

MINUTES BOOK

MINUTES OF SEVENTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF GAYATRI SUGARS LIMITED HELD ON TUESDAY THE 25TH DAY OF SEPTEMBER, 2012 AT 4.00 P.M. AT SURANA UDYOG HALL, THE FEDERATION OF ANDHRA PRADESH CHAMBERS OF COMMERCE AND INDUSTRY, FEDERATION HOUSE, 11-6-841, RED HILLS, P.B.14, HYDERABAD – 500 004

DIRECTORS PRESENT:

- | | |
|------------------------|--------------------|
| 1. Mrs. T.Sarita Reddy | Executive Director |
| 2. Mr. T.R.Rajagopalan | Director |
| 3. Mr. P.Maruthi Babu | Director |
| 4. Mr. S.Venkata Swamy | Director |

- | | |
|----------------------|-----|
| 5. Members in person | 252 |
| 6. Members in proxy | 098 |

IN ATTENDANCE:

- | | |
|--------------------|-----------------------|
| 1. Mr. Sankara Rao | - Compliance Officer. |
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With the permission of members present, Mrs. T.Sarita Reddy, Executive Director occupied the chair.

The Chairperson welcomed the members to the Seventeenth Annual General Meeting. After ascertaining that proper quorum as required under the Companies Act, 1956 was present; she called the meeting to order. With the permission of the members present the notice of the Annual General Meeting was taken up.

After the Auditors report was read out, the chairperson invited the members to discuss on annual accounts. After few discussions, the business specified in the notice was taken up.

ORDINARY BUSINESS:

ITEM NO.1 ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2012

Proposed by: Wali Demat A/c No. 1204340000047228

Seconded by: M.A.Nayeem Demat A/c No. IN302236 / 10196346

"RESOLVED THAT the Balance sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended as on that date along with the Auditors' report and Directors' report, including notes and schedules forming part of Balance sheet and Profit & Loss account be and are hereby considered, approved and adopted."

On being put to vote the resolution was passed unanimously.

CHAIRMAN'S INITIALS

T. Sarita Reddy

MINUTES BOOK

ITEM NO.2 RE-APPOINTMENT OF Mr.T.R.RAJAGOPALAN DIRECTOR OF THE COMPANY

Proposed by: Vasudeva Rao Demat A/c No. IN300239 / 11075894

Seconded by: Ramini Shiva Kumar Demat A/c No. IN302734 / 10014732

"RESOLVED THAT pursuant to the provisions of Section 255, 256 and other applicable provisions, if any, of the Companies Act 1956, Mr.T.R. Rajagopalan, be and is hereby re-appointed as Director of the Company whose period of office will be liable to determination by retirement of Directors by rotation".

On being put to vote the resolution was passed unanimously.

ITEM NO 3. RE-APPOINTMENT OF Mr.P.MARUTHI BABU DIRECTOR OF THE COMPANY

Proposed by: Raghuvveer Rao Marneni Demat A/c No. IN302679 / 31079733

Seconded by: Shaik Ahmed Demat A/c No. 1205140000072416

"RESOLVED THAT pursuant to the provisions of Section 255, 256 and other applicable provisions, if any, of the Companies Act 1956, Mr P. Maruthi Babu, be and is hereby re-appointed as Director of the Company whose period of office will be liable to determination by retirement of Directors by rotation".

On being put to vote the resolution was passed unanimously.

ITEM NO 4. RE-APPOINTMENT OF STATUTORY AUDITORS AND FIXING OF REMUNERATION

Proposed by: Ramesh Shanker Golla Demat A/c No. 1203150000101508

Seconded by: S.Karuna Sagar Demat A/c No. 1205140000055939

"RESOLVED THAT M/s Deloitte Haskins & Sells, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company."

On being put to vote the resolution was passed unanimously.

Place: Hyderabad

Date: 15.10.2012

CHAIRMAN'S INITIALS

F. Santosh Reddy