

AGRI-TECH (INDIA) LIMITED

ANNUAL REPORT

2013 – 2014

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COMPANY INFORMATION

BOARD OF DIRECTORS

Satish Kagliwal
Akash Kagliwal
Shrirang Agrawal
Kashinath Iyer

CHIEF FINANCIAL OFFICER

Devinder Khurana

STATUTORY AUDITORS

Gutam N Associates
Chartered Accountants
2nd Floor, Shangrilla Complex,
C.B.S. Road,
Aurangabad-431005

REGISTERED OFFICE

Nath House,
Nath Road,
Aurangabad-431005

PLANT LOCATION

Agri-Tech (India) Limited,
Issarwadi, Taluqa Paithan,
District Aurangabad
Tel +91-240-2376314 Fax +91-240-2376188

ADMINISTRATIVE OFFICE

1, Chateau Windsor,
86, Veer Nariman Road,
Churchgate,
Mumbai-400020

REGISTRAR & TRANSFER AGENTS

Big Share Services Private Limited,
E2/3, Ansa Industrial Estate,
Sak Vihar Road, Saki Naka,
Andheri (East), Mumbai-72
Tel +91-22-2847 0652, +91-22-4043 0200

NOTICE

Notice is hereby given that the ANNUAL GENERAL MEETING of Agri-Tech (India) Limited will be held at the Registered Office of the company at Nath House, Nath Road, Aurangabad on Saturday the 5th July 2014 at 1.00 p.m., to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet of the Company as at March 31, 2014 and Statement of Profit & Loss for the year ended as on that date together with the Reports of Directors and Auditors thereon.
2. 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 section 139 of the Companies Act, 2013, M/s Gautam N Associates, Chartered Accountants, Aurangabad (Firm Registration No 103117W) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company for a period of three years commencing from the conclusion of this Annual General Meeting to the conclusion of the fourth Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company.”

3. To appoint Mr. Shrirang Agrawal as Director of the Company, who retires by Rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. TO CONSIDER & IF THOUGHT FIT TO PASS WITH OR WITHOUT SMODIFICATION THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 196 & 203 of the Companies Act 2013 (including any amendment, modification, variation or re-enactment thereof), (Section 198, 269, 309 Schedule XIII to the Companies Act, 1956) and subject to approval of the Central Government, if any, the approval of the Company be and is hereby accorded to the re-appointment of Mr. Akash Kagliwal as the Managing Director of the Company for a period of five years effective from 5th July 2014 to 5th July 2019 without any remuneration.

RESOLVED FURTHER THAT Mr. Satish Kagliwal, Director of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to the above resolution.”

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Date: 30th May 2014

Registered Office:

Nath House,

Nath Road,

Aurangabad.

Whole Time Director

Akash Kagliwal

DIN: 01691724

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NOTES: 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. The Proxy Forms duly completed must reach the Registered Office of the company not less than forty Eight Hours before the commencement of the meeting.

3. Pursuant to Section 91 of the Companies Act, 2013, (corresponding to Section 154 of the Companies Act, 1956), The Register of Members and Share Transfer Books of the Company will be closed from 1st July 2014 to 5th July 2014 both days inclusive.

4. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, (corresponding to Section 173 of the Companies Act, 1956), in respect of the business under Item Nos. 3 & 4 as set out above are annexed hereto.

6. The Notice of the Annual General Meeting and the Annual Report for 2014 will also be available, on the Company's website www.agri-tech.in for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

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ITEM NO 3

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

NAME OF DIRECTOR	Mr. Shrirang Agrawal
Date of Birth	16.02.1947
Date of Appointment	30.01.2008
Qualification	Graduate
Experience in special functional area	Industrialist with rich business experience
Chairman/ Director of other companies	1. Global Transgenes Limited 2. Tapovan Paper & Board Mills Limited 3. Raasi Synthetics And Chemicals Limited 4. Agri-Tech (India) Limited 5. Nath Biotechnologies Limited 6. Nath Pulp & Paper Mills Limited 7. Barkha Farms Private Limited 8. Wexford Trading Private Limited

	9. Wellspring Enterprises Private Limited 10. Tapovan Farms Private Limited
Chairman/ Member of Committees of other Companies	Agri-Tech (India) Limited - Audit Committee - Investor Grievance Committee Nath Pulp & Paper Mills Limited - Audit Committee & Chairman - Investor Grievance Committee & Chairman
No of shares held in the Company	NIL

ITEM NO 4

Pursuant to the provisions of Section 196 & 203 of the Companies Act 2013, it is necessary to re-appoint Mr. Akash Kagliwal as Managing Director of the Company whose term of office expires on 1st October 2014. It is necessary to re-appoint him pursuant to the provisions of section 196 & 203 of the Companies Act 2013.

NAME OF DIRECTOR	Mr. Akash Kagliwal
Date of Birth	10.06.1979
Qualification	Masters in Business Administration
Experience in special functional area	Industrialist with rich business experience
Chairman/ Director of other companies	Nath Industrial Chemical Limited Nath Pulp & Paper Mills Limited Nath Bio-Technologies Limited Nath Royal Limited Ferry Fax Farms Private Limited Global Transgenes Limited Barkha Farms Private Limited Paresh Farms Private Limited Prabha Farms Private Limited Ashu Farms Private Limited Akash Farms Private Limited Nath Nirman Infra Private Limited Nath Royal Seeds Limited Tapovan Paper And Board Mills Limited Emerald Seeds Private Limited N Kagliwal Education & Research Foundation Tapovan International Trading Private Limited Jeevan Farms Private Limited
Managing Director	Nath Pulp & Paper Mills Limited

Mr. Satish Kagliwal & Mr. Akash Kagliwal are interested in the above resolution.

The Board of Directors commends the above resolutions for your approval.

EVOTING INSTRUCTIONS

The instructions for members for voting electronically are as under:-

IN CASE OF MEMBERS RECEIVING E-MAIL:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab to cast your votes.
- (iii) Now, select “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <AGRIT1234H> in the PAN field.

Please enter any one of the details in order to login. Incase either of the details are not recorded with the depository please enter the value <01/01/2014> in the DOB column or the <12345678> in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is 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) Click on the <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY OF NOTICE OF AGM [FOR MEMBERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORY PARTICIPANT(S) OR REQUESTING PHYSICAL COPY]:

- (xiii) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
- (xiv) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, if any, in PDF format in the system for the scrutinizer to verify the vote.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
From Midnight at 0001h of June 28, 2014	Up to midnight at 2359 h of June 30, 2014

During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30.05.2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Date: 30th May 2014

Registered Office:

Nath House,
Nath Road,
Aurangabad.

Whole Time Director
Akash Kagliwal
DIN: 01691724

DIRECTORS' REPORT

Your Directors are pleased to present the Annual Report together with the Audited Accounts of your Company for the financial year ended 31st March 2014.

FINANCIAL RESULTS

(Rs In Lacs)

Sr. No	PARTICULARS	YEAR ENDED	
		2013-14	2012-13
1.	Sales	7.20	9.93
2.	Profit/Loss before Interest & Depreciation	41.99	(8.84)
3.	Interest	0	0
4.	Depreciation	19.10	21.08
5.	Profit/ Loss Before Tax & Extra-ordinary items	22.89	(29.91)
6.	Tax Provision (Net of Deferred Tax)	0	0
7.	Profit/ Loss After Tax	22.89	(29.91)
8.	Extra-Ordinary Items	0	0
9.	Profit available for Appropriation	22.89	(29.91)
10	Balance carried to Balance Sheet	22.89	(29.91)

OVERALL PERFORMANCE AND OUTLOOK

The turnover of the Company during the financial year was Rs 7.20 Lacs as against last year's 9.93 Lacs. This is attributable to the plowing down of the grape crops as a result of the decline in the winery industry. However, the company sold out certain far flung agriculture lands. The Company is also contemplating putting the land to alternate use.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally.

The Report on Corporate Governance as stipulated under Clause 49 of Listing Agreement forms part of the Annual Report. The Requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is attached to this report.

DIVIDEND

Given the growth requirements of the business, & the absence of profits, the Directors have not recommended any dividend for the financial year 2013-14.