant to the provisions of Section 225 and other applicable provisions of the Companies Act, 1956, if any M/s. M. Bhaskara Rao & Co, Chartered Accountants, Hyderabad with Firm Registration No.000459S, 5-D, Fifth Floor, 6-3-652, Kautilya Apartment, Raj Bhavan Quarters Colony, Somajiguda, Hyderabad, AP 500082 be and are hereby appointed as Statutory Auditors of the Company in the place of the retiring Statutory Auditors M/s BSR and Co, Chartered Accountants, Hyderabad to hold office from the conclusion of this

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meeting till the conclusion of the next Annual General Meeting of the Company and that the Board of Directors be and are hereby authorized to fix their remuneration”

VOTE OF THANKS

The meeting concluded with a vote of thanks to the Chairman, the Directors, and the members.

PLACE: HYDERABAD

DATE: 27.09.2013



P. MARUTHI BABU
CHIARMAN

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