



## **Gayatri BioOrganics Limited**

*(Formerly Gayatri Starchkem Limited)*

CIN: L24110TG1991PLC013512

**28<sup>th</sup> Annual Report 2018 - 19**

## **28<sup>th</sup> Annual General Meeting**

**Day : Monday**

**Date : 30<sup>th</sup> September, 2019**

**Time : 4.00 P.M.**

**Venue :** "KLN Prasad Auditorium"  
The Federation of Telangana Chambers of  
Commerce and Industry  
(FTCCI), Federation House, 11-6-841,  
Red Hills, P.B.14, Hyderabad - 500 004

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**COMPANY INFORMATION**

**CIN: L24110TG1991PLC013512**

**Sri T.V. Sandeep Kumar Reddy**

**Sri C.V. Rayudu**

**Smt. T. Sarita Reddy**

**Sri T.G. Pandya**

(Resigned on 12th July, 2019)

**Sri J. N. Karamchetti**

**Sri T. R. Rajagopalan**

(Resigned on 12th July, 2019)

**Sri P.V. Narayana Rao**

(Appointed on 30th May 2019)

**Sri Ch. Ramachandra Seshaprasad**

(Appointed on 30th May 2019)

Chairman (DIN:00005573)

Executive Director (DIN : 03536579)

Non Executive Director (DIN: 00017122)

Non Executive Independent Director (DIN :07378105)

Non Executive Independent Director (DIN : 00940963)

Non Executive Independent Director (DIN :08490735)

Additional Non Executive Independent Director  
(DIN :07378105)

Additional Non Executive Independent Director  
(DIN : 08490735)

**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), 2nd Floor  
ChinnaBalreddy Building, Adjacent Lane  
To ITC Kakatiya Hotel, Begumpet, Hyderabad-500016  
Email:nageswararao207@gmail.com  
nageswararaog@rediffmail.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 & INVESTOR  
RELATION DEPT :**

B3, 3<sup>rd</sup> Floor, 6-3-1090, Rajbhavan Road,  
Somajiguda, Hyderabad - 500 082.  
Ph: 040-66100111, Fax: 040-66100333  
E-mail: info@ gayatribioorganics.com

**FACTORY :**

- 1) NH-9, Nandikandi Village, Sadasivapet Mandal,  
Medak District, Telangana – 502 306.
- 2) Balabhadrapuram Village, Biccavole Mandal,  
East Godavari District, Andhra Pradesh – 533 343.

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### NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the members of GayatriBioOrganics Limited will be held at the "KLN Prasad Auditorium" The Federation of Telangana Chambers of Commerce and Industry (FTCCI), Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad - 500 004 on Monday, 30th day of September, 2019 at 4.00 P.M to transact the following business:

#### ORDINARY BUSINESS:

1. To receive consider, approve and adopt the Audited Financial Statements at 31st March, 2019 and the Report of Directors' and the Auditors thereon.
2. To appoint a Director in place of Smt. T. Sarita Reddy (DIN:00017122), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

**3. Regularization of Appointment of Sri P. Venkata Narayana Rao (DIN: 07378105) as an Independent Non Executive Director:-**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Sri P. Venkata Narayana Rao (DIN: 07378105), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from May 30th 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors be and are hereby authorised 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. Regularization of Appointment of Sri. Ramachandra Seshaprasad.CH (DIN : 08490735) as an Independent Non Executive Director:-**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Sri. Ramachandra Seshaprasad. CH (DIN : 08490735), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from May 30th 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as

provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors be and are hereby authorised 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."

**By Order of the Board**

Place: Hyderabad  
Date: 14.08.2019

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

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### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxy Forms in order to be effective must be received at the company's registered office not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
4. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. The Register of Members and the Share Transfer Books will remain closed from Tuesday 24th September, 2019 to Monday 30th September, 2019 (both days inclusive).
6. The Members are requested to intimate immediately any change in their address to the Company at the Registered Office or M/s Venture Capital and Corporate Investments Private Limited, #12-10-167, Bharat Nagar, Hyderabad 500018.
7. Members desiring any information as regards the Accounts are requested to write to the Company not less than seven days before the date of the meeting to enable the Management to keep the information ready at the meeting.
8. Members / Proxies are requested to bring their Annual Report to the meeting and the attendance slip duly filled in for attending the meeting. Copies of Annual Reports will not be provided at the meeting.
9. Members having physical shares are requested to notify immediately changes, if any, in their addresses to the Company, duly quoting their folio number. However, members holding shares in demat mode are requested to approach their respective Depository Participants for updating the change of address.
10. The annual report for the financial year 2018-19 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The annual report is also available on our website, i.e. [www.gayatribioorganics.com](http://www.gayatribioorganics.com). The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2018-19, free of cost, upon sending a request to the Company Secretary at #6-3-1090, B-Block, 3rd Floor, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500 082.
11. The Company is providing an opportunity to its member to register their e-mail address and changes therein and such request shall be made by only those members who have not get their e-mail ID's recorded as to update a fresh e-mail ID and not from the members whose e-mail IDs are already registered.
12. The Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015 requires a listed Company to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions to be passed at General Meetings. The Company is pleased to offer remote e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically.  
  
In case a Member desires to exercise his vote by using remote e-voting facility then he has to carefully follow the instructions as given for E-Voting. He can use the facility and log in any number of times till he has voted on the Resolution or till the end of the voting period whichever is earlier.
13. S.V. Krishna Reddy, Practicing Company Secretary (Membership No.53083) has been appointed by the Board as Scrutinizer for the purpose of ascertaining the requisite majority for all the businesses in a fair and transparent manner.
14. Since remote e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, voting by show of hands will not be allowed in the meeting.

15. After all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for remote e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed.
16. Members who have not casted their vote through remote e-voting will be allowed to vote at AGM through polling. The members who have once casted remote e-vote on a resolution will not be allowed to modify it subsequently or vote on such resolution on poll at the Annual General Meeting. However, they can attend the meeting and participate in the discussions, if any. If any member casts vote again, remote e-vote casted by him shall be considered.
17. The results declared along with the scrutinizer's report shall be placed on the website of the company.
18. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profiles of Directors including those proposed to be appointed or re-appointed are annexed to this notice. (Annexure:1)
19. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special businesses is annexed hereto.

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### 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 P. Venkata Narayana Rao (DIN:07378105) as an Independent Director**

1	Name	VENKATA NARAYANA RAO PALURI
2	Date of Birth	15/05/1960
3	Date of Appointment	30.05.2019
4	Qualifications	Chartered Accountant
5	Expertise in specific functional Area	Practicing chartered accountant with thorough exposure to manufacturing, Banking infra and other key sectors
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	0
9	Relationship between Directors inter-se	nil

#### **Regularization of Sri. Ramachandra Seshaprasad.CH (DIN : 08490735) as an Independent Director**

1	Name	Ramachandra Seshaprasad.Ch
2	Date of Birth	28.01.1950
3	Date of Appointment	30.05.2019
4	Qualifications	B.COM, PG IN LL&PM
5	Expertise in specific functional Area	Expert in HR & 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	0
9	Relationship between Directors inter-se	nil

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

Place: Hyderabad  
Date: 14.08.2019

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



**ELECTRONIC VOTING PARTICULARS**

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 28th Annual General Meeting to be held on Monday 30th September, 2019 at 4.00 P. M. The Company has engaged the services of Central Depository Services (India) Limited i.e CDSL to provide the E-Voting facility.

The E-Voting facility is available at the link <https://evotingindia.com>

The period of E-voting is set out below:

<b>Commencement of e-Voting</b>	<b>End of e-Voting</b>
<b>27<sup>th</sup> September, 2019 (9.00 a.m)</b>	<b>29<sup>th</sup> September, 2019 (5.00 p.m)</b>

**VOTING THROUGH ELECTRONIC MEANS****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](http://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 members of the Company, holding shares either in physical form or in dematerialized form, as on 23.09.2019, being the cut off date, may cast their vote electronically.

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.cdslevotingindia.com](http://www.cdslevotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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 voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

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	For Members holding shares in Demat Form and Physical Form
PAN*	<ul style="list-style-type: none"> <li>◆ Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>◆ 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.</li> <li>◆ 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.</li> </ul>
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 GayatriBioOrganics 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](mailto: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](mailto: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:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Friday 27th September, 2019 at 9.00 A.M and ends on Sunday 29th September 2019 at 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 23rd September, 2019, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).