



Gayatri BioOrganics Limited

(Formerly Gayatri Starchkem Limited)

CIN: L24110TG1991PLC013512

31st Annual Report 2021- 22

31st Annual General Meeting

Day : Tuesday

Date : 27th September, 2022

Time : 12.00 noon

Venue : 31st Annual General Meeting of the Members of GAYATRI BIOORGANICS LIMITED (the 'Company') will be held through Video Conferencing in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020.

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COMPANY INFORMATION

CIN: L24110TG1991PLC013512

Sri T.V. Sandeep Kumar Reddy	Chairman & Non-Executive Director	(DIN : 00005573)
Sri C.V. Rayudu	WholeTime Director	(DIN : 03536579)
	(Resigned on 14 th July, 2022)	
Sri P. V. Narayana Rao	Independent Director	(DIN : 07378105)
Sri Ch.R.Seshaprasad	Independent Director	(DIN : 08490735)
Sri Murali Vittala	Independent Director	(DIN : 08688453)
Smt. K.Bhavani	Non Independent & Non-Executive Director	(DIN : 07958296)
	(Resigned on 25th August, 2022)	
Smt. Meenakshi Ramachnd Sachdeva	Non Independent & Non-Executive Director	(DIN : 09715062)
	(Appointed on 25th August, 2022)	
Sri Sreedhara Reddy Kanaparthi	Whole Time Director	(DIN : 09608890)
	(Appointed on 14th July, 2022)	

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
Chinna Balreddy Building, Adjacent Lane
To ITC Kakatiya Hotel, Begumpet, Hyderabad-500016
Email:nageswararao207@gmail.com
nageswararaog@rediffmail.com

INTERNAL AUDITOR :

VAS & CO.,
Chartered Accountants,
Office : 5-2-392/5, Hyderbasthi,
R.P. Road, Secunderabad.
Email: gurazadass@yahoo.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 :

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

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Dear Members,

Invitation to attend the 31st Annual General Meeting on Friday, 23rd September, 2022. You are cordially invited to the 31st Annual General Meeting of the company to be held on Friday, 23rd September, 2022 at 10.30.am IST through video conferencing. The notice convening the Annual General Meeting is attached herewith.

In order to enable ease of participation of the members, we are providing below the key details regarding the meeting for your reference:

S.No	Particulars	Details
1	Link for live webcast of the AGM	https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials
2	Link for remote e-voting	www.evotingindia.com .
3	Helpline number for VC participation	Phone: 040 23818475 Email ID: info@vccilindia.com
4	Cut-off date for e-voting	19 th September 2022
5	Time period for remote e-voting	Commences at 9 AM IST on 24 th September, 2022 and ends at 5 PM IST on 26 th September, 2022
6	Book closure dates	20 th September, 2022 to 27 th September, 2022 (both days inclusive)
7	To temporarily update e-mail address	info@gayatribioorganics.com
8	Last date for publishing results of the e-voting	30 th September 2022
9	Registrar and Share Transfer Agent contact details	M/s Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad 500018 Phone: 040 23818475 Email ID: info@vccilindia.com

Place: Hyderabad

Date: 25/08/2022

Yours truly

Sneha Murlimanohar Bangad
Company Secretary

NOTICE

Notice is hereby given that the 31st Annual General Meeting of members of Gayatri Bioorganics Limited will be held on Tuesday, the 27th day of September, 2022 at 12:00 noon. through Video Conferencing/ Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Shri. T. V. Sandeep Kumar Reddy , who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

Regularization of Appointment of Ms. Meenakshi Ramchand Sachdeva (DIN 09715062) as an Non Independent & Non Executive Woman Director:-

RESOLVED THAT pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Provisions of SEBI (LODR) Regulations, 2015 and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Ms. Meenakshi Ramchand Sachdeva (DIN 09715062)**, who was appointed as an additional Director of the Company in the Non-executive & non- Independent category w.e.f 25.08.2022 of the Company pursuant to Section 161 of the Act read with pursuant to Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing Annual General Meeting or three months from the date of her appointment, whichever is earlier and who has submitted her consent as provided in the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as a Non-executive & non- Independent Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorized 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. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

Appointment of Sri Sreedhara Reddy Kanaparthi (DIN: 09608890) as a Director & WholeTime Director

RESOLVED THAT pursuant to the provisions of Section 149, 162, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company, **Sri Sreedhara Reddy Kanaparthi (DIN: 09608890)**, who was appointed as an additional director and designated as a Whole-Time Director by the Board of Directors of the Company its meeting held on 14th July, 2022, based on the recommendation of the Nomination and Remuneration Committee of the Board and who shall hold office up to the date of ensuing Annual General Meeting or three months from the date of his appointment, whichever is earlier and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee and Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and such other sanctions as may be necessary, consent of the Members be and is hereby accorded to the appointment of **Sri Sreedhara Reddy Kanaparthi (DIN: 09608890)** as a Whole-Time Director of the Company for a period of 3 years from 14th July 2022, on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Sri Sreedhara Reddy Kanaparthi, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule-V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.

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

Place: Hyderabad
Date: 25th August, 2022

T.V. Sandeep Kumar Reddy
Chairman
DIN : 00005573

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) and General Circular No. 2/2022 dated May 5, 2022. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The Deemed Venue of the 31st AGM of the Company shall be its Registered office.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gayatribioorganics.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.
9. The company has appointed Mr.D. Balaram Krishna, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process
10. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section

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170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM

12. The Register of Members and Share Transfer Books of the Company will remain closed from 20.09.2022 to 27.09.2022 (Both days inclusive) for the purpose of 31st Annual General Meeting

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 24th September 2022 at 9 AM and ends on 26th September 2022 at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.