



Gayatri BioOrganics Limited

CIN: L24110TG1991PLC013512

34th Annual Report 2024-25

BOARD OF DIRECTORS

- | | | |
|------------------------------------|---|--|
| 1. Mr. T.V. Sandeep Kumar Reddy | - | Chairman and Non-Executive Director (DIN:00005573) |
| 2. Mr. K. Sreedhara Reddy | - | Whole-time Director (DIN: 09608890) |
| 3. Mr. P. V. Narayana Rao | - | Independent Director (DIN: 07378105) |
| 4. Ms. Meenakshi Ramchand Sachdeva | - | Independent Director (DIN: 09715062) |
| 5. Mr. Srinivas Iduri | - | Independent Director (DIN: 05192362) |

CHIEF FINANCIAL OFFICER

Mr. Achanta Prabhakar Rao

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Aamir Tak
Resigned w.e.f. 17.06.2025

STATUTORY AUDITOR:

M/s. MGR & Co., Chartered Accountants,
Flat No 101, Suranjana Empire Estates,
Dwarakapuri Colony Panjagutta, Hyderabad - 500082
Cell: 96763 99599/ 040-48561999
Email: camgr9@gmail.com

INTERNAL AUDITOR:

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

**SECRETARIAL AUDITOR:**

M/s. S.S. Reddy & Associates
Practicing Company Secretaries
Plot No. 8-2-603/23/3 & 8-2-603/23, 15, 2nd Floor,
HSR Summit, Banjara Hills, Road No. 10,
Hyderabad, Telangana – 500034

REGISTRAR AND SHARE TRANSFER AGENT:

M/s. Venture Capital & Corporate Investments Private Limited
Address: "AURUM", 4th & 5th Floors,
Plot No.57, Jayabheri Enclave Phase – II,
Gachibowli, Hyderabad-500032, Telangana
Ph: 040-23818475/23818476
Fax: 040-23868024
E-mail: info@vccilindia.com
Website: www.vccilindia.com

REGISTERED OFFICE:

B3, 3rd Floor, 6-3-1090, TSR Towers, Raj Bhavan Road,
Somajiguda, Hyderabad – 500082, Telangana

AUDIT COMMITTEE:

- | | | |
|------------------------------------|---|----------|
| 1. Mr. P. V. Narayana Rao | - | Chairman |
| 2. Mr. Srinivas Iduri | - | Member |
| 3. Ms. Meenakshi Ramchand Sachdeva | - | Member |

NOMINATION & REMUNERATION COMMITTEE:

- | | | |
|------------------------------------|---|----------|
| 1. Mr. P. V. Narayana Rao | - | Chairman |
| 2. Mr. Srinivas Iduri | - | Member |
| 3. Ms. Meenakshi Ramchand Sachdeva | - | Member |

STAKEHOLDER RELATIONSHIP COMMITTEE:

- | | | |
|---------------------------------|---|----------|
| 1. Mr. T.V. Sandeep Kumar Reddy | - | Chairman |
| 2. Mr. P. V. Narayana Rao | - | Member |
| 3. Mr. K. Sreedhara Reddy | - | Member |

INDEPENDENT DIRECTORS:

- | | |
|------------------------------------|--|
| 1. Mr. P. V. Narayana Rao | |
| 2. Ms. Meenakshi Ramchand Sachdeva | |
| 3. Mr. Srinivas Iduri | |

**LISTING**

BSE Limited
CIN: L24110TG1991PLC013512
ISIN: INE052E01015

CONTACT DETAILS

Tel : 040-66100111,66100222
E-Mail : info@gayatribioorganics.com
Website : www.gayatribioorganics.com

BANKERS

Yes Bank Limited
Mayank Towers, Shop No.31/2,
near Raj Bhavan Road, Somajiguda,
Hyderabad, Telangana 500082

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of the Gayatri Bioorganics Limited will be held on Tuesday, the 26th day of August, 2025 at 11:30 a.m. through Video Conferencing/ Other Audio Visual Means (OAVM), to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2025 and the Statement of Profit & Loss and cash flow statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Sreedhara Reddy Kanaparthi (DIN: 09608890) who retires by rotation and being eligible offers himself for re- appointment.

SPECIAL BUSINESS:

3. **TO APPOINT M/S. VIVEK SURANA & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS FOR A TERM OF UPTO 5 (FIVE) CONSECUTIVE YEARS**

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 Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), M/s. Vivek Surana & Associates, Practicing Company Secretaries be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 consecutive years from FY 2025-26 to FY 2029-30 (‘the Term’), on such terms & conditions, including remuneration as may be determined by the Board of Directors.”

“RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

4. **APPOINTMENT OF MR. SRINIVAS IDURI (DIN: 05192362) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Srinivas Iduri (DIN: 05192362), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and who was appointed as an Additional Director (Independent category) of the Company pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of his appointment, whichever is earlier, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years effective from 28.05.2025 to 27.05.2030 (both dates inclusive).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

5. APPOINTMENT OF MS. MEENAKSHI RAMCHAND SACHDEVA (DIN: 09715062) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and the provisions of the Articles of Association of the Company 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 has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and who was appointed as an Independent Director pursuant to change in designation and pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of change in designation to Independent Director, whichever is earlier, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years effective from 28.05.2025 to 27.05.2030 (both dates inclusive).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

6. RE-APPOINTMENT OF MR. SREEDHARA REDDY KANAPARTHI (DIN:09608890) AS WHOLE-TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 178,196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Board be and is hereby accorded for the reappointment of Mr. Sreedhara Reddy Kanaparathi as a Whole time Director of the Company for a period of 3 (Three) years with effect from 14.07.2025 at a remuneration of Rs.2,40,000 per annum.”

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Sreedhara Reddy Kanaparathi, 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 be and is hereby authorized to do all such acts, deeds, things which are necessary to give effect to the above resolution including filing of necessary E-forms with the Registrar of Companies, Telangana.”

**For and on behalf of the Board of
Gayatri Bioorganics Limited**

**Sd/-
Sreedhara Reddy Kanaparathi
Whole-time Director
DIN: 09608890**

Place: Hyderabad

Date: 29.07.2025

NOTES:

1. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Directors seeking appointment/ re-appointment at the AGM, form part of this Notice.
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 The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 09/2024 dated 19.09.2024 and SEBI vide its circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024 (hereinafter collectively referred to as “the Circulars”), in relation to “Clarification on holding of Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM)”, permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the said Circulars, the AGM of the Company is being held through VC/OAVM. 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 Deemed Venue of the 34th AGM of the Company shall be its Registered Office.
4. 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 atleast 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.
5. 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.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorised signatory(ies) who is /are authorised to vote, to the Scrutinizer through e-mail at info@gayatribioorganics.com.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual Report has been uploaded on the website of the Company at www.gayatribioorganics.com. The Notice along with Annual Report also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice along with Annual Report is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

Further in compliance with SEBI Circular dated December 13, 2024, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available to those shareholder(s) who have not so registered either with the listed entity or with any depository will be sent to the shareholders of the Company.

9. The AGM has been 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.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to Venture Capital Corporate Investments Private Limited., Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
15. The company has appointed M/s. S.S. Reddy & Associates, Practicing Company Secretaries, as scrutinizer of the company to scrutinize the voting process.
16. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest. 20. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
18. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
19. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 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.

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

- (i) The voting period begins on 23.08.2025 at 9.00 a.m. and ends on 25.08.2025 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 (record date) of 19.08.2025 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. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said 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 |
|---|--|
| <p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p> | <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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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, 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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. 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> | <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.nsd.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 |

| | |
|---|---|
| | <p>& voting during the meeting.</p> <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 your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p> | <p>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> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 21 09911 |
| 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 : 022 - 4886 7000 and 022 - 2499 7000 |

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| For Physical shareholders and other than individual shareholders holding shares in Demat. | |
|--|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ol style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 to be also 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant GAYATRI BIOORGANICS LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@gayatribioorganics.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number

at info@ gayatribioorganics.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@ gayatribioorganics.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**For and on behalf of the Board of
Gayatri Bioorganics Limited**

**Sd/-
Sreedhara Reddy Kanaparthi
Whole-time Director
DIN: 09608890**

**Place: Hyderabad
Date: 29.07.2025**

Annexure (for item no.2 and 5)

As required under Regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under

| | |
|--|--|
| Name of the Director | Mr. Sreedhara Reddy Kanaparathi |
| Date of Birth and Age | 19.08.1976 and 48 years |
| Brief Resume including Qualification and Experience | Mr. Sreedhara Kanaparathi Reddy is a dynamic leader with a global network in the USA, India, China, Middle East and Europe. Brief Profile - management experience in handling mid and large companies in India and abroad after persuading his Masters in Business Administration in 1999- 2001. The past 20 years of using technology to improve human lives have been the epitome of creativity Education. |
| Date of First Appointment in the Board | 14-07-2022 |
| Expertise in specific functional areas | Administration |
| Shareholding in the Company | Nil |
| Relationship with other Directors, Key Managerial Personnel | Nil |
| Directorship in other Companies | Dhuta Overseas Education & Immigration (OPC) Private Limited |
| Membership / Chairmanship in committee of the other companies | Nil |
| Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years | Nil |
| skills and capabilities required for the role and the manner in which the proposed person meets such requirements | NotApplicable |

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO.3:**TO APPOINT M/S. VIVEK SURANA & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS FOR A TERM OF UPTO 5 (FIVE) CONSECUTIVE YEARS.**

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 28, 2025 have approved and recommended the appointment of M/s. Vivek Surana & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: S2014TL278800) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years to hold office from Financial Year 2025-26 to Financial Year 2029-30 and issue Secretarial Audit Report for Financial Years ending 31st March 2026, 31st March 2027, 31st March 2028, 31st March 2029 and 31st March 2030:

- a. **Term of appointment:** Upto 5 (Five) consecutive years from Financial Year 2025-26 to FY 2029-30.
- b. **Proposed Fee:** In the range of Rs. 50,000/- to 1,00,000/- plus applicable taxes and other out-of-pocket costs incurred in connection with the audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. **Credentials:** M/s. Vivek Surana & Associates, is a Practicing Company Secretaries firm based at Hyderabad providing secretarial, filings and incorporations, foreign advisory services. The firm has existence of more than a decade in the above said services.

M/s. Vivek Surana & Associates, have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They

have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

- e. **Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** There is no material change in the fees payable to the incoming auditor from that paid to the outgoing auditor.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

ITEM NO.4:

Pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Additional director (Independent category) shall be regularized at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, Mr. Srinivas Iduri (DIN: 05192362) who was appointed as an Additional Director of the Company on 28.05.2025 in terms of Section 161 (1) of the Companies Act, 2013 and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 in the category of 'Non- Executive Independent Director' is required to be regularized at the earliest but not later than three months from 28.05.2025 as an Independent Director of the company by way of a Special Resolution.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Srinivas Iduri for the office of Director of the Company. He has given his consent to act as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Accordingly, in order to ensure compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Sections 149, 150, 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders by way of a Special Resolution be accorded for the appointment of Mr. Srinivas Iduri as 'Non-executive Independent Director' for a term of 5 consecutive years commencing from the date of his appointment as an Additional Director i.e. w.e.f. 28.05.2025 to 27.05.2030.

Mr. Srinivas Iduri has 20 years of overall experience in Leadership and management field which includes Technical Recruitment & Resourcing, consulting, Key Account Management, Business Development, Bench Sales, HR Operations & Management, General Administration and Delivery Management. He also has expertise in the areas of corporate governance & compliance, risk management and strategic advisory.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company a recommended to the Board in view of his rich experience in the above-mentioned areas and special skill set and capabilities.

The Board is of the opinion that Mr. Srinivas Iduri continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his association would be of immense benefit to the Company.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Srinivas Iduri has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Srinivas Iduri has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Srinivas Iduri has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Srinivas Iduri fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the Management.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no. 4 of the notice for appointment of Mr. Srinivas Iduri as an independent director.

Save and except Mr. Srinivas Iduri, Independent Director, being the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned directly or indirectly, financially or otherwise, in the resolution.

As required under Regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:

| | |
|---|---|
| Name of the Director | Mr. Srinivas Iduri |
| Date of Birth and Age | 21.06.1966 and 59 years |
| Brief Resume including Qualification and Experience | <p>Mr. Srinivas Iduri has 20 years of overall experience in Leadership and management field which includes Technical Recruitment & Resourcing, consulting, Key Account Management, Business Development, Bench Sales, HR Operations & Management, General Administration and Delivery Management. He also has expertise in the areas of corporate governance & compliance, risk management and strategic advisory.</p> <p>Qualification: M.B.A. (IT) PGDCA B.Sc. (Electronics)</p> |

| | |
|--|--|
| Details of Remuneration paid and last drawn remuneration | Nil |
| Date of First Appointment in the Board | 28.05.2025 |
| Expertise in specific functional areas | His expertise is in corporate governance & compliance, risk management and strategic advisory |
| Shareholding in the Company | Nil |
| Relationship with other Directors, Key Managerial Personnel | Nil |
| Directorship in other Companies | Nil |
| Membership / Chairmanship in committee of the other companies | Nil |
| Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years | Nil |
| skills and capabilities required for the role and the manner in which the proposed person meets such requirements | The Director is having required Skills and capable of handling the role as Independent Director in the Company in view of his rich experience in Business. |

ITEM NO.5:

Pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment /change in designation to Independent Director shall be regularized at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In the Board Meeting held on 28.05.2025, Ms. Meenakshi Ramchand Sachdeva's designation was changed from non-executive director to Independent director w.e.f 28.05.2025 and she was appointed as Independent Director for a period of 5 consecutive years' subject to the approval of the shareholders in the Annual General Meeting.

Accordingly, in order to ensure compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Sections 149, 150, 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule

IV of the Act, it is proposed that approval of the shareholders by way of a Special Resolution be accorded for the appointment of Ms. Meenakshi Ramchand Sachdeva as 'Non-executive Independent Director' for a term of 5 consecutive years commencing from the date of her appointment as an Independent Director i.e. w.e.f. 28.05.2025 to 27.05.2030.

Ms. Meenakshi Ramchand Sachdeva had done her Masters in Microbiology from the Department of Biosciences, Sardar Patel University Gujarat in 2001 and Masters of Business Administration in Operations and Production from Bhartiya Vidhyapeeth Deemed University Pune in the year 2005. Meenakshi has been having very rich experience and seasoned professional now acting as a Chief Operating Officer in Healthcare Industry. She has significant experience in Operational excellence, cost budgeting, restructuring and policies. She has substantial industryspecific experience in the areas of healthcare and life sciences, marketing and branding. She has worked in various credible organisations globally.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company a recommended to the Board in view of her rich experience in the above-mentioned areas and special skill set and capabilities.

The Board is of the opinion that Ms. Meenakshi Ramchand Sachdeva continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her association would be of immense benefit to the Company.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Meenakshi Ramchand Sachdeva has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties.

Ms. Meenakshi Ramchand Sachdeva has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Ms. Meenakshi Ramchand Sachdeva fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that she is independent of the Management.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no. 5 of the notice for appointment of Ms. Meenakshi Ramchand Sachdeva as an independent director.

Save and except Ms. Meenakshi Ramchand Sachdeva, Independent Director, being the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned directly or indirectly, financially or otherwise, in the resolution.

As required under Regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:

| | |
|---|--|
| Name of the Director | Ms. Meenakshi Ramchand Sachdeva |
| Date of Birth and Age | 18.08.1979 and 45 years |
| Brief Resume including Qualification and Experience | <p>Ms. Meenakshi Ramchand Sachdeva had done her Masters in Microbiology from the Department of Biosciences, Sardar Patel University Gujarat in 2001 and Masters of Business Administration in Operations and Production from Bhartiya Vidhyapeeth Deemed University Pune in the year 2005. Meenakshi has been having very rich experience and seasoned professional now acting as a Chief Operating Officer in Healthcare Industry. She has significant experience in Operational excellence, cost budgeting, restructuring and policies. She has substantial industry specific experience in the areas of healthcare and life sciences, marketing and branding. She has worked in various credible organisations globally.</p> <p>Qualification: Masters in Microbiology from the Department of Biosciences and M.B.A.</p> |
| Details of Remuneration paid and last drawn remuneration | Nil |
| Date of First Appointment in the Board | 25.08.2022 as Non executive Director |
| Expertise in specific functional areas | Her expertise is in areas of healthcare and life sciences, marketing and branding |
| Shareholding in the Company | Nil |
| Relationship with other Directors, Key Managerial Personnel | Nil |
| Directorship in other Companies | Nil |
| Membership / Chairmanship in committee of the other companies | Nil |

| | |
|--|--|
| Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years | Nil |
| skills and capabilities required for the role and the manner in which the proposed person meets such requirements | The Director is having required Skills and capable of handling the role as Independent Director in the Company in view of his rich experience in Business. |

ITEM NO-6

RE-APPOINTMENT OF MR. SREEDHARA REDDY KANAPARTHI (DIN:09608890) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

Mr. Sreedhara Reddy Kanaparathi (DIN: 09608890) was appointed as Whole-time Director of the Company for a period of 3 years from 14.07.2022 to 13.07.2025 at the Annual General Meeting of the shareholders held on 27.09.2022. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 13.07.2025, approved the re-appointment of Mr. Sreedhara Reddy Kanaparathi (DIN: 09608890) as Whole-time Director of the Company for a term of three years commencing from 14.07.2025 to 13.07.2028 with a remuneration of Rs. 2,40,000 per annum.

Accordingly, the Board of Directors recommends the passing of the above Resolution as a Special Resolution as set out in the item no.6 of the notice for re-appointment of Mr. Sreedhara Reddy Kanaparathi (DIN: 09608890) as Whole-time Director of the Company.

Save and except, Mr. Sreedhara Reddy Kanaparathi, Whole-Time Director, being an appointee none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION:

| | | | |
|----|--|---------------------------|---------------------------|
| 1. | Nature of Industry: Commodity Chemicals | | |
| 2. | Date or expected date of commencement of commercial: The Company started its commercial operations in 1944 | | |
| 3. | In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable | | |
| 4. | Financial performance based on given indications | | |
| | Particulars | 2024-25 (Rs. in lakhs) | 2023-24 (Rs. in lakhs) |
| | Turnover | - | - |
| | Net profit after Tax | (17.46) | (68.12) |
| | | | 2022-23 (Rs. in lakhs) |
| | | | 166.74 |
| | | | (101.05) |
| 5. | Foreign investments or collaborations, if any: Not Applicable | | |

II. INFORMATION ABOUT THE APPOINTEE:

| | |
|----|--|
| 1. | Background Details: Mr. Sreedhara Kanaparathi Reddy is a dynamic leader with a global network in the USA, India, China, Middle East and Europe. Brief Profile - management experience in handling mid and large companies in India and abroad after persuading his Masters in Business Administration in 1999- 2001. The past 20 years of using technology to improve human lives have been the epitome of creativity Education. |
| 2. | Past Remuneration: Nil |
| 3. | Recognition or awards: Nil |
| 4. | Job Profile and his suitability: Mr. Sreedhara Kanaparathi Reddy is a dynamic leader with a global network in the USA, India, China, MiddleEast and Europe.Brief Profile - management experience in handling mid and large companies in India and abroad after persuading his Masters in Business Administration in 1999- 2001. The past 20 years of using technology to improve human lives have been the epitome of creativity Education. |

| | |
|----|---|
| 5. | Remuneration proposed: As set out in the resolution for the item No.6 the remuneration to Mr. Sreedhara Reddy Kanaparathi, Whole-time Director, has the approval of the Nomination and Remuneration Committee and Board of Directors, is within the limits specified under Schedule V of Companies Act. |
| 6. | Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) Taking into consideration of the size of the Company, the profile of Mr. Sreedhara Reddy Kanaparathi and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies. |
| 7. | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, he is not holding any Equity Shares of the Company. |

III. OTHER INFORMATION:

| | |
|----|---|
| 1. | Reasons for inadequate profits: The Company is in the mode of expansion of the business which generally requires spending lot of money upfront leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years. |
| 2. | Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability. |
| 3. | Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve considerably in the coming years |

**For and on behalf of the Board of
Gayatri Bioorganics Limited**

**Sd/-
Sreedhara Reddy Kanaparathi
Whole-time Director
DIN: 09608890**

**Place: Hyderabad
Date: 29.07.2025**

BOARD'S REPORT

To the Members,

The Directors have pleasure in presenting before you the 34th Boards' Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2025.

1. FINANCIAL SUMMARY/HIGHLIGHTS:

The performance during the period ended 31st March, 2025 has been as under:

(Rs. in lakhs)

| Particulars | 2024-25 | 2023-24 |
|--|----------------|----------------|
| Revenue from operations | - | - |
| Other income | - | - |
| Profit/loss before Depreciation, Finance Costs, | (72.65) | (68.12) |
| Exceptional items and Tax Expense | - | - |
| Less: Depreciation/ Amortisation/ Impairment | 0.14 | 0.24 |
| Profit /loss before Finance Costs, Exceptional items and Tax Expense | (72.65) | (68.12) |
| Less: Finance Costs | - | - |
| Share of loss of an Associate | - | - |
| Profit /loss before Exceptional items and Tax Expense | (72.65) | (68.12) |
| Add/(less): Exceptional items | - | - |
| Profit /loss before Tax Expense | (72.65) | (68.12) |
| Less: Tax Expense (Current & Deferred) | - | - |
| Profit /loss for the year (1) | (72.65) | (68.12) |
| Total Comprehensive Income/loss (2) | - | - |
| Total (1+2) | (72.65) | (68.12) |
| Balance of profit /loss for earlier years | - | - |
| Less: Transfer to Reserves | - | - |
| Less: Dividend paid on Equity Shares | - | - |

2. REVIEW OF OPERATIONS:

The Company has not generated any revenue for the FY 2024-25 and the Previous FY 2023-24.

The company has incurred a net loss of Rs. 72.65 Lakhs for the financial year 2024-25 as against the net loss of Rs. 68.12 lakhs for the previous year.

3. DIVIDEND:

Your Directors have decided not to recommend any dividend for the year 2024-25.

4. BUSINESS UPDATE AND STATE OF COMPANY'S AFFAIRS:

The information on Company's affairs and related aspects is provided under Management Discussion and Analysis report, which has been prepared, inter-alia, in compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms part of this Report.

5. RESERVES:

The Closing balance of reserves, including retained earnings, of the Company as at March 31st, 2025 is Rs. (3589.31) Lakhs.

6. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and the date of Board's Report there was no change in the nature of Business.

7. MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments affecting financial position of the company between 31st March and the date of Board's Report (i.e. 29.07.2025)

8. REVISION OF FINANCIAL STATEMENTS:

There was no revision of the financial statements for the year under review.

9. SHARE CAPITAL:

During the year under review, the authorized share capital of the Company stands at Rs. 90,00,00,000/- divided into 9,00,00,000 equity shares of Rs. 10/- each.

The paid-up share capital of the Company stands at Rs. 78,78,81,420/- divided into 7,87,88,142 equity shares of Rs. 10/- each.

10. UNPAID / UNCLAIMED DIVIDEND:

There is no unpaid or unclaimed dividend with the company till date.

11. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government.

During the Year, no amount of dividend was unpaid or unclaimed for a period of seven years and therefore no amount is required to be transferred to Investor Education and Provident Fund under the Section 125(1) and Section 125(2) of the Act.

12. APPOINTMENT / RE-APPOINTMENT / RESIGNATION / RETIREMENT OF DIRECTORS /CEO/ CFO AND KEY MANAGERIAL PERSONNEL:

During the year the following directors there were no changes in directorate and KMP. However, subsequent to 31.03.2025 following are the changes in Board of Directors:

Appointments/Re-appointments:

- Re-appointment of Mr. P. V. Narayana Rao and Mr. Ch. R. Seshaprasad as Independent Directors of the company w.e.f. 29.05.2024.
- Re-appointment of Mr. Murali Vittala as Independent Director of the company w.e.f. 30.01.2025.
- Appointment of Mr. Srinivas Iduri as Independent Director (Additional) of the company w.e.f. 28.05.2025.
- Re-designation of Ms. Meenakshi Ramchand Sachdeva from non- executive non-independent director to independent director of the company with effect from 28.05.2025.
- Appointment of Mr. Sreedhara Reddy Kanaparthi as the Compliance Officer of the company w.e.f. 17.06.2025.
- Re-appointment of Mr. Sreedhara Reddy Kanaparthi as Whole-time Director w.e.f. 13.07.2025.

Resignations:

- Resignation of Mr. Murali Vittala as an Independent Director of the company w.e.f. 28.05.2025.
- Resignation of Mr. Ramachandra Seshaprasad Chodavarapu as Independent Director of the company w.e.f. 28.05.2025
- Resignation of Mr. Aamir Tak as Company Secretary and Compliance Officer of the company w.e.f. 17.06.2025.

The Board places on record sincere appreciation for the services rendered by the resigning directors/KMP during their tenure.

13. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received declarations from Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and under regulation 16(1)(b) read with regulation 25 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Independent Directors have also confirmed that they have complied Company's Code of Conduct. In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

14. BOARD MEETINGS:

The Board of Directors duly met Five (5) times on 11.05.2024, 27.06.2024, 03.08.2024, 11.11.2024 and 20.01.2025 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

15. BOARD EVALUATION:

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 5, 2017 and the Companies Amendment Act, 2017 the Company adopted the recommended criteria by Securities and Exchange Board of India.

The criteria for performance evaluation covers the areas relevant to the functioning of the Board and Board Committees such as its composition, oversight and effectiveness, performance, skills and structure etc.

The evaluation of Board of Directors is performed by the Board after seeking all the inputs from the Directors and the Board Committees by seeking inputs from the Committee members. The performance evaluation of the individual directors is done by the Nomination and Remuneration Committee.

The performance evaluation of non-independent directors, the Board as a whole and the Chairman is done by a separate meeting of Independent directors after taking inputs from the Executive directors.

16. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

Disclosure pertaining to remuneration and other details as required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure 1 to this Report.

The Statement containing the particulars of employees as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) and other applicable rules (if any) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in Annexure 2 to this report.

During the year, NONE of the employees is drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs. 8,50,000/- and above in aggregate per month, the limits specified under the Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

17. RATIO OF REMUNERATION TO EACH DIRECTOR:

Under section 197(12) of the Companies Act, 2013, and Rule 5(1) (2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014 read with Schedule V of the Companies Act, 2013 the ratio of remuneration is nil as no remuneration is paid Directors of the Company.

18. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The Company maintains appropriate system of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances, and are meant to ensure that all transactions are authorized, recorded and reported correctly.

During the period under review, there is no material or serious observations have been noticed for inefficiency or inadequacy of such controls.

Further, details of internal financial control and its adequacy are included in the Management Discussion and Analysis Report which is appended as Annexure 5 and forms part of this Report.

20. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

There have been no frauds reported by the auditor's u/s 143(12).

21. CEO/ CFO CERTIFICATION:

The Whole Time Director and Chief Financial Officer Certification on the financial statements under Regulation 17 (8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 for the year 2024-2025 is annexed in this Annual Report.

22. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

The Company does not have any subsidiaries/associates/joint ventures.

23. DETAILS OF DEPOSITS NOT IN COMPLIANCE WITH THE REQUIREMENTS OF THE ACT:

Since the Company has not accepted any deposits during the Financial Year ended March 31, 2025, there has been no non-compliance with the requirements of the Act.

Pursuant to the Ministry of Corporate Affairs (MCA) notification dated 22nd January 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company is required to file with the Registrar of Companies (ROC) requisite returns in Form DPT-3 for outstanding receipt of money/loan by the Company, which is not considered as deposits.

The Company complied with this requirement within the prescribed timelines.

24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loan, guarantees or made any investments attracting the provisions as prescribed in Section 186 of the Companies Act, 2013.

25. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. During the financial year 2024-25, there were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The statement of transactions to be entered into with the related parties for FY 2024-25 were approved by the Audit Committee and the same were reviewed and taken note of on a quarterly basis. The summary statements are supported by an independent audit report certifying that the transactions are at an arm's length basis and in the ordinary course of business.

The Form AOC-2 pursuant to Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is annexed herewith as Annexure 3 to this report.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The required information as per Sec.134 (3) (m) of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy: Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment

B. Research & Development and Technology Absorption: All the Factors mentioned in Rule 8 (3) (b) Technology absorption are not applicable to the Company.

1. Research and Development (R&D): NIL
2. Technology absorption, adoption and innovation: NIL

C. Foreign Exchange Earnings and Out Go:

1. Foreign Exchange Earnings: NIL
2. Foreign Exchange Outgo: NIL

27. COMMITTEES:

(I). AUDIT COMMITTEE: The Audit Committee of the Company is constituted in line with the provisions of Regulation 18(1) of SEBI (LODR) Regulations with the Stock Exchanges read with Section 177 of the Companies Act, 2013 are included in the Corporate Governance report, which forms part of this report.

(II). NOMINATION AND REMUNERATION COMMITTEE: The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19(1) of SEBI (LODR) Regulations with the Stock Exchanges read with Section 178 of the Companies Act, 2013 are included in the Corporate Governance report, which forms part of this report.

(III). STAKEHOLDERS RELATIONSHIP COMMITTEE: The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of SEBI (LODR) Regulations with the Stock Exchanges read with Section 178 of the Companies Act, 2013 are included in the Corporate Governance report, which forms part of this report.

28. COMPOSITION OF CSR COMMITTEE AND CONTENTS OF CSR POLICY:

Since the Company does not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

29. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The Company promotes ethical behavior and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil Mechanism and Whistle-blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may report their genuine concerns to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The same has been placed on the website of the Company <https://www.gayatribioorganics.com/Policies.html>.

30. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the regulators /courts that would impact the going concern status of the Company and its future operations.

31. STATUTORY AUDITORS AND STATUTORY AUDITORS REPORT:

At the 32nd Annual General Meeting held on 28.09.2023, the members of the company approved the appointment of M/s. MGR & Co., Chartered Accountants as Statutory Auditor of the company till the conclusion of 37th Annual General Meeting to be held in the calendar year 2028.

The Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold valid certificate issued by the Peer Review Board of the ICAI.

The notes on accounts referred to in the auditors' report are self-explanatory and therefore don't call for any further comments by the Board of directors. There are no qualifications or adverse remarks in the Auditors' Report which require any clarification or explanation.

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2025 and has noted that the same does not have any reservation, qualification or adverse remarks.

32. ANNUAL SECRETARIAL COMPLIANCE REPORT:

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. Further, Secretarial Compliance Report dated 28.05.2025, was given by M/s. S.S. Reddy & Associates, Practicing Company Secretary which was submitted to Stock Exchange within 60 days of the end of the financial year.

33. SECRETARIAL AUDIT REPORT:

In terms of section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based upon the recommendations of the Audit Committee, the Board of Directors had appointed M/s. S.S. Reddy & Associates, Practicing Company Secretaries (CP No. 7478) as the Secretarial Auditor of the Company, for conducting the Secretarial Audit for financial year ended March 31, 2025.

The Secretarial Audit was carried out by M/s. S.S. Reddy & Associates, Practicing Company Secretaries (CP No. 7478) for the financial year ended March 31, 2025. The Report given by the Secretarial Auditor is annexed herewith as Annexure- 4 and forms integral part of this Report.

The Board in its meeting held on 28.05.2025, has appointed M/s. Vivek Surana & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for a period of five (5) years i.e., for the financial years 2025-26 to 2029-30, subject to the approval of shareholders of the company.

34. INTERNAL AUDITORS:

Pursuant to provisions of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 and Section 179 read with Rule 8(4) of the Companies (Meetings of Board and its Powers) Rules, 2014; During the year under review the Internal Audit of the functions and activities of the Company was undertaken by the Internal Auditor of the Company by M/s. VAS & Co., Chartered Accountants., the Internal Auditors of the Company for the FY 2024-25.

Deviations are reviewed periodically and due compliance ensured. Summary of Significant Audit Observations along with recommendations and its implementations are reviewed by the Audit Committee and concerns, if any, are reported to Board. There were no adverse remarks or qualification on accounts of the Company from the Internal Auditor.

The Board in its meeting held on 28.05.2025, has re-appointed M/s. VAS & Co., Chartered Accountants, Hyderabad as Internal Auditors for the Financial Year 2025-26.

35. SECRETARIAL STANDARDS:

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

36. DECLARATION BY THE COMPANY:

The Company has issued a certificate to its Directors, confirming that it has not made any default under Section 164(2) of the Companies Act, 2013 as on March 31, 2025.

37. ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an annual return is uploaded on website of the Company <https://www.gayatribioorganics.com/annualreturns.html>.

38. DISCLOSURE ABOUT COST AUDIT:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

39. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report, pursuant to the SEBI (LODR) Regulation provides an overview of the affairs of the Company, its legal status and autonomy, business environment, mission & objectives, sectoral and operational performance, strengths, opportunities, constraints, strategy and risks and concerns, as well as human resource and internal control systems is appended as Annexure 5 for information of the Members.

40. FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS:

The Company familiarizes its Independent Directors on their appointment as such on the Board with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. through familiarization programme. The Company also conducts orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis. The familiarization programme for Independent Directors is disclosed on the Company's website <https://www.gayatribioorganics.com/Policies.html>.

41. INSURANCE:

The Company is not having any major fixed asset and therefore no insurance is taken.

42. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

The Company has implemented all of its major stipulations as applicable to the Company. As stipulated under Regulation 34 read with schedule V of SEBI (LODR) Regulations, 2015, a report on Corporate Governance is appended as Annexure 6 in this annual report for information of the Members. A requisite certificate from the Secretarial Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the Report on Corporate Governance.

43. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

No compensation was paid to the Independent and Non-Executive Directors.

44. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178:

The assessment and appointment of Members to the Board is based on a combination of criterion that includes ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. The potential Board Member is also assessed on the basis of independence criteria defined in Section 149(6) of the Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015. In accordance with Section 178(3) of the Companies Act, 2013 and Regulation 19(4) of SEBI (LODR) Regulations, 2015, on the recommendations of the Nomination and Remuneration Committee, the Board adopted a remuneration policy for Directors, Key Management Personnel (KMPs) and Senior Management. The Policy is attached as part of Corporate Governance Report. We affirm that the remuneration paid to the Directors is as per the terms laid down in the Nomination and Remuneration Policy of the Company.

45. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the applicable Securities laws. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading is available on our website <https://www.gayatribioorganics.com/Policies.html>.

46. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Committee (IC) has not been constituted since there are less than 10 employees in the Company.

During the year 2024-25, there were no complaints received by the Company.

47. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

48. FAILURE TO IMPLEMENT CORPORATE ACTIONS:

During the year under review, no corporate actions were done by the Company which were failed to be implemented.

49. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, there were no applications made or proceedings pending in the name of the Company under Insolvency and Bankruptcy Code, 2016.

50. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been no one-time settlement of loans taken from banks and financial institutions.

51. POLICIES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website www.gayatribioorganics.com.

52. EVENT BASED DISCLOSURES:

During the year under review, the Company has not taken up any of the following activities except as mentioned:

1. Issue of sweat equity share: NA
2. Issue of shares with differential rights: NA
3. Issue of shares under employee's stock option scheme: NA
4. Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA
5. Buy back shares: NA
6. Disclosure about revision: NA
7. Preferential Allotment of Shares: NA

53. INTERNAL AUDIT AND FINANCIAL CONTROLS:

The Company has adequate internal controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

54. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR.

There have been no companies which have become the subsidiaries, joint ventures and associates during the year under review.

55. DETAILS RELATING TO DEPOSITS, COVERING THE FOLLOWING:

The Company has not accepted any public deposits during the Financial Year ended March 31, 2025 and as such, no amount of principal or interest on public deposits was outstanding as on the date of the balance sheet.

56. CREDIT & GUARANTEE FACILITIES:

The Company has not availed credit and guarantee facilities.

57. RISK MANAGEMENT POLICY:

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks and also to identify business opportunities. As a process, the risks associated with the business are identified and prioritized based on severity, likelihood and effectiveness of current detection. Such risks are reviewed by the senior management on a quarterly basis. Risk Management Committee of the Board of Directors of your Company assists the Board in (a) overseeing and approving the Company's enterprise wide risk management framework; and (b) overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational, other risks have been identified and assessed, and there is an adequate risk management infrastructure in place capable of addressing those risks. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this Report.

58. ENVIRONMENTS AND HUMAN RESOURCE DEVELOPMENT:

Your Company always believes in keeping the environment pollution free and is fully committed to its social responsibility. The Company has been taking utmost care in complying with all pollution control measures from time to time strictly as per the directions of the Government.

We would like to place on record our appreciation for the efforts made by the management and the keen interest shown by the Employees of your Company in this regard.

59. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

60. DEVIATIONS, IF ANY OBSERVED ON FUNDS RAISED THROUGH PUBLIC ISSUE, PREFERENTIAL ISSUE ETC:

During the year under review, company has not raised any funds from public or through preferential allotment.

61. ACKNOWLEDGEMENTS:

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors also thanks the employees at all levels, who through their dedication, co-operation, support and smart work have enabled the company to achieve a moderate growth and is determined to poise a rapid and remarkable growth in the year to come.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company, SEBI, BSE, NSDL, CDSL, Banks, RBI etc. for their continued support for the growth of the Company.



**For and on behalf of the Board of
Gayatri Bioorganics Limited**

Sd/-

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

Sd/-

**Sreedhara Reddy Kanaparthi
Whole-time Director
DIN: 09608890**

**Place: Hyderabad
Date: 29.07.2025**

Annexure 1

STATEMENT SHOWING THE NAMES OF TOP TEN EMPLOYEES PURSUANT TO SEC. 197 READ WITH RULE 5 (1) (2) and (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- The ratio of remuneration to each director to the median remuneration of the employees of the company for the financial year.**

(Amount in INR)

| Director | Total Remuneration | Ratio to median remuneration |
|-----------------|---------------------------|-------------------------------------|
| - | - | - |
| - | - | - |

- The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.**

| Name | Designation | Remuneration | | Increase/ (Decrease) % |
|---------------------|-----------------------|---------------------|-------------------|-------------------------------|
| | | FY 2024-25 | FY 2023-24 | |
| Mr. A Prabhakar Rao | Chief Finance officer | Rs.5,40,000 | Rs.5,40,000 | Nil |
| Mr. Aamir Tak | Company Secretary | Rs.3,00,000 | Rs.3,00,000 | Nil |

- The percentage increase in the median remuneration of employees in the financial year**

(Amount in INR)

| Particulars | Remuneration | | Increase/ (Decrease) % |
|---|---------------------|-------------------|-------------------------------|
| | FY 2024-25 | FY 2023-24 | |
| Median Remuneration of all the employees per annum* | 4,20,000 | 4,20,000 | - |

*Employees who have served for whole of the respective financial years have been considered.

4.

| Particulars | Number |
|--|---------------|
| The number of employees on the rolls of the company as on March 31, 2025 | 03 |

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and details if there are nay exceptional circumstances for increase in the managerial remuneration

| Particulars | Increase/ (Decrease) % |
|--|-------------------------------|
| Average percentage increase in the remuneration of all Employees* (Other than Key Managerial Personnel) | NIL |
| Average Percentage increase in the Remuneration of Key Managerial Personnel | NIL |

*Employees who have served for whole of the respective financial years have been considered.

6. Affirmation that the remuneration is as per the remuneration policy of the company.

The Company is in compliance with its remuneration policy.

Annexure 2

Statement showing the names of the Top Ten Employees in terms of Remuneration drawn as per Rule 5 (3) Of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Top 10 employees of the Company based on Remuneration drawn for FY 2024-25:

| S. No. | Name of the employees | Designation of the Employee | Remuneration per Annum | Nature Employment whether Contractual or otherwise | Qualification and Experience of the employee | Date of Commencement of Employment | Age | The Last Employment held by such employee before joining the company | % of Shares held | Relative of any Director |
|--------|-----------------------|--|------------------------|--|--|------------------------------------|-----|--|------------------|--------------------------|
| 1 | Mr. A Prabhakar Rao | CFO | 540,000 | Permanent | B. Com | 2006 | 61 | Surana Group | -- | -- |
| 2 | Mr. Aamir Tak* | Company Secretary and Compliance Officer | 300,000 | Permanent | ACS | 2022 | 32 | Fresher | --- | --- |

*Resigned w.e.f 17.06.2025



Annexure 3

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This form pertains to the disclosure of particulars of contracts/arrangements entered into between the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis : Not Applicable
 - a) Name(s) of the related party and nature of relationship : Not Applicable
 - b) Nature of contracts/arrangements/transactions : None
 - c) Duration of the contracts/arrangements/transactions : Not Applicable
 - d) Salient terms of the contracts or arrangements or Transactions including the value, if any : Not Applicable
 - e) Justification for entering into such contracts or Arrangements or transactions : Not Applicable
 - f) Date(s) of approval of the Board : Not Applicable
 - g) Amounts paid as advances, if any : None
 - h) Date on which the special resolution was passed in General meeting as required under first proviso to Section 188 : Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:

| | Name(s) of the related party and nature of relationship | Nature of contracts/ arrangements/ transactions: | Duration of the contracts / arrangements/ transactions | Salient terms of the contracts or arrangements or transactions including the value, if any: | Date(s) of approval by the Board, if any: Approved by Audit Committee and Board Meeting in Last Financial Year: |
|----|--|---|---|--|--|
| 1 | Mr. A Prabhakar Rao, CFO | Remuneration | 01/04/2024 to 31/03/2025 | Rs. 5,40,000/- | 08.02.2024 |
| 2. | Mr. Aamir Tak , CS | Remuneration | 01/04/2024 to 31/03/2025 | Rs. 3,00,000/- | 08.02.2024 |

3. Details of contracts or arrangements or transactions not in the ordinary course of business

| S. No | Particulars | Details |
|-------|---|----------------|
| a) | Name(s) of the related party & nature of relationship | None |
| b) | Nature of contracts/arrangements/transaction | Nil |
| c) | Duration of the contracts/arrangements/transaction | Nil |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | None |
| e) | Justification of entering into such contracts or arrangements or transactions | None |
| f) | Date of approval by the Board | Not Applicable |
| g) | Amount paid as advances, if any | Nil |
| h) | Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188 | Not Applicable |

During the financial year 2024-25, all related party transactions entered into by the Company were in the ordinary course of business and on an arm's length basis and were approved by the Audit Committee of the Company.



**Value
Research**
For and on behalf of the Board of
Gayatri Bioorganics Limited

Place: Hyderabad
Date: 29.07.2025

Sd/-
T.V. Sandeep Kumar Reddy
Chairman and Director
DIN: 00005573

Sd/-
Sreedhara Reddy Kanaparthi
Whole-time Director
DIN: 09608890

Annexure 4
FORM MR-3
SECRETARIAL AUDIT REPORT
{Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014}
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

To
The Members of
Gayatri Bioorganics Limited
Hyderabad.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gayatri Bioorganics Limited (hereinafter called “the Company”). Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Gayatri Bioorganics Limited (“The Company”) for the financial year ended on 31st March, 2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
 - ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
1. Compliance status in respect of the provisions of the following Regulations and Guideline prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) is furnished hereunder for the financial year 2024-25:
- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Complied with yearly and event-based disclosures, wherever applicable.**

- ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018; **The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e., www.gayatribioorganics.com**
- iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable as the Company has not issued any shares during the year under review.**
- iv. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as the Company has not issued any Employee Stock Options during the year under review.**
- v. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable as the Company has not issued and listed any debt or non-convertible securities during the year under review.**
- vi. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review. However, the company has Venture Capital and Corporate Investments Private Limited as its Share Transfer Agent.**
- vii. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable as the company has not delisted/ proposed to delist its equity shares during the year under review.**
- viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.**
- 4. We have relied on the representation made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other applicable Acts, Laws and Regulations which are listed below and it was noted that the Company has complied with the said Laws to the extent applicable.
 - a) The Payment and Settlement Systems Act, 2007
 - b) The Information Technology Act, 2000
 - c) The Consumer Protection Act, 2019
 - d) The Trademarks Act, 1999
 - e) Copyright Act, 1957 and the rules thereunder
 - f) Contract Labour (Regulation and Abolition) Act, 1970;
 - g) Shops and Establishment Act, 1948

- h) Employees' Compensation Act, 1923;
- i) Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- j) Employees' State Insurance Act, 1948;
- k) Minimum Wages Act, 1948;
- l) Payment of Bonus Act, 1965;
- m) Payment of Gratuity Act, 1972;
- n) Payment of Wages Act, 1936;
- o) Industrial Disputes Act, 1947;
- p) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- q) The Child Labor (Prohibition and Regulation) Act, 1986;
- r) The Equal Remuneration Act, 1976;
- s) The Code on Wages, 2019;
- t) The Occupational Safety, Health and Working Conditions Code, 2020;
- u) The Industrial Relations Code, 2020;
- v) The Code on Social Security, 2020;
- w) Indian Stamp Act, 1899;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable.

During the period under review the Company has complied with the provisions of the Companies Act, 2013, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a) During the year the Company has conducted 5 meetings of the Board of Directors, 4 meetings of the Audit committee, 1 Meetings of Stakeholder Relationship Committee, 2 meetings of Nomination and Remuneration Committee and 1 meeting of Independent Directors.
- b) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that

- (i) The provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
- External Commercial Borrowings were not attracted to the Company under the financial year under review;
 - Foreign Direct Investment (FDI) was not attracted to the Company under the financial year under report;
 - Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.
- (ii) As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

We further report that:

- i. Mr. Achanta Prabhakar Rao is the Chief Financial Officer and Mr. Aamir Tak is the Company Secretary and Compliance Officer of the Company. Mr. Aamir Tak resigned as Company Secretary and Compliance Officer of the Company w.e.f. 17.06.2025. Following his resignation, Mr. K. Sreedhara Reddy was appointed as the Compliance Officer w.e.f. 17.06.2025.
- ii. The Company has internal auditors namely M/s. VAS & Co., Chartered Accountants, Hyderabad.
- iii. The website of the company contains applicable policies as specified by SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and the provisions of Companies Act, 2013.
- iv. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.
- v. Adequate notice of board meeting is given to all the directors along with agenda at least seven days in advance or on shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
- vi. As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- vii. We further report that during the year under report, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. other than those already disclosed to Stock Exchange i.e., BSE

- viii. We, further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- ix. We further report that during the year under report, the Company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.
- x. The compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed thoroughly in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

The following observations are reported during the period under review: a. 100% of the shareholding of the promoter is not in dematerialized form. The promoter is in the process to dematerialize the shares.

For S.S. Reddy & Associates

Sd/-

**S. Sarweswara Reddy
Proprietor**

M No. F12619, CP No. 7478

UDIN: F012619G000886151

PR Cer. No.: 1450/2021

Place: Hyderabad

Date: 29.07.2025



ANNEXURE A

To
The Members of
Gayatri Bioorganics Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have relied on the reports given by the concerned professionals in verifying the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For S.S. Reddy & Associates

Sd/-

**S. Sarweswara Reddy
Proprietor**

M No. F12619, CP No. 7478

UDIN: F012619G000886151

PR Cer. No.: 1450/2021

Place: Hyderabad

Date: 29.07.2025

Annexure 5**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****1. Industry Structure and Developments Summary**

The Company completed the Business Transfer Agreement (BTA) agreement, now the company is pursuing various options for further course of actions.

2. Opportunities and Threats

The Company completed the BTA agreement, now the company is pursuing various options for further course of actions.

3. Segment-wise Performance

The Company completed the BTA agreement, now the company is pursuing various options for further course of actions.

4. Outlook

The Company completed the BTA agreement, now the company is pursuing various options for further course of actions.

5. Risks and Concerns:

The Company completed the BTA agreement, now the company is pursuing various options for further course of actions.

6. Internal Control systems and their Adequacy

The Company has adequate internal control systems commensurate with the activities of the company.

7. Financial Performance with respect to Operational Performance

Mentioned in the Board's report

8. Material developments in Human Resources / Industrial Relations from, including number of people employed.

There are no material developments in Human Resources / Industrial Relations for FY 24 to FY 25

9. FINANCIAL RATIOS:

| RATIOS: | | | |
|-----------------------------|----------------|----------------|----------------|
| Particulars | 2024-25 | 2023-24 | Remarks |
| Debtors turnover ratio | - | - | - |
| Inventory turnover ratio | - | - | - |
| Interest coverage ratio | - | - | - |
| Current ratio | 0.05 | 0.05 | - |
| Debt equity ratio | (1.03) | (1.03) | - |
| Operating profit margin (%) | - | - | - |
| Net profit margin (%) | - | - | - |
| Return on Net worth | 0.02 | -0.01 | - |

10. Details of any change in Return or Net Worth as compared to the immediately previous financial year.

There is a change in the Return on Net Worth which is at 0.02% for the Financial Year 2024-25 as compared to immediately previous year 2022-23 which was at -0.01%. Reasons for decrease in Net Profit on account of decrease in other expenses.

11. Any other Sector Specific ratios, as applicable: NA

12. Disclosure of Accounting Treatment

During the preparation of Financial Statement of F.Y. 2024-25 the treatment as prescribed in an Accounting Standard has been followed by the Company. There are no significant changes in Accounting Treatment as followed by the Company in current financial year as compared to previous financial year.

13. Cautionary Statement

Although we believe we have been prudent in our projections, estimates, assumptions, expectations or predictions while making certain statements, realization is dependent on various factors. Should any known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information.

**For and on behalf of the Board of
Gayatri Bioorganics Limited**

| | | |
|--------------------------------------|---|---|
| Place: Hyderabad Date: 29.07.2025 | Sd/- | Sd/- |
| | T.V. Sandeep Kumar Reddy Chairman and Director DIN: 00005573 | Sreedhara Reddy Kanaparthi Whole-time Director DIN: 09608890 |

Annexure 6**CORPORATE GOVERNANCE REPORT**

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at Gayatri Bioorganics Limited as follows:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on Corporate Governance is backed by Principles of Concern, Commitment, Ethics, Excellence and Learning in all its acts and relationships with Stakeholders, Clients, Associates and Community at large. This philosophy revolves around fair and transparent governance and disclosure practices in line with the principles of Good Corporate Governance.

The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

A. BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website, <https://www.gayatribioorganics.com/Policies.html>.

B. DATE OF REPORT:

The information provided in the Report on Corporate Governance for the purpose of unanimity is as on 31.03.2025. The Report is updated as on the date of the report wherever applicable.

2. BOARD OF DIRECTORS**a. Composition and category of directors:**

The Company is managed and controlled through a professional body of Board of Directors which comprises of an optimum combination of Executive, Non- Executive and Independent Directors headed by the Chairman & Non-Executive Director. As on date of this report, the Board of Directors of the Company has 5 members (including three independent Non-Executive Directors) with vast experience and knowledge. None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which he/she is a Director.

b. Attendance of each director at the meeting of the board of directors and the last annual general meeting:

As mandated by the SEBI (LODR) Regulations, 2015, none of the Directors are members of more than ten Board-level committees nor are they chairman of more than five committees in

which they are members. Further all the Directors have confirmed that they do not serve as an independent director in more than seven listed companies or where they are whole-time directors in any listed company, they do not serve as independent director in more than three listed companies.

The names and categories of the Directors on the Board, their attendance at Board meeting during the year and at last Annual General Meeting, as also the number of Directorships and Committee memberships held by them in other companies are shown in following Table.

c. number of other board of directors or committees in which a director is a member or chairperson:

d. No. of meetings of the board of directors held and dates on which held: (5) Five meetings

11.05.2024, 27.06.2024, 03.08.2024, 11.11.2024 and 20.01.2025

| Name | Category | Attendance at the AGM held on 31.08.2024 | Attendance in Board Meetings | | No. of Directorships in other companies (Name of the listed company to be mentioned) | | No. of committee positions held in other public companies | |
|-----------------------------------|-----------------------------------|--|------------------------------|---------|--|----------|---|--------|
| | | | Held | Present | Chairman | Director | Chairman | member |
| Mr. T.V. Sandeep Kumar Reddy | Promoter & Non-Executive Director | Yes | 5 | 5 | - | 17 | - | 1 |
| Mr. P. V. Narayana Rao | Independent Director | Yes | 5 | 5 | - | 3 | - | 2 |
| Mr. Ch. R. Seshaprasad* | Independent Director | Yes | 5 | 5 | - | - | - | - |
| Mr. Murali Vittala* | Independent Director | Yes | 5 | 5 | - | - | - | - |
| Ms. Meenakshi Ramachnd Sachdeva\$ | Independent Director | Yes | 5 | 5 | - | - | - | - |
| Mr. Sreedhara Reddy Kanaparathi | Whole-time Director | Yes | 5 | 5 | - | 1 | - | 1 |
| Mr. Srinivas Iduri** | Independent Director | - | - | - | - | - | - | - |

*Resigned w.e.f. 28.05.2025

**Appointed w.e.f. 28.05.2025

\$Change in designation from Non-Executive Director to Independent Director w.e.f 28.05.2025

A. THE NAME OF OTHER LISTED ENTITIES WHERE DIRECTORS OF THE COMPANY ARE DIRECTORS AND THE CATEGORY OF DIRECTORSHIP

| Name of Director | Other Listed Entities in which concern Director is Director | Category of Directorship |
|------------------------------|--|---|
| Mr. T.V. Sandeep Kumar Reddy | Gayatri Sugars Limited Gayatri Projects Limited | Non-Executive Director Managing Director |
| Mr. P. V. Narayana Rao | Gayatri Sugars Limited | Independent Director |

e. Disclosure of Relationships Between Directors Inter-Se:

Directors do not have any inter se relation with each other.

f. Number of shares and convertible instruments held by non-executive directors:

Mr. T.V. Sandeep Kumar Reddy, Chairman and Non-Executive Director holds 1,70,06,802 equity shares of the company.

g. web link where details of familiarization Programmes imparted to independent directors is disclosed.

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company is also made to the directors.

The details of familiarization programme held in FY 2024-25 are also disclosed on the Company's website at <https://www.gayatribioorganics.com/Policies.html>.

h. A chart or a matrix setting out the skills/expertise/competence of the board of directors:

| S. No. | Skills / Expertise / Competence of the Board of Directors are required in the context of business of the Company | Names of the Directors who have such skills / expertise / competence |
|---------------|---|---|
| 1. | Finance & Accounting | Mr. Venkata Sandeep Kumar Reddy Tikkavarapu |
| 2. | Legal and General Management | Mr. Sreedhara Reddy Kanaparthy |
| 3. | Human Resource management | Ms. Meenakshi Sachdeva, Mr. Srinivas Iduri |
| 4. | Administration | Mr. Sreedhara Reddy Kanaparthy |

i. confirmation that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management:

The Board has confirmed that in its opinion, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

j. Declaration by Board:

The Board has confirmed that in its opinion, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

k. Resignation of independent director:

During the year under the review there are no resignations of Independent Directors. However, Mr. Ramachandra Seshaprasad Chodavarapu and Mr. Murali Vittala tendered their resignation as Independent Directors of the Company with effect from the close of business hours on 28.05.2025.

Reason for Resignation: Mr. Ramachandra Seshaprasad Chodavarapu and Mr. Murali Vittala cited advancing age as the reason for their resignation.

Confirmation: Mr. Ramachandra Seshaprasad Chodavarapu and Mr. Murali Vittala has confirmed that there are no other material reasons for their resignation other than those stated above.

The Board placed on record its appreciation for the valuable guidance and contributions made by Mr. Ramachandra Seshaprasad Chodavarapu and Mr. Murali Vittala during their tenure.

COMMITTEES OF THE BOARD:

The Company has three Board-level Committees - Audit Committee, Stakeholder Relationship Committee, Nomination & Remuneration Committee.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided in this report below:

3. AUDIT COMMITTEE: (Audit Committee constituted in terms of Section 177 of Companies Act, 2013 read with Regulation 18 of SEBI (LODR) Regulations, 2015)

a. Brief Description of terms of reference:

The terms of reference of the Audit Committee encompasses the requirements of Section 177 of Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Regulations, 2015 and, inter alia, includes:

- i. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- ii. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
 - v. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- vii. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. approval or any subsequent modification of transactions of the listed entity with related parties;
- ix. scrutiny of inter-corporate loans and investments;
- x. valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xi. evaluation of internal financial controls and risk management systems;
- xii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- xiii. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. discussion with internal auditors of any significant findings and follow up there on;
- xv. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. to review the functioning of the whistle blower mechanism;
- xix. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- xxi. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- xxii. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- xxiii. Carrying out any other function as may be referred to the Committee by the Board.
- xxiv. Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

The audit committee shall mandatorily review the following information:

- i. management discussion and analysis of financial condition and results of operations;
 - ii. management letters / letters of internal control weaknesses issued by the statutory auditors;
 - iii. internal audit reports relating to internal control weaknesses; and
 - iv. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - v. statement of deviations:
 - vi. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
-

vii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

b. Composition, Meetings & Attendance

There were Four (4) Audit Committee Meetings held during the year on 11.05.2024, 03.08.2024, 11.11.2024 and 20.01.2025

| Name | Designation | Category | Number of meetings during the year 2024-25 | |
|-----------------------------------|-------------|------------------------------------|--|---------|
| | | | Held | Present |
| Sri. P. V. Narayana Rao | Chairman | Non-Executive Independent Director | 4 | 4 |
| Sri. Ch. R. Seshaprasad* | Member | Non-Executive Independent Director | 4 | 4 |
| Mr. Murali Vittala* | Member | Non-Executive Independent Director | 4 | 4 |
| Mr. Srinivas Iduri** | Member | Non-Executive Independent Director | - | - |
| Ms. Meenakshi Ramchand Sachdeva** | Member | Non-Executive Independent Director | - | - |

*Resigned w.e.f. 28.05.2025

**Appointed w.e.f. 28.05.2025

Previous Annual General Meeting of the Company was held on 31.08.2024, Sri. P. V. Narayana Rao, Chairman of the Audit Committee for that period, attended previous AGM.

4. NOMINATION AND REMUNERATION COMMITTEE: (Nomination and Remuneration Committee constituted in terms of Section 178 of Companies Act, 2013 read with Regulation 19 of SEBI (LODR) Regulations, 2015)

The terms of reference of the Nomination and Remuneration committee constituted in terms of Section 178 of Companies Act, 2013 and as per Regulation 19 of SEBI (LODR) Regulations, 2015 are as under:

a. Brief Description of terms of reference:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates.
- iii. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- iv. devising a policy on diversity of board of directors;
- v. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- vi. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

b. composition of the nomination and remuneration committee, meetings & attendance:

There was Two (2) Nomination and Remuneration Committee Meeting held during the financial year on 03.08.2024 and 20.01.2025

| Name | Designation | Category | Number of meetings during the year 2024-25 | |
|-----------------------------------|-------------|------------------------------------|--|---------|
| | | | Held | Present |
| Mr. Ch. R. Seshaprasad* | Chairman | Non-Executive Independent Director | 2 | 2 |
| Sri. P. V. Narayana Rao# | Chairman | Non-Executive Independent Director | 2 | 2 |
| Mr. Murali Vittala* | Member | Non-Executive Independent Director | 2 | 2 |
| Mr. Srinivas Iduri** | Member | Non-Executive Independent Director | - | - |
| Ms. Meenakshi Ramchand Sachdeva** | Member | Non-Executive Independent Director | - | - |

*Resigned w.e.f. 28.05.2025

**Appointed w.e.f. 28.05.2025

#was already a member and now appointed as Chairman w.e.f 28.05.2025

a. Performance Evaluation criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are already mentioned under the head "Board Evaluation" in Directors' Report.

b. Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit. The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE:**1. Scope:**

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 "Director" means a Director appointed to the Board of a Company.

2.2 "Nomination and Remuneration Committee" means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.3 "Independent Director" means a Director referred to in sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;

- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the Company for Directors and senior Management personnel;
- shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as any prescribed, from time to time, under the Companies Act, 2013,

Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

3.2 Criteria of Independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent Director in relation to a Company, means a Director other than a managing Director or a whole-time Director or a nominee Director

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the Company or its holding, subsidiary or associate Company or member of the promoter group of the listed entity;

- (ii) who is not related to promoters or Directors of the Company its holding, subsidiary or associate company.
- c. who, apart from receiving director's remuneration, who has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or Director, during the three immediately preceding financial year or during the current financial year;
- d. none of whose relative
- (A) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
- (B) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
- (C) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
- (D) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income:

Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

- e. who, neither himself nor any of his relative-
- (i) Holds or has held the position of a key managerial personnel or is or has been employee of the Company or holding, subsidiary or associate Company or any company belonging to the promoter group of the listed entity in any of the three finance years immediately preceding the finance year in which he is proposed to be appointed;

Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment
- (ii) Is or has been an employee or proprietor or a partner, in any of the three finance year immediately preceding the financial year in which he is proposed to be appointed of-
- (A) a firm of auditors or Company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate Company; or

- (B) any legal or a consulting firm that has or had any transaction with the Company, its holding subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;
- (i) holds together with his relatives two per cent or more of the total voting power of the Company;
- or
- (ii) is a chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipt from the Company any of its promoters, Directors or its holding subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; or
- (iii) is a material supplier, service provider or customer or a lesser or lessee of the Company.
- f. Shall possess appropriate skills experience and knowledge in one or more field of finance, law management, sales, marketing administration, research, corporate governance, technical operations, corporate social responsibility or this disciplines related to the Company's business.
- g. Shall possess such other qualifications as may be prescribed from time to time, under the Companies Act, 2013.
- h. who is not less than 21 years of age
- i. Who is not a non-independent Director of another company on the Board of which any non-independent director of the listed entity is an independent director.

3.2.3 The independent Director shall abide by the "code for independent Directors "as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board Performance Accordingly, members should voluntarily limit their Directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed Company.

3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committees across all companies in which he holds Directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

- 1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the Directors, key managerial personnel and other employees of the Company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

- 2.1 "Director" means a Director appointed to the Board of the Company.
- 2.2 "key managerial personnel" means
- (i) The Chief Executive Officer or the managing Director or the manager;
 - (ii) The Company Secretary;
 - (iii) The Whole-time Director;
 - (iv) The Chief Financial Officer; and
 - (v) Such other office as may be prescribed under the companies Act, 2013
- 2.3 "Nomination and Remuneration committee" means the committee constituted by Board in accordance with the provisions of Section 178 of the companies Act, 2013, clause 49 of the Equity Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

- 3.1 Remuneration to Executive Director and key managerial personnel
- 3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committees.

- 3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the Company.
- 3.1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:
- (i) Basic pay
 - (ii) Perquisites and Allowances
 - (iii) Stock Options
 - (iv) Commission (Applicable in case of Executive Directors)
 - (v) Retrial benefits
 - (vi) Annual performance Bonus
- 3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.
- 3.2 Remuneration to Non – Executive Directors
- 3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.
- 3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.
- 3.3. Remuneration to other employees
- 3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

Pursuant to provisions of Regulation 17(10) of the SEBI Listing Regulations and the provisions of the Act, an annual Board effectiveness evaluation was conducted for FY 2024-25 on 20.01.2025, involving the following: Evaluation of IDs, in their absence, by the entire Board was undertaken, based on their performance and fulfilment of the independence criteria prescribed under the Act and SEBI Listing Regulations; and

- i. Evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chairman. An IDs' meeting, in accordance with the provisions of Section

149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations, was convened on 20.01.2025, mainly to review the performance of Independent Directors and the Chairman & Managing Director as also the Board as a whole.

- i) **Board:** Composition, responsibilities, stakeholder value and responsibility, Board development, diversity, governance, leadership, directions, strategic input, etc.
- ii) **Executive Directors:** Skill, knowledge, performance, compliances, ethical standards, risk mitigation, sustainability, strategy formulation and execution, financial planning & performance, managing human relations, appropriate succession plan, external relations including CSR, community involvement and image building, etc.
- iii) **Independent Directors:** Participation, managing relationship, ethics and integrity, Objectivity, bringing independent judgement, time devotion, protecting interest of minority shareholders, domain knowledge contribution, etc.
- iv) **Chairman:** Managing relationships, commitment, leadership effectiveness, promotion of training and development of directors etc.
- v) **Committees:** Terms of reference, participation of members, responsibility delegated, functions and duties, objectives alignment with company strategy, composition of committee, committee meetings and procedures, management relations.

C. MECHANISM FOR EVALUATION OF THE BOARD

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 5, 2017 and the Companies Amendment Act, 2017 the Company adopted the recommended criteria by Securities and Exchange Board of India.

Based on the evaluation done by the Independent Directors, Chairman of the Independent Director meeting has compiled the data and made a report and informed the rankings of each Director in the Board Meeting and also informed that the performance of Directors is satisfactory and they are recommended for continuation as Directors of the Company.

- 5. **STAKEHOLDERS RELATIONSHIP COMMITTEE:** Stakeholders Relationship Committee constituted in terms of Section 178(5) of Companies Act, 2013 read with Regulation 20 of SEBI (LODR) Regulations, 2015
 - a. **Brief Description of terms of reference:** The Committee's role includes:
 - i. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;

- ii. Review of measures taken for effective exercise of voting rights by shareholders;
- iii. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- iv. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- v. Such other matter as may be specified by the Board from time to time.
- vi. Authority to review / investigate into any matter covered by Section 178 of the Companies Act, 2013 and matters specified in Part D of Schedule II of the Listing Regulations.

b. composition of the committee, meetings and attendance during the year

During the Financial Year April 2024 to March 2025, one (1) Stakeholders Relationship Committee Meeting was held on 20.01.2025.

| Name | Designation | Category | Number of meetings during the year 2024-25 | |
|------------------------------|-------------|--|--|---------|
| | | | Held | Present |
| Mr. T.V. Sandeep Kumar Reddy | Chairperson | Non-Executive Non Independent Director | 1 | 1 |
| Mr. P. V. Narayana Rao | Member | Non-Executive Independent Director | 1 | 1 |
| Mr. K. Sreedhara Reddy | Member | Executive Director | 1 | 1 |

c. Details of complaints/requests received, resolved and pending during the year 2024-25

| INVESTOR COMPLAINTS | |
|---|-----------------------|
| Particulars | Year ended 31.03.2025 |
| Pending at the beginning of the year | 0 |
| Received during the year | 0 |
| Disposed of during the year | 0 |
| Remaining unresolved at the end of the year | 0 |

d. Name and designation of Compliance Officer -

Mr. Aamir Tak is the Company Secretary and Compliance Officer of the Company. He resigned as the Company Secretary and Compliance Officer of the Company w.e.f. 17.06.2025. Following his resignation, Mr. K. Sreedhara Reddy Kanaparathi was appointed as the Compliance Officer w.e.f. 17.06.2025.

5 (A) Senior management:

Particulars of senior management including the changes therein since the close of the previous financial year

| S. No. | Names of Senior Management/ Key Managerial Personnel | Designation | Details |
|---------------|---|--|-----------------------------|
| 1. | Mr. Achanta Prabhakar Rao | CFO | Appointed w.e.f. 01.04.2019 |
| 2. | Mr. Aamir Tak | Company Secretary & Compliance officer | Resigned w.e.f. 17.06.2025 |

6. REMUNERATION OF DIRECTORS

a. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS VIS-À-VIS THE LISTED COMPANY:

None of the Non-Executive Directors have any pecuniary relationship or transaction with the company other than the Directors sitting fees and commission, if any.

b. web link for criteria of making payments to non-executive directors: <https://www.gayatri.bioorganics.com/index.html#>.

c. Details of Remuneration (for financial year 2024-25)

| Name of the Director | Remuneration (Rs) | Sitting Fee (Rs) | Total (Rs) | No. of Shares held |
|---------------------------------|--------------------------|-------------------------|-------------------|---------------------------|
| Mr. T.V. Sandeep Kumar Reddy | - | - | - | 1,70,06,802 |
| Mr. P. V. Narayana Rao | - | 32,000 | 32,000 | - |
| Mr. Ch. R. Seshaprasad | - | 32,000 | 32,000 | - |
| Mr. Murali Vittala | - | 32,000 | 32,000 | - |
| Ms. Meenakshi Ramachnd Sachdeva | - | 24,000 | 24,000 | - |
| Mr. Sreedhara Reddy Kanaparathi | - | - | - | - |

d. Except for the remuneration details mentioned above, there are is no other pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity in terms of salary, benefits, bonuses, stock options, pension, fixed component and performance linked incentives.

7. GENERAL BODY MEETINGS

a. Location, date and time of last three AGMS and special resolutions there at as under:

| Financial Year | Date | Time | Venue | Special Resolution Passed |
|-----------------------|-------------------|-------------|---|----------------------------------|
| 2021-22 | AGM 27.09.2022 | 12:00 noon | through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") | No |
| 2022-23 | AGM 28.09.2023 | 10.00 a.m. | through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") | Yes |
| 2023-24 | AGM 31.08.2024 | 11:00 a.m. | through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") | Yes |

b. Passing of resolutions by postal ballot:

There were no resolutions passed by the Company through Postal Ballot during the Financial Year 2024-25.

8. MEANS OF COMMUNICATION:

- i. The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the Performa prescribed by Regulation 33 of SEBI (LODR), Regulations, 2015 within forty-five days/sixty days of the close of the respective period.
- ii. The approved financial results are forthwith sent to the BSE Limited and are published in the English and Telugu newspapers, namely Financial Express and Nava Telangana within forty-eight hours of approval thereof.
- iii. As the Company's quarterly/half yearly financial results are uploaded on Company's website www.gayatribioorganics.com, the same are not mailed to the Shareholders.
- iv. The company also displays the official news release and presentations are also made to the investors or the analyst, if any --- Not Applicable
- v. Exclusive email ID for investors: The Company has a designated email id i.e. info@gayatribioorganics.com exclusively for investor services, and the same is prominently displayed on the Company's website.

9. GENERAL SHAREHOLDERS INFORMATION:

| | |
|---|--|
| Company Registration Details | The Company is registered in the State of Telangana, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24110TG1991PLC013512 |
| Date | 26.08.2025 |
| Time | 11.30 a.m. |
| Venue of AGM | Through video conference |
| Financial Year | 2024-25 |
| Dividend payment date | NA |
| Name and address of each stock exchange(s) at which the Company's securities are listed | <u>BSE Limited</u> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400023 |
| Confirmation of Payment of annual listing fees to stock exchanges | Paid to BSE Limited where the shares of the Company are listed |
| Registrars to an issue and share transfer agents | Venture Capital & Corporate Investments Private Limited Address: "AURUM", 4th & 5th Floors, Plot No.57, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad-500032, Telangana Ph: 040-23818475/23818476 Fax: 040-23868024 E-mail: info@vccilindia.com Website: www.vccilindia.com |
| Tentative Schedule for considering Financial Results: | |
| For the Quarter ending June,2025 | 29.07.2025 |
| For the Quarter ending September, 2025 | October/ November, 2025 |
| For the Quarter ending December,2025 | January/ February, 2025 |
| For the Quarter/year ending March, 2026 | April/ May, 2026 |
| Date of Book Closure | 20.08.2025 to 26.08.2025 |
| Commodity price risk or foreign exchange risk and hedging activities | NIL |
| In case the securities are suspended from trading, the directors report shall explain the reason thereof In case the securities are suspended from trading, the directors report shall explain the reason thereof | The securities of the Company are not suspended from trading by the BSE Limited. |

| | |
|--|--|
| Branch Offices /Plant Locations | Nil |
| Address for correspondence: | B3, 3rd Floor, 6-3-1090, TSR Towers, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana, India, 500082 Email Id: info@gayatribioorganics.com Website: www.gayatribioorganics.com |
| Investor Correspondence / Query on Annual Report, etc. | Mr. Sreedhara Reddy Kanaparthi, Whole-time Director and Compliance Officer B3, 3rd Floor, 6-3-1090, TSR Towers, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana, India, 500082 Tel no. 040-66100111,66100222, Website: www.gayatribioorganics.com |

Share transfer system:

Effective April 1, 2019, SEBI has amended Regulation 40 of the SEBI Listing Regulations, which deals with transfer, transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2025

| SL. NO. | Category (Amount) | Number | % To Total | Amount | % of Amount |
|---------|-------------------|--------------|------------|------------------|-------------|
| 1 | 1-5000 | 30726 | 91.88 | 37465150 | 4.76 |
| 2 | 5001- 10000 | 1532 | 4.58 | 12375840 | 1.57 |
| 3 | 10001- 20000 | 608 | 1.82 | 8953020 | 1.14 |
| 4 | 20001- 30000 | 188 | 0.56 | 4820550 | 0.61 |
| 5 | 30001- 40000 | 81 | 0.24 | 2873190 | 0.36 |
| 6 | 40001- 50000 | 77 | 0.23 | 3696260 | 0.47 |
| 7 | 50001- 100000 | 119 | 0.36 | 8725770 | 1.11 |
| 8 | 100001 & Above | 110 | 0.33 | 708971640 | 89.98 |
| | Total | 33441 | 100 | 787881420 | 100 |

DEMATERIALISATION & LIQUIDITY OF SHARES:

A qualified Practicing Company Secretary carry out audit to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. As on 31.03.2025 Reconciliation of Share Capital Audit Report confirms that the total paid up capital was in agreement with the total number of dematerialized shares held with NSDL and CDSL.

Trading in Company's shares is permitted only in dematerialized form for all investors. The ISIN allotted to the Company's scrip is INE052E01015. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form.

| Mode | No. of shares | % Share Capital |
|--------------|----------------------|------------------------|
| CDSL | 4,05,19,035 | 78.41 |
| NSDL | 1,72,66,065 | 21.91 |
| Physical | 2,10,03,042 | 26.66 |
| Total | 7,87,88,142 | 100.00 |

OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The Company has not issued these types of securities.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

The company does not have any commodity price risk or foreign exchange risk and hedging activities.

LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR, FOR ALL DEBT INSTRUMENTS OF SUCH ENTITY OR ANY FIXED DEPOSIT PROGRAMME OR ANY SCHEME OR PROPOSAL OF THE LISTED ENTITY INVOLVING MOBILIZATION OF FUNDS, WHETHER IN INDIA OR ABROAD:

Not Applicable since the Company does not have any debt instruments

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2025:

| Category | Category of Shareholder | No of Shareholders | No of fully paid-up equity shares held | Shareholding as a % of total no of shares (As a % of (A+B+C2)) | Number of Shares pledged or otherwise encumbered | As a % of total Shares held | Number of equity shares held in dematerialized form |
|----------|--------------------------------|--------------------|--|--|--|-----------------------------|---|
| (I) | (II) | (III) | (IV) | (VIII) | (XIII) | | (XIV) |
| (A) | Promoter & Promoter Group | 1 | 1,70,06,802 | 21.59 | - | - | |
| (B) | Public | 33,440 | 6,17,81,340 | 78.41 | - | - | 5,77,85,100 |
| (C) | Non-Promoter-Non-Public | - | - | - | - | - | - |
| (C1) | Shares underlying DRs | - | - | - | - | - | - |
| | Shares held by Employes Trusts | - | - | - | - | - | - |
| | Total: | 33,441 | 7,87,88,142 | 100.00 | - | - | 5,77,85,100 |

10. OTHER DISCLOSURES

a. Materially Significant Related Party Transactions:

During the year under review, the Company had not entered in to any materially significant transaction with any related party. During the year, the Company had not entered into any other contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions that may have potential conflict with the interests of the Company at large. All the related party transactions during the year are in the ordinary course of business and on arm's length basis.

The policy on related party transactions is available in the Company's website www.gayatribioorganics.com

b. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years pursuant to SEBI SOP Circular dated January 22, 2020 the following penalties have been levied:

| S.no. | Regulation SEBI (LODR), 2015 | For Quarter / Month | Penalty (Excl. of GST) | Date of payment |
|-------|------------------------------|---------------------|------------------------|-----------------|
| 1 | 17(1) | Sep 2021 | 1,50,000 | 20.04.2022 |
| 2 | 17(1) | Dec 2021 | 1,95,000 | 18.04.2022 |
| 3 | 18(1) | Sep 2021 | 60,000 | 20.04.2022 |
| 4 | 27(2) | Jun-2014 | 1000 | 20.04.2022 |
| 5 | 27(2) | Sep-2017 | 16,000 | 20.04.2022 |
| 6 | 31 | Sep-2017 | 9,000 | 20.04.2022 |
| 7 | 34 | Mar-2014 | 4000 | 20.04.2022 |

c. Vigil Mechanism/ Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined in Regulation 22 of SEBI (LODR) Regulations 2015 and in terms of Section 177 of the Companies Act, 2013.

With a view to adopt the highest ethical standards in the course of business, the Company has a whistle blower policy in place for reporting the instances of conduct which are not in conformity with the policy. Directors, employees, vendors or any person having dealings with the Company may report non-compliance to the Chairman of the Audit Committee, who reviews the report. Confidentiality is maintained of such reporting and it is ensured that the whistle blowers are not subjected to any discrimination. No person has been denied access to the Chairman of the Audit Committee.

d. Compliance with the mandatory requirements and adoption of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with the mandatory requirements of SEBI (LODR) Regulations, 2015 and is in the process of implementation of non-mandatory requirements.

e. Web link where policy for determining 'material' subsidiaries is disclosed;

The Company doesn't have material subsidiary as defined under Listing Regulations.

f. Web link where policy on dealing with related party transactions; <https://www.gayatribioorganics.com/Policies.html>**g. Disclosure of commodity price risks and commodity hedging activities:**

The company does not have any significant exposure to commodity price risk and hedging activities

h. Details of utilization of funds raised through preferential allotment or qualified institutions placement.

The Company has not raised any funds through preferential allotment or Qualified Institutional Placement during the financial year 2024-25

i. Certificate from Practicing Company Secretary

The Company has obtained certificate from M/s. S.S. Reddy & Associates, Practicing Company Secretaries that none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as Directors of Companies by the Board / Ministry of Corporate Affairs or any such authority. And the Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report.

j. Recommendations of Committees

The Board has accepted and acted upon all the recommendations by the Audit & Nomination and Remuneration Committees.

k. Total fees for all services paid by the company, on a consolidated basis, to the statutory auditor.

The fees paid by the Company to its statutory Auditors is Rs. 1,75,000/- (excluding GST) per annum.

l. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received during the financial year: Nil
- No. of complaints disposed off during the financial year: Nil
- No. of complaints pending at the end of the financial year: Nil

m. Disclosure by listed entity and its subsidiaries of 'loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

NIL

n. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

The Company does not have any subsidiaries.

11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT.

During the year, the company has complied with the requirement of Corporate Governance Report of sub-paras (2) to (10) of Schedule-V of the Securities Exchange Board of India (LODR) Regulations, 2015.

12. ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II of SEBI (LODR) REGULATIONS, 2015.

The company has adopted discretionary requirements to the extent of Internal Auditors reporting to the Audit Committee.

13. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:

| Regulation | Particulars | Compliance Status |
|------------------|--|-------------------|
| 17 | Board of Directors | yes |
| 18 | Audit Committee | yes |
| 19 | Nomination and Remuneration Committee | yes |
| 20 | Stakeholders Relationship Committee | yes |
| 21 | Risk Management Committee | NA |
| 22 | Vigil Mechanism | Yes |
| 23 | Related Party Transactions | Yes |
| 24. | Corporate Governance requirements with respect to subsidiary of Listed company | NA |
| 25 | Obligations with respect to Independent Directors | Yes |
| 26 | Obligations with respect to Directors and Senior Management | Yes |
| 27 | Other Corporate Governance Requirements | Yes |
| 46 (2)(b) to (i) | Website | Yes |

14. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES – Nil

15. Independent Directors:

The Company has complied with the definition of Independence as per Regulation 16(1) (b) of the SEBI (LODR), Regulations, 2015 and according to the Provisions of Section 149(6) of the Companies Act, 2013.

The Company has also obtained declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013.

Independent Directors’ Meeting: As per Clause 7 of the Schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent Directors) was held on 20.01.2025, and discussed the following:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company eligible to attend were present at the meeting.

As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company regularly familiarizes Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc.

16.

a) Code of Conduct

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

b). Declaration on Code of Conduct for the year 2024-25.

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended on March 31, 2025 as envisaged in Regulation 26(3) of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

16. WTD/ CFO Certification

The Whole Time Director and CFO certification of the financial statements as specified in Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Financial Year 2024-25 is provided elsewhere in this Annual Report.

**For and on behalf of the Board of
Gayatri Bioorganics Limited**

**Place: Hyderabad
Date: 29.07.2025**

**Sd/-
T.V. Sandeep Kumar Reddy
Chairman and Director
DIN: 00005573**

**Sd/-
Sreedhara Reddy Kanaparthi
Whole-time Director
DIN: 09608890**

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members Of
Gayatri Bioorganics Limited

We have examined the compliance of the conditions of Corporate Governance by Gayatri Bioorganics Limited ('the Company') for the year ended on March 31, 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para-C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For S.S. Reddy & Associates

Sd/-

**S. Sarweswara Reddy
Proprietor**

M No. F12619, CP No. 7478

UDIN: F012619G000886228

PR Cer. No.: 1450/2021

Place: Hyderabad

Date: 29.07.2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members Of
Gayatri Bioorganics Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gayatri Bioorganics Limited having CIN: L24110TG1991PLC013512 and having registered office situated at B3, 3rd Floor, 6-3-1090, TSR Towers, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana, India, 500082 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| S. No. | Name of Director | DIN | Date of Appointment in Company |
|--------|---------------------------------|----------|--------------------------------|
| 1. | Mr. T.V. Sandeep Kumar Reddy | 00005573 | 02.12.1991 |
| 2. | Mr. P. V. Narayana Rao | 07378105 | 30.05.2019 |
| 3. | Mr. Ch. R. Seshaprasad* | 08490735 | 30.05.2019 |
| 4. | Mr. Murali Vittala* | 08688453 | 30.01.2020 |
| 5. | Ms. Meenakshi Ramachnd Sachdeva | 09715062 | 25.08.2022 |
| 6. | Mr. Sreedhara Reddy Kanaparathi | 09608890 | 14.07.2022 |
| 7. | Mr. Srinivas Iduri** | 05192362 | 28.05.2025 |

*Resigned w.e.f. 28.05.2025

**Appointed w.e.f. 28.05.2025

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S.S. Reddy & Associates

Sd/-

**S. Sarweswara Reddy
Proprietor**

M No. F12619, CP No. 7478

UDIN: F012619G000886228

PR Cer. No.: 1450/2021

Place: Hyderabad

Date: 29.07.2025



CERTIFICATE BY THE WHOLE TIME DIRECTOR AND CFO OF THE COMPANY

To
The Members of
Gayatri Bioorganics Limited

Dear Sirs,

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 25 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we were aware and the steps that we have taken or propose to take and rectify the identified deficiencies and,
4. That we have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the company's internal control system.

**For and on behalf of the Board of
Gayatri Bioorganics Limited**

**Place: Hyderabad
Date: 28.05.2025**

**Sd/-
Achanta Prabhakar Rao
CFO**

**Sd/-
Sreedhara Reddy Kanaparthi
Whole-time Director
DIN: 09608890**

DECLARATION ON CODE OF CONDUCT AS REQUIRED BY SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Sreedhara Reddy Kanaparathi, Whole-time Director of Gayatri Bioorganics Limited ("The Company") hereby state and affirm Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management of the company during Financial Year 2024-25.

**For and on behalf of the Board of
Gayatri Bioorganics Limited**

**Place: Hyderabad
Date: 29.07.2025**

**Sd/-
Sreedhara Reddy Kanaparathi
Whole-time Director
DIN: 09608890**



Independent Auditor's Report on the Quarterly and Year to Date Audited Standalone Financial Results of the Company Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Amended

To The Board Of Directors of

Gayatri Bioorganics Limited

Report on the audit of the Standalone Financial Results**Opinion**

We have audited the accompanying statement of standalone financial results of Gayatri Bioorganics Limited (the "Company") for the quarter and year ended March 31, 2025 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. is presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information of the Company for the quarter and year ended March 31, 2025.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"), Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Other Matters**We draw attention to the following matter:**

We draw attention to the fact that certain dues relating to the Provident Fund (EPF & MP Act, 1952), pertaining to the period from 2013–14 to 2023–24 of Rs.16,38,248/- remain outstanding as at the balance sheet date. Our opinion is not modified in respect of this matter.

Management's Responsibilities for the Statement

The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and 52 of the Listing Regulations.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Results, the Board of Directors are responsible for assessing the Company's ability, to continue as a disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are

also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- d) Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- e) Conclude on the appropriateness of the Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- f) Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The Statement includes the results for the quarter ended March 31, 2025 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2025 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

**For MGR & Co
Chartered Accountants
(Firm Registration Number: 012787S)**



**Sd/-
M G Rao
Partner
M No. 029893
UDIN NO: 25029893BMHAMQ1886**

**Place: HYDERABAD
Date: 28th May, 2025**

Annexure-A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date to the Members of "M/s. GAYATRI BIOORGANICS LIMITED" for the year ended March 31, 2025)

- (i) The Company does not have Property, Plant & Equipment; hence the Disclosure Requirements under this Clause are not applicable.
- (ii) (a) The Company does not have Inventory; hence the Disclosure Requirements under this Clause are not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the provisions of clause 3(iii) of the said Order are not applicable to the company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not made any investments, given any loans, guarantees, or security which attracts compliance of section 185 and section 186 of Companies act. Accordingly, Clause 3(iv) of the Order is not applicable to the Company.
- (v) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the order is not applicable.
- (vi) According to the information and explanations given to us and on the basis of our examination of the records, the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company is not required for the current year. Therefore, the provisions of Clause (vi) of paragraph 3 of the order are not applicable to the Company.
- (a) According to the information and explanation given to us and on the basis of our examination of the records the Company, Undisputed statutory dues, including Goods and Service tax, Provident Fund, Income-tax, Sales Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities in all cases during the year.
- (b) There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

According to the information and explanations given to us and on the basis of our examination of the records, the Company did not have dues which have not been deposited on account of dispute as on March 31, 2025, except for the following:

| Statue | Nature of dues | Period to which the amount Relates | Amount | Forum where dispute is pending |
|-------------------------------|-------------------------------|---|---------------|--|
| The Customs Act, 1961 | Customs Duty | FY 1994 -95 | 1,03,86,163 | CESAT_Banglore |
| Central Excise Act, 1944 | Excise Duty including penalty | 02/2020 to 08/2014 | 8,52,42,349 | CESAT - Hyderabad |
| Agricultural Market Committee | Market Cess | 2009 -10 to 2012 -13 | 93,35,696 | The Secretary Agriculture Market Committee, Sadasivapet. |
| EPF & MP Act, 1952 | 7Q and 14B | 2013-14 to 2023-24 | 16,38,248 | The regional PF Commissioner II , Patancheru |

(vii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions as income during the year in the tax assessments under the Income-Tax Act, 1961, Accordingly, clause 3(viii) of the Order is not applicable to the Company.

(viii)

- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank, financial institution, government or any government authority.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any term loans from any lender. Accordingly, clause 3(ix)(c) of the Order is not applicable to the Company.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that no funds have been raised on short- term basis by the Company. Accordingly, Clause 3(ix) (d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates as defined under the Act. Accordingly, Clause 3(ix) (e) of the Order is not applicable.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Act). Accordingly, Clause 3(ix) (f) of the Order is not applicable.
- (ix)
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised money by way of initial public offer or further public offer (including debt instruments). Therefore, the provisions of Clause (x)(a) of paragraph 3 of the order are not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our observation, no report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules,2014 with the Central Government.
- (x)
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, Considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit. Accordingly, Clause 3(xi) (a) of the order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no fraud by the company or on the company been noticed or reported during the course of the audit, Hence no report under sub-section (12) of section 143 of the Company Act, 2013 has been filed by us in Form ADT -4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (xi)
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, Considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit. Accordingly, Clause 3(xi) (a) of the order is not applicable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no fraud by the company or on the company been noticed or reported during the course of the audit, Hence no report under sub-section (12) of section 143 of the Company Act, 2013 has been filed by us in Form ADT -4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken in to consideration the whistle blower complaints received by the Company during the year while determining the nature, timing, and extent of our audit procedures.
- (xii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is not a Nidhi Company, Accordingly, Clause 3(xii) of the order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv)
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, In our opinion the company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date for the period under audit.
- (xv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not entered in to any non-cash transactions with its directors or persons or persons connected to its directors and hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the Company. Accordingly, Clause 3(xv) of the order is not applicable.
- (xvi)
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, Clause 3(xvi) (a) of the order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not conducted any non-banking financial or housing finance activities, Accordingly, Clause 3(xvi) (b) of the order is not applicable.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, Clause 3(xvi) (c) of the order is not applicable.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the group does not have any Core Investment Company as defined in the regulations made by the Reserve Bank of India, Accordingly, Clause 3(xvi) (d) of the order is not applicable.
- (xvii) The company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year, Accordingly, Clause 3 (xviii) of the order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of our examination of the records of the Company, on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the provisions of the section 135 of Act towards Corporate Social Responsibility are not applicable to the company, Accordingly, Clause 3(xx) of the order is not applicable.

For MGR & Co
Chartered Accountants
(Firm Registration Number: 012787S)

Sd/-
M G Rao
Partner
M No. 029893
UDIN NO: 25029893BMHAMQ1886

Place: HYDERABAD
Date: 28th May, 2025

“Annexure B” to the Independent Auditor’s Report

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of GAYATRI BIOORGANICS LIMITED of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **M/s.GAYATRI BIOORGANICS LIMITED** (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future years are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MGR & Co
Chartered Accountants
(Firm Registration Number: 012787S)

Sd/-
M G Rao
Partner
M No. 029893
UDIN NO: 25029893BMHAMQ1886

Place: HYDERABAD
Date: 28th May, 2025

Balance Sheet as at March 31, 2025

(₹ in Lakhs unless otherwise stated)

| | Note | As at March 31, 2025 | As at March 31, 2024 |
|--|------|-------------------------|-------------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| (a) Share capital | 2.1 | 7,878.81 | 7,878.81 |
| (b) Reserves and surplus | 2.2 | (11,468.12) | (11,395.48) |
| | | (3,589.31) | (3,516.67) |
| Non-Current Liabilities | | | |
| (a) Long-term borrowings | 2.3 | 349.73 | 295.73 |
| (b) Long-term provisions | 2.4 | | |
| | | 349.73 | 295.73 |
| Current liabilities | | | |
| (a) Short-term borrowings | 2.5 | 3,340.35 | 3,340.35 |
| (b) Trade payables | 2.6 | | |
| MSME Payables | | | |
| Others | | 20.19 | 17.65 |
| (c) Other current liabilities | 2.7 | 45.39 | 20.67 |
| (d) Short-term provisions | 2.8 | | |
| | | 3,405.93 | 3,378.67 |
| | | 166.35 | 157.73 |
| ASSETS | | | |
| Non-current assets | | | |
| (a) Fixed assets | | | |
| Tangible assets | 2.10 | | |
| Capital work-in-progress | | | |
| (b) Non-current investments | 2.11 | (0.00) | (0.00) |
| (c) Long-term loans and advances | 2.12 | - | - |
| | | (0.00) | (0.00) |
| Branch | | | |
| Current assets | | | |
| (a) Inventories | 2.13 | | |
| (b) Trade receivables | 2.14 | 25.363 | 25.36 |
| (c) Cash and bank balances | 2.15 | 2.043 | 3.10 |
| (d) Short-term loan and advances | 2.16 | - | - |
| (e) Other current assets | 2.17 | 138.941 | 129.27 |
| | | 166.35 | 157.73 |
| | | 166.35 | 157.73 |
| Significant Accounting Policies | 1 | 0.00 | 0.00 |

The notes referred to above form an integral part of the financial statements

As per our report attached
For MGR & Co
Chartered Accountants
Firm Registration No: 012787S

Sd/-
M.G.Rao
Partner
Membership No. 029893

Place: Hyderabad
Date: May 28, 2025

For Gayatri BioOrganics Limited

Sd/-
T.V. Sandeep Kumar Reddy
Chairman and Director
DIN : 00005573

Sd/-
Sreedhara Reddy Kanaparthy
Whole-time Director
DIN : 09608890

Sd/-
Aamir Tak
Company Secretary and
Compliance Officer

Sd/-
A Prabhakar Rao
Chief Financial Officer

Statement of Profit and Loss for the Period ended March 31, 2025

(₹ in Lakhs unless otherwise stated)

(₹ in Lakhs unless otherwise stated)

| | Note | For the period ended March 31, 2025 | For the period ended March 31, 2024 |
|---|------|--|--|
| Revenue from operations | | | |
| Sale of products | | - | - |
| Other operating revenues | | - | - |
| | | - | - |
| Other income | | - | - |
| Total revenue | | - | - |
| Expenses | | | |
| Cost of materials consumed | | - | - |
| Change in inventory of finished goods and work-in-progress | | - | - |
| Employee benefits expense | | 8.50 | 9.44 |
| Finance costs | | 27.68 | 14.93 |
| Depreciation | | - | - |
| Other expenses | | 36.47 | 43.75 |
| Total expenses | | 72.65 | 68.12 |
| Profit/ (loss) before tax from Continuing Operations | | (72.65) | (68.12) |
| Current tax | | | |
| Profit/ (loss) for the year from Continuing Operations (A) | | (72.65) | (68.12) |
| Profit/(Loss) before tax from discontinuing operations | | | |
| Exceptional Items | | - | - |
| Current tax | | - | - |
| Profit/ (loss) for the year from discontinuing Operations (B) | | - | - |
| Profit/(Loss) for the year | | (72.65) | (68.12) |

The notes referred to above form an integral part of the financial statements

As per our report attached
For MGR & Co
Chartered Accountants
Firm Registration No: 012787S

Sd/-
M.G.Rao
Partner
Membership No. 029893

Place: Hyderabad
Date: May 28, 2025

For Gayatri BioOrganics Limited

Sd/-
T.V. Sandeep Kumar Reddy
Chairman and Director
DIN : 00005573

Sd/-
Sreedhara Reddy Kanaparathi
Whole-time Director
DIN : 09608890

Sd/-
Aamir Tak
Company Secretary and
Compliance Officer

Sd/-
A Prabhakar Rao
Chief Financial Officer

Cash Flow Statement for the year ended on March 31, 2025

(₹ in lakhs unless otherwise stated)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| A. Cash Flow from Operating Activities | | |
| (Loss) before tax | (72.65) | (68.12) |
| Adjustments for: | | |
| - Finance Costs | 27.68 | 14.93 |
| Operating Profit Before Working Capital Changes | (44.97) | (53.19) |
| Changes in operating assets and liabilities: | | |
| (Increase) / Decrease in Operating Assets: | | |
| - Non-current Financial Assets & Other Assets | - | - |
| - Trade Receivables | - | - |
| - Current Financial Assets | - | - |
| - Other current assets | (9.67) | 4.43 |
| Increase / (Decrease) in Operating Liabilities: | | |
| - Trade Payables | 2.54 | (3.66) |
| - Other Current Liabilities | (2.96) | (16.98) |
| Cash (used in) / generated from Operations | (55.06) | (69.40) |
| Net cash (used in) Operating Activities (A) | (55.06) | (69.40) |
| B. Cash Flow from Investing Activities | | |
| - Interest Received | - | - |
| Net cash flow (used in) investing activities (B) | - | - |
| C. Cash Flow from Financing Activities | | |
| - Proceeds/Repaid from Long Term Borrowings (Net) | 54.00 | (70.00) |
| - Repayment of Long-term Borrowings (Net) | - | - |
| - Interest and Finance Charges paid | - | - |
| Net cash flow from financing activities (C) | 54.00 | (70.00) |
| Net increase / (decrease) in cash and cash equivalents (A + B + C) | (1.06) | 0.60 |
| Cashflow from discountinue operations | | |
| Cash and Cash Equivalents at the beginning of year | 3.10 | 2.50 |
| Cash and Cash Equivalents at the end of year (Refer Note - 2.3(b) & 2.5) | 2.04 | 3.10 |

As per our report attached
For MGR & Co
Chartered Accountants
Firm Registration No: 012787S

Sd/-
M.G.Rao
Partner
Membership No. 029893

Place: Hyderabad
Date: May 28, 2025

For Gayatri BioOrganics Limited

Sd/-
T.V. Sandeep Kumar Reddy
Chairman and Director
DIN : 00005573

Sd/-
Aamir Tak
Company Secretary and
Compliance Officer

Sd/-
Sreedhara Reddy Kanaparthi
Whole-time Director
DIN : 09608890

Sd/-
A Prabhakar Rao
Chief Financial Officer

Statement of Changes in Equity for the year ended on March 31, 2025

For the year ended March 31, 2024

(₹ in lakhs unless otherwise stated)

| Particulars | Share Capital | | Other Equity | | | Total |
|------------------------------|---------------------|-----------------------|------------------------|--------------------|-------------------|------------|
| | No. of Equity Share | Paid up Share Capital | Central/ State subsidy | Securities Premium | Retained Earnings | |
| Balance as at April 1, 2023 | 7,87,88,142 | 7,878.81 | 10.00 | 299.32 | (11,636.68) | (3,448.55) |
| Profit / (Loss) for the year | - | - | - | - | (68.12) | (68.12) |
| Other comprehensive Income | - | - | - | - | - | - |
| Balance as at March 31, 2024 | 7,87,88,142 | 7,878.81 | 10.00 | 299.32 | (11,704.80) | (3,516.67) |

For the year ended March 31, 2025

| Particulars | Share Capital | | Other Equity | | | Total |
|------------------------------|---------------------|-----------------------|------------------------|--------------------|-------------------|------------|
| | No. of Equity Share | Paid up Share Capital | Central/ State subsidy | Securities Premium | Retained Earnings | |
| Balance as at April 1, 2024 | 7,87,88,142 | 7,878.81 | 10.00 | 299.32 | (11,704.80) | (3,516.67) |
| Profit / (Loss) for the year | - | - | - | - | (72.65) | (72.65) |
| Other comprehensive Income | - | - | - | - | - | - |
| Balance as at March 31, 2025 | 7,87,88,142 | 7,878.81 | 10.00 | 299.32 | (11,777.45) | (3,589.32) |

The notes referred to above form an integral part of the financial statements

1. Significant Accounting Policies**A. Corporate information:**

Gayatri BioOrganics Limited (“the Company”) was incorporated on December 02, 1991 and has its registered office at Hyderabad, Telangana, India. It is mainly in the business of manufacturing of Starch, its derivatives and related by-products, and development of customised application for value added starch derivatives. The Company has manufacturing plants located in states of Karnataka and Telangana. The Company’s equity share is listed on the BSE Limited.

B. Basis of preparation and Statement of compliance:

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended read with Section 133 of the Companies Act, 2013. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below:

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability

The principal accounting policies are set out below:**i) Revenue recognition:****Sale of Goods**

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

Insurance claims are accounted at the time when such income has been realised by the Company.

ii) Tangible Fixed Assets:

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is de recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

iii) Depreciation on tangible fixed assets:

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible property, plant and equipment is provided using the Straight Line Method (SLM) over the useful lives of the assets estimated by the management.

iv) Non-current assets held for sale:

Non-current assets and disposal Group of assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal group) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

v) Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

vi) Inventories:

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a First in First out (FIFO) basis except for Raw materials, where monthly weighted average cost basis method is followed. Obsolete, slow moving and defective inventories are identified and provided for. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work in progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

vii) Leases:

Leases are classified as finance leases whenever the terms of lease transfer substantially all the risks and rewards of ownership to the lessee. Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

Operating Lease

Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefits of incentives (excluding inflationary increases where rentals are structured solely to increase in line with the expected general inflation to compensate for the lessor's inflationary cost increases, such increases are recognised in the year in which the benefits accrue) provided by the lessor is recognized as a reduction of rental expense over the lease term on a straight-line basis.

Finance Lease

Assets held under finance leases are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability.

Finance expenses are recognized immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs. Contingent rentals are recognized as expenses in the periods in which they are incurred.

viii) Government Grants and Subsidies:

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

ix) Financial Instruments:

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transactions costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value in equity investments not held for trading.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at

amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable of financial assets and liabilities at fair value through profit or loss are immediately recognised profit or loss.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments

An equity instruments is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

DE recognition

A Financial Asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. Removed from the company's balance sheet) where,

- The rights to receive cash flow and the asset have expired, or
 - The Company has transferred the rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to the third party under a 'pass-through' arrangement and either
- (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to pay.

Derivative financial instruments

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains/ (losses).

x) Foreign currency:

The functional currency of the Company is Indian rupee (INR).

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

xi) Retirement and other employee benefits:

Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date. Actuarial gains and losses are recognised in full in the other comprehensive income for the period in which they occur. Past service cost both vested and unvested is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

Defined contribution plans

Contribution to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date.

xii) Income Taxes:

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable

temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

xiii) Provisions and contingencies:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities acquired in a business combination

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with Ind AS 37

and the amount initially recognised less cumulative amortisation recognised in accordance with IndAS 18 - Revenue.

xiv) Earnings per equity share:

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

xv) Dividend:

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

xvi) Operating Cycle:

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

xvii) Use of estimates:

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the financial statements. Actual results could differ from estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of useful lives of property, plant and equipment, valuation of deferred tax assets and provisions and contingent liabilities.

Useful lives of property, plant and equipment

As described in Note 1 (ii), the Company reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property, plant and equipment.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 1 (xii).

Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

Notes to the financial statements for the year ended March 31, 2025
(₹ in Lakhs unless otherwise stated)

2.1 Investments

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Quoted Investment in equity instruments (fully paid up) | | |
| 3,000 equity shares of S.S.Organics Limited | 0.30 | 0.30 |
| 7,100 equity share of East, West Travel and Trade Links Limited | 2.84 | 2.84 |
| Unquoted Investment in equity instruments (fully paid up) | | |
| 1,000 equity share of Sri Lakshmi Engineering Limited | 0.27 | 0.27 |
| Less: Provision for Impairment | (3.41) | (3.41) |
| Total investments, net of impairment | (0.00) | (0.00) |
| Aggregate amount of quoted investment | 3.14 | 3.14 |
| Aggregate book value of un-quoted investments | 0.27 | 0.27 |
| Aggregate value of impairment in value of Investments | 3.41 | 3.41 |
| Net Value | -0.00 | -0.00 |

The management has assessed that carrying value of the investments approximate to their fair value.

2.2 Other Financial Assets (Non-Current)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-----------------------------------|-------------------------|-------------------------|
| Unsecured, considered good | | |
| Security deposits | - | - |
| | - | - |

2.3 Financial Assets (Current)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|------------------------------|-------------------------|-------------------------|
| (a) Trade receivables | | |
| Unsecured, considered good | 25.36 | 25.36 |
| | 25.36 | 25.36 |

Ageing of Current Trade receivables

| | Unsecured Undisputed | Considered Good |
|---|-------------------------|--------------------|
| Outstanding from the due date of payment | | |
| Not due | - | - |
| Less than 6 Months | - | - |
| 6 Months to 1 Year | - | - |
| 1-2 Years | 25.36 | 25.36 |
| 2-3 Years | - | - |
| More than 3 Years | - | - |
| Total | 25.36 | 25.36 |
| Less: Provision for Expected Credit Loss | - | - |
| Total | 25.36 | 25.36 |
| (b) Cash and cash Equivalentents | | |
| Cash on hand | 0.17 | 0.04 |
| Balance with banks | - | - |
| On current accounts | 1.88 | 3.06 |
| | 2.04 | 3.10 |

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| (c) Other Financial Assets | | |
| Unsecured, considered good | | |
| Interest accrued on Deposits with Banks | - | - |
| | - | - |

2.4 Other Current Assets

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-----------------------------------|-------------------------|-------------------------|
| Balance with government Authority | 52.51 | 134.85 |
| Duties and Taxes | 84.62 | - |
| Prepaid expenses | | 0.03 |
| Advances | 1.81 | (5.61) |
| | 138.94 | 129.27 |

2.6 Equity Share Capital:

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| (a) Authorised | | |
| 9,00,00,000 (previous year March 2018 : 9,00,00,000) equity shares of Rs. 10 each | 9,000.00 | 9,000.00 |
| | 9,000.00 | 9,000.00 |
| Issued, subscribed and paid-up | | |
| 78,788,142 (previous year March 2018 : 78,788,142) equity shares of Rs.10 each | 7,878.81 | 7,878.81 |
| | 7,878.81 | 7,878.81 |

(b) Reconciliation of the shares outstanding at the beginning and at the end of the Year:

| | As at March 31, 2025 | | As at March 31, 2024 | |
|---------------------------------|-----------------------------|---------------------|-----------------------------|---------------------|
| | Number of shares | % of holding | Number of shares | % of holding |
| Equity shares | | | | |
| At the commencement of the year | 7,87,88,142 | 7,878.81 | 7,87,88,142 | 7,878.81 |
| At the end of the year | 7,87,88,142 | 7,878.81 | 7,87,88,142 | 7,878.81 |

(c) Rights preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity share is eligible for one vote per share. The dividend, if any, proposed by the Board of Directors of the Company is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The Company declares and pays dividend in Indian rupees.

(d) Particulars of shareholders holding more than 5% shares of a class of shares:

| Name of shareholder | As at March 31, 2025 | | As at March 31, 2024 | |
|----------------------------|-----------------------------|---------------------|-----------------------------|---------------------|
| | Number of shares | % of holding | Number of shares | % of holding |
| T Sandeep Kumar Reddy | 1,70,06,802 | 21.59 | 1,93,58,631 | 24.57 |
| Fursa Mauritius | 1,84,99,990 | 23.48 | 1,84,99,990 | 23.48 |
| Kiran Kumar Gali | 72,14,670 | 9.16 | 86,25,355 | 10.95 |
| Nirmala Jyothi G | 73,71,368 | 9.36 | 78,41,700 | 9.95 |
| Mahmed Rafee Pattan | 1,59,89,815 | 20.29 | - | - |
| T Sarita Reddy | - | - | 48,80,279 | 6.19 |

(d) Particulars of Promoter and Promoter group share holding in Equity Shares:

| Name of Promoter and Promoter group | As at March 31, 2025 | | As at March 31, 2024 | |
|--------------------------------------|----------------------|--------------|----------------------|--------------|
| | Number of shares | % of holding | Number of shares | % of holding |
| Promoters | | | | |
| T Sandeep Kumar Reddy | 1,70,06,802 | 21.59 | 1,93,58,631 | 24.57 |
| T Indira | - | - | 45,602 | 0.06 |
| T Sarita Reddy | - | - | 48,80,279 | 6.19 |
| T Subbarami Reddy | - | - | 16,25,000 | 2.06 |
| Promoter Group | | | | |
| Gayatri Capital Limited | - | - | 25,00,340 | 3.17 |
| TSR Holdings Private Limited | - | - | 20,26,000 | 2.57 |
| Gayatri Fin Holdings Private Limited | - | - | 15,70,950 | 1.99 |



2.7 Other Equity

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Central / State subsidy | | |
| At the commencement of the year | 10.00 | 10.00 |
| At the end of the year | 10.00 | 10.00 |
| Securities Premium | | |
| At the commencement of the period | 299.32 | 299.32 |
| At the end of the year | 299.32 | 299.32 |
| Retained Earnings | | |
| At the commencement of the year | (11,704.80) | (11,636.68) |
| Add / (Less) : (Loss) for the year | (72.65) | (68.12) |
| Add / (Less) : Re-measurement gains(losses) on defined benefit plans | - | - |
| At the end of the year | (11,777.44) | (11,704.80) |
| | (11,468.12) | (11,395.48) |

(i) Securities Premium Account:

Securities premium is created due to premium on issue of shares. These reserve is utilised in accordance with the provisions of the Companies, Act.

2.8 Financial Liabilities (Non-Current)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Borrowings | | |
| Unsecured Term loans | | |
| From Director | 182.79 Cr | 182.79 Cr |
| Inter corporate loan (ICD) | 166.94 | 112.94 |
| | 349.73 | 295.73 |
| Transferred to other current liabilities | | |
| | 349.73 | 295.73 |

Pursuant to the Company entering into Business Transfer Agreement (BTA) in November 2016 for transfer of business undertaking of manufacturing and selling of starch and its derivatives along with its two units, no interest has been charged on the basis of mutual agreement from October 01, 2016 on the outstanding loan given by Mr T Sandeep Reddy, Director of the Company (Promoter & Related Party). This loan was originally carried an interest of 15% per annum during the earlier years.

The loan does not have a fixed repayment term and shall be repaid subject to Company having adequate cash profits.

Inter Corporate loan carried at an interest rate of 18% per annum

- (i) The Company is not been declared as a Wilful Defaulter by any Bank, Financial Institution or other lenders.
- (ii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall.a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by on or behalf of the company (Ultimate Beneficiaries) orb) Provide any guarantee, security, or the like to or on behalf of the ultimate beneficiaries.(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall.a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries), orb) Provide any guarantee, security, or the like to or on behalf of the ultimate beneficiaries.

2.9 Financial Liabilities (Current)

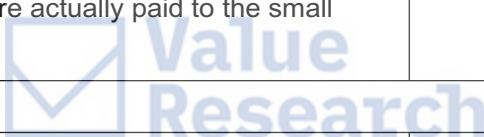
| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-------------------------------------|-------------------------|-------------------------|
| 2.9 (a) Borrowings | | |
| Unsecured Loans repayable on demand | | |
| From Others -Refer note (i) below | 3,340.35 | 3,340.35 |
| | 3,340.35 | 3,340.35 |

- (i) Pursuant to the Company entering into Business Transfer Agreement (BTA) in November 2016 for transfer of business undertaking of manufacturing and selling of starch and its derivatives along with its two units, no interest has been charged on the basis of mutual agreement from October 01, 2016 on the outstanding loan.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| 2.9 (b) Trade payables | | |
| Trade payables | | |
| Dues to Micro, Small and Medium Enterprises | - | - |
| Others | 20.19 | 17.65 |
| | 20.19 | 17.65 |

Trade payable other than acceptances include certain dues to Micro and Small Enterprises, under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the company and the required disclosures are given below:

| Particulars | For the year ended as at | |
|---|--------------------------|-----------|
| | 31-Mar-25 | 31-Mar-24 |
| The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year. | - | - |
| The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year | - | - |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act | - | - |
| The amount of interest accrued and remaining unpaid at the -end of the year | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise | - | - |



| Outstanding from the due date of payment | Undisputed | Others |
|--|------------|--------------|
| Not due | - | - |
| Less than 6 Months | - | - |
| Less than 1 Year | - | 0.23 |
| 1-2 Years | - | - |
| 2-3 Years | - | 17.43 |
| More than 3 Years | - | - |
| Total | - | 17.66 |

2.9 (c) Other Current Liabilities

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-------------------------|-------------------------|-------------------------|
| Advances from customers | - | - |
| Interest payable - ICD | 40.45 | 15.54 |
| Advance to employees cr | - | - |
| Statutory liabilities | 2.58 | 2.78 |
| Provision for expenses | 2.35 | 2.35 |
| | 45.39 | 20.67 |



2.10 Particulars

| | For the Year ended on March 31, 2025 | For the Year ended on March 31, 2024 |
|---|---|---|
| (a) Revenue from Operations | | |
| Sale of Products | - | - |
| | - | - |
| (b) Other income | | |
| Miscellaneous income | - | 0.01 |
| | - | 0.01 |
| (c) Cost of materials consumed | | |
| Raw materials and packing materials consumed | - | - |
| | - | - |
| (d) Change in inventory of finished goods and work in progress | - | - |
| Inventories at the beginning of the year | - | - |
| Finished goods | - | - |
| Work-in-progress | - | - |
| Less: Inventories at the end of the year | - | - |
| Finished goods | - | - |
| Work-in-progress | - | - |
| Increase/ (decrease) in stock | - | - |
| Increase/ (decrease) in excise duty due to closing inventory | - | - |
| Less: Transferred Stock | - | - |
| Increase/ (decrease) in Inventories | - | - |
| | - | - |
| | | |

2.10 Particulars

| | For the Year ended on March 31, 2025 | For the Year ended on March 31, 2024 |
|--|---|---|
| (e) Employee benefits expense | | |
| Salaries, wages and bonus | 8.50 | 8.83 |
| Contribution to provident fund and other funds (Refer note 12) | - | 0.54 |
| Staff welfare expenses | - | 0.07 |
| | 8.50 | 9.44 |
| (f) Finance costs | | |
| Interest expense | 27.68 | 14.93 |
| | 27.68 | 14.93 |
| (g) Other expenses | | |
| Advertisement | - | 0.47 |
| Repairs | - | - |
| - Plant and machinery | - | - |
| -Others | 0.13 | 0.27 |
| Rates and taxes | 0.23 | 8.77 |
| Insurance | 0.10 | 0.07 |
| Vehicle hire and maintenance | 1.50 | 1.50 |
| Interest on tds | - | 0.04 |
| Contract labour charges | - | - |
| Legal and professional fees | 28.74 | 27.20 |
| Commission | - | - |
| Directors sitting fee | 1.20 | 1.57 |
| Telephone and other communication expenses | 0.03 | 0.03 |
| Water expenses | - | - |
| long pending balances written off (Net) | - | - |
| Provision for doubtful debts | - | - |
| Miscellaneous expenses | 4.53 | 0.51 |
| | 36.47 | 43.75 |

2.11 Capital commitments and contingent liabilities

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| i. Estimated amount of contracts, net of advances, remaining to be executed on capital account and not provided for | - | - |
| ii. Contingent liabilities | - | - |
| a. Customs and Sales Tax | 202.68 | 202.68 |
| b. Claim against The Company not acknowledged as debts | 197.14 | 197.14 |
| c. Excise Duty | 852.42 | 852.42 |
| d. Service Tax | - | - |
| iii. Agricultural Market Committee | 93.36 | 93.36 |

The Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Company is contesting the above demand and the management including its tax advisors believes that its position will likely be upheld in the appellate process. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations. Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities.

2.12 Employee benefits

Defined contribution Plan:

The Company makes contributions, determined as a specified percentage of employee's salaries, in respect of qualifying employees towards provident fund which is defined contribution plans. The Company has no obligations other than the above to make specified contributions. The contributions are charged to the Statement of Profit and Loss. The amount recognised as an expense towards contribution to provident fund aggregated to ₹ 0.73 in lakhs (Previous year: ₹ 2.47 lakhs including employee state insurance).

Defined benefit plan:

The Company operates defined benefit plans that provide gratuity benefits to employees. The gratuity plan entitles an employee, who has rendered at least 5 years of continuous service to receive one-half month's basic salary for each year of completed service at the time of retirement/resignation/ termination of employment. But as the company has transferred all the employees as a condition of BTA, it has only employees recruited in the previous financial year with liability only as Provident Fund for Contribution plans and hence no defined benefit obligation in the financial year.

**Reconciliation of opening and closing balances of the present value of the defined benefit obligation
Changes in the present value of defined benefit obligation**

| Particulars | For the year ended 31-Mar-25 | For the year ended 31-Mar-24 |
|---|---------------------------------|---------------------------------|
| Obligation at beginning of the year | - | - |
| Current service cost | - | - |
| Interest cost | - | - |
| Past service cost | - | - |
| Actuarial (gain)/ loss | - | - |
| Benefits paid | - | - |
| Transferred as a BTA | - | - |
| Obligation as at the end of the year | - | - |
| Current Portion | - | - |
| Non- Current Portion | - | - |



Expense recognised in the Statement of Profit and Loss

| Particulars | For the year ended 31-Mar-25 | For the year ended 31-Mar-24 |
|--|---------------------------------|---------------------------------|
| Current service cost | - | - |
| Interest cost | - | - |
| Expected return on plan assets | - | - |
| Past service cost | - | - |
| Net actuarial loss/(gain) recognised in the year | - | - |
| Amount in "Employee benefits expense" | - | - |

Amount recognised in balance sheet

| Particulars | For the year ended 31-Mar-25 | For the year ended 31-Mar-24 |
|-------------------------------------|---------------------------------|---------------------------------|
| Present value of funded obligations | - | - |
| Fair value of plan assets | - | - |
| Net liability | - | - |

Summary of actuarial assumptions

| Particulars | For the year ended 31-Mar-25 | For the year ended 31-Mar-24 |
|-------------------------------|---------------------------------|---------------------------------|
| Discount Rate (p.a.) | 0.00% | 0.00% |
| Salary escalation rate (p.a.) | 0.00% | 0.00% |

Discount rate: The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Salary escalation rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

The Company does not have any plan assets.

Leave encashment :

The Company has recognized amount of ₹ NIL lakhs (previous year: Rs. Nil lakhs) as expense in the Statement of Profit and Loss in respect of compensated absences.

2.13. Leases

The Company has taken office facilities on lease under cancellable and non-cancellable operating lease arrangements. The total rental expenses under cancellable operating lease was ₹ NIL lakhs (previous year: Rs.Nil lakhs) has been included under “Rent” in the Statement of Profit and Loss.

2.14. Income tax expense

Current tax: Current tax provision for the year is Rs. Nil (previous year: Rs. Nil)

Deferred tax:

| Particulars | As at 31-Mar-25 | As at 31-Mar-24 |
|--|--------------------|--------------------|
| Deferred tax liability | - | - |
| Excess of depreciation provided in accounts over depreciation allowable under income tax law | - | - |
| Deferred tax asset | - | - |
| Business loss under income tax law | - | - |
| Net | - | - |

Tax losses includes business losses, short term and long term capital loss that can be carried forward under Income Tax Act, 1961 up to eight assessment years immediately succeeding the assessment year for which the loss was first computed, including unabsorbed depreciation can be carried forward to indefinite period.

Deferred tax assets on carry forward unused tax losses have been recognised to the extent of deferred tax liabilities on taxable temporary differences available. It is expected that any reversals of the deferred tax liability would be offset against the reversal of the deferred tax asset.

2.15. Earnings per share (EPS)

Basic and diluted number of shares and Earnings per share is set out below:

| Particulars | For the year ended 31-Mar-25 | For the year ended 31-Mar-24 |
|--|---------------------------------|---------------------------------|
| Net profit/(Loss) for the year from continued operations (Rs. in lakhs) | (72.65) | (68.12) |
| Net profit for calculation of basic earnings per share | (72.65) | (68.12) |
| Number of equity shares outstanding at the beginning of the year | 7,87,88,142 | 7,87,88,142 |
| Add: Equity shares issued during the year | - | - |
| Total number of equity shares outstanding at the end of the year | 7,87,88,142 | 7,87,88,142 |
| Weighted average number of equity shares outstanding during the year - (Basic and Diluted) | 7,87,88,142 | 7,87,88,142 |
| Earnings per share of par value Rs. 10 – Basic/Diluted | (0.09) | (0.09) |

2.16. Related party transactions The Company is incurred loss during the year and previous years. Hence, the Company does not required to contribute any amount towards contribution to Corporate Social Responsibility as per section 135 of Act.

2.16. Related party transactions

A) Related parties

Key management personnel (KMP) represented on the Board of Directors

1. Mr. P V Narayana Rao, Director
2. Mr. CH R Sesha Prasad, Director
3. Mr. V. Murali, Director
4. Mr. T Sandeep Kumar Reddy, Chairman & Managing Director
5. Mr. Sreedhara Reddy Kanaparathi, Whole Time Director
6. Mr. A Prabhakar Rao, Chief Financial Officer
7. Mr. Aamir Tak, Company Secretary and Compliance officer

B) Related parties with whom transactions have taken place during the year:

| Nature of transaction | For the year ended 31-03-2025 | For the year ended 31-03-2024 |
|--------------------------------|----------------------------------|----------------------------------|
| Sitting Fees Paid | | |
| T Sandeep Kumar Reddy | - | - |
| T Sarita Reddy | - | - |
| P V Narayana Rao | 0.32 | 0.32 |
| CH R Sesha Prasad | 0.32 | 0.32 |
| K Bhavani | - | 0.16 |
| Meena | 0.24 | 0.16 |
| V Murali | 0.32 | 0.32 |
| Managerial remuneration | | |
| C V Rayudu | - | 16.62 |
| A Prabhakar Rao | 5.40 | 5.40 |
| Aamir Tak | 3.00 | 3.00 |

C) Balances payable to related parties are as follows:

| Nature of balance | For the year ended 31-03-2025 | For the year ended 31-03-2024 |
|--------------------------|----------------------------------|----------------------------------|
| Unsecured loans | | |
| T.V. Sandeep Kumar Reddy | 182.79 | 182.79 |

2.17 Financial instruments

| Fair value hierarchy | | | | |
|--|-----------------|---------------------------------|-------------------------------|---------------------------------|
| Particulars | Total | Quoted prices in active markets | Significant observable inputs | Significant unobservable inputs |
| | | Level 1 | Level 2 | Level 3 |
| 31-Mar-23 | | | | |
| Financial Asset | | | | |
| Investments | - | - | - | - |
| Trade receivables | 25.36 | | | 25.36 |
| Cash and cash Equivalents | - | | | - |
| Bank balances other than Cash and cash Equivalents | 2.04 | | | 2.04 |
| Other Financial Assets | - | | | - |
| Total | 27.41 | - | - | 27.41 |
| Financial Liability | | | | |
| Trade payables | 20.19 | | | 20.19 |
| Borrowings | 3,690.08 | | | 3,690.08 |
| Other Financial liabilities | - | | | - |
| Total | 3,710.27 | - | - | 3,710.27 |
| 31-Mar-22 | | | | |
| Financial Asset | | | | |
| Investments | (0.00) | | (0.00) | |
| Trade receivables | 25.36 | | | 25.36 |
| Cash and cash Equivalents | - | | | - |
| Bank balances other than Cash and cash Equivalents | 2.04 | | | 2.04 |
| Other Financial Assets | - | | | - |
| Total | 27.40 | - | (0.00) | 27.41 |
| Financial Liability | | | | |
| Trade payables | 20.19 | | | 20.19 |
| Borrowings | 3,690.08 | | | 3,690.08 |
| Other Financial liabilities | - | | | - |
| Total | 3,710.27 | - | - | 3,710.27 |

The management assessed that the fair values of financial assets approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. For financial assets and financial liabilities that are measured at fair value, the carrying amounts are equal to the fair value."

2.18 Financial Risk Management Objectives and Strategy:

Major risk belongs to the discontinued operations of the Company which are Credit risk and Liquidity risk etc. Credit Risk: Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash and bank balances and trade receivables."

Liquidity Risk: Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company invests its surplus funds in various marketable

securities and other financial instruments to ensure that the sufficient liquidity is available. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company requires funds both for short-term operational needs as well as for long-term investment programmes mainly in growth projects.

2.19 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital as well as level of dividend on its equity shares. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder's value.

No changes were made in the objectives, policies or processes for managing capital during the current period.

2.20

- i. No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder."
- ii. The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of Current Assets."
- iii. During the current financial year, to the best knowledge of the company, it didn't have any relationship with Struck-off Companies.
- iv. The Company has no Charges or Satisfaction yet to be registered with the Registrar of Companies beyond the statutory period."
- v. The Company has not made any investment and do not have subsidiaries, therefore clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, is not applicable."
- vi. The Company has not entered into any Scheme of Arrangement in terms of sections 230 to 237 of the Companies Act, 2013. Hence there will be no accounting impact on the current or previous financial year
- vii. There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account."
- viii. The Company has not traded or invested in Crypto Currency or Virtual Currency during the current or previous year."
- ix. The Company has not revalued its property, plant, and equipment during the current or previous year.

- x. The provisions of Corporate Social Responsibility Under Section 135 of Companies Act 2013 are not applicable to the Company.
- xi. The Company does not have any Immovable Properties where title deeds are not held in the name of the Company.
- xii. The Company has not raised any funds through the Issue of Securities during the current or previous year.

2.21. CIF value of imports

There are no imports made during the current year and previous year.

2.22. Expenditure in foreign currency

There is no expenditure in foreign currency in current year and previous year

2.23. Earnings in foreign currency

| Particulars | 31st March 2025 | 31st March 2024 |
|----------------------|-----------------|-----------------|
| Exports on FOB basis | - | - |
| Total | - | - |



2.24 Ratios

| Particulars | 31st March 2025 | 31st March 2024 | % Change |
|---|------------------------|------------------------|-----------------|
| Current Ratio (Total current assets/Total current liabilities) | 0.05 | 0.05 | -2.21% |
| Debt-Equity Ratio, (Total Gross Debt/Average shareholder's) | (1.03) | (1.03) | -0.57% |
| Debt Service Coverage Ratio, (Earnings for Debt service (Profit after tax + Finance cost + Depreciation and amortisation + Other non-cash expenditure)/ Debt service = (interest + Principal Repayments) | NA | NA | NA |
| Return on Equity Ratio, (Profit after tax)/(Average shareholder's equity) | -0.02 | -0.02 | -6.64% |
| Inventory turnover ratio, (Average inventory * 365)/(Total revenue from operations) | NA | NA | NA |
| Trade Receivables turnover ratio, (Average trade receivables * 365)/(Total revenue from operations) | NA | NA | NA |
| Trade payables turnover ratio, (Average trade payables * 365)/(Cost of materials and services consumed or used) | NA | NA | NA |
| Net capital turnover ratio, (Average working capital = Current assets (-) Current liabilities *365)/(Total revenue from operations) | NA | NA | NA |
| Net profit ratio, (Profit after tax)/(Total revenue from operations) | NA | NA | NA |
| Return on Capital employed, (Earnings before interest and taxes)/Average Capital employed Capital employed = Total equity + Borrowings | -0.02 | -0.02 | - |
| Return on investment. (Net return)/(cost of investment) | -0.02 | -0.02 | - |

2.25. Balances in the accounts of various parties appearing in these statements are subject to confirmations and reconciliations.

2.26. Figures for the previous year have been regrouped / rearranged, wherever necessary, to conform to current year's classification.

As per our report attached
For MGR & Co
Chartered Accountants
Firm Registration No: 012787S

Sd/-
M.G.Rao
Partner
Membership No. 029893

Place: Hyderabad
Date: May 28, 2025

For Gayatri BioOrganics Limited

Sd/-
T.V. Sandeep Kumar Reddy
Chairman and Director
DIN : 00005573

Sd/-
Sreedhara Reddy Kanaparthi
Whole-time Director
DIN : 09608890

Sd/-
Aamir Tak
Company Secretary and
Compliance Officer

Sd/-
A Prabhakar Rao
Chief Financial Officer



If undelivered please return to :



Gayatri BioOrganics Limited

B3, 3rd Floor, 6-3-1090, Rajbhavan Road
Somajiguda, Hyderabad – 500 082,