

MINUTES BOOK

GAYATRI BIOORGANICS LIMITED

MINUTES OF THE PROCEEDINGS HELD ON WEDNESDAY, 2ND APRIL, 2014 AT THE REGISTERED OFFICE OF THE GAYATRI BIO ORGANICS 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.192A OF THE COMPANIE ACT 1956, ON THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 14TH FEBRUARY, 2014.

BACKGROUND:

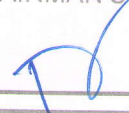
The Postal Ballot Notice dated 14th February, 2014 pursuant to Sec.192A of the Companies Act, 1956 for passing the following Special Resolutions by postal ballot were dispatched to the Members of the Company by 28th February, 2014

The Board Of Directors at its meeting held on 14th February, 2014 has appointed Mr. Karra SVS Sastry, a Practicing Company Secretary as the Scrutinizer to scrutinize the completed ballot forms received from the Members and for conducting the postal ballot process in a fair and transparent manner. 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 31st March, 2014.

After due scrutiny of all the Postal Ballot Forms received by Mr. Karra SVS Sastry up to the close of working hours of 31ST March,2014 (being last date fixed for return of the postal ballot duly filled in by the Members) Mr. Karra SVS Sastry , has submitted his report on 2nd April,2014.

Shri T. Sandeep Kumar Reddy, Chairman of the Company, on the basis of the Scrutinizer's report announced the following item wise results of the Postal Ballot.

CHAIRMAN'S INITIALS



MINUTES BOOK

Item No.1: Borrowing Powers in excess of paid-up capital and free reserves u/s 180 (1) (c) of the Companies Act, 2013 : - approved by way of Special Resolution

Particulars	No. of Postal Ballot forms	No. of Shares (Rs.10/-) each	% of Total Paid Up Equity Capital
Total Postal Ballot forms received	80	26050057	51.15
Less: Invalid Postal Ballot forms	3	3818	0.01
Net Valid Postal Ballot forms	77	26046239	51.14
Postal Ballot forms with Assent for Resolution	64	26044012	99.99*
Postal Ballot forms with Dissent for Resolution	13	2227	0.01*

* As a percentage of net valid shares polled

The Chairman stated that the votes cast "FOR" the resolution were above 99.99% and the total votes polled and consequently the special resolution as mentioned in the Item No: 1 of Notice of the Postal Ballot dated 14th February, 2014 has been approved by the Members with the requisite majority and directed that the resolution be recorded in the Minutes book for recording the proceedings of the General Meetings of the Members.

The Resolutions duly approved by the Members are as under:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and any other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to borrow any sum or sums of monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed shall not at any time exceed Rs.100 Crores (Rupees One Hundred Crores Only)."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take decisions for the requirement of the funds and to make borrowings of the required amount within the above ceiling from any bank and financial institution and to negotiate, settle and finalize all terms and conditions for the borrowings and to offer and provide security and to create/extend charges on the assets of the company as the Board of Directors may consider appropriate in the interest of the Company."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the company and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

CHAIRMAN'S INITIALS

MINUTES BOOK

Item No.2: Creating mortgage/charge on the assets of the Company u/s 180 (1) (a) of the Companies Act, 2013- approved by way of Special Resolution

Particulars	No. of Postal Ballot forms	No. of Shares (Rs.10/-) each	% of Total Paid Up Equity Capital
Total Postal Ballot forms received	80	26050057	51.15
Less: Invalid Postal Ballot forms	5	4018	0.01
Net Valid Postal Ballot forms	75	26046039	51.14
Postal Ballot forms with Assent for Resolution	63	26043512	99.99*
Postal Ballot forms with Dissent for Resolution	12	2527	0.01*

* As a percentage of net valid shares polled

The Chairman stated that the votes cast "FOR" the resolution were above 99.99% and the total votes polled and consequently the special resolution as mentioned in the Item No: 2 of Notice of the Postal Ballot dated 14th February, 2014 has been approved by the Members with the requisite majority and directed that the resolution be recorded in the Minutes book for recording the proceedings of the General Meetings of the Members.

The Resolutions duly approved by the Members are as under:

"RESOLVED THAT in pursuance of the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013, Consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted /to be constituted to exercise its powers) to create mortgage(s) and/or charge(s) and/or hypothecation(s) in addition to the mortgage(s)/charge(s)/hypothecation(s) created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on ,all or any of the movable and/or immovable properties and assets of all kinds of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the Financial Institution(s)/Banks/ Lender(s)/Agent(s) and Trust(s)/Trustee(s) for securing the borrowings availed/to be availed by the Company, by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/ partly Convertible Bonds/Debentures/Warrants and/or Non Convertible Debentures or other debt instruments) issued/to be issued by the Company from time to time, subject to the limits approved under Section 180 (1) (c) of the Companies Act, 2013, together with interest, premium (if any) on redemption; all other costs, charges and expenses and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trust(s)/Trustee(s), in respect of the said loans/borrowings/bonds/debentures/warrants and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or committee thereof and the Lender(s)/Agent(s) and Trust(s)/Trustee(s)."

CHAIRMAN'S INITIALS

MINUTES BOOK

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for creating the aforesaid mortgage(s)/charge(s)/hypothecation(s) as it may in its absolute discretion deem necessary or expedient for such purpose and for giving effect to the above Resolution."

Date: 02.04.2014
Place: Hyderabad

T. Sandeep Kumar Reddy
Chairman

CHAIRMAN'S INITIALS