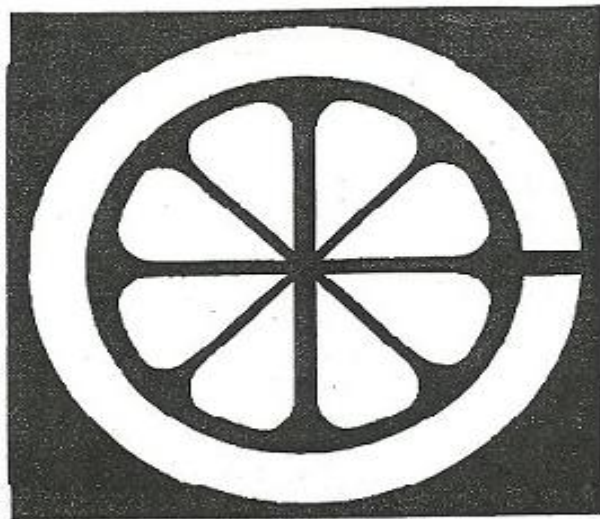


CITURGIA BIOCHEMICALS LIMITED



**Annual Report
2013-2014**

Directors

Mr. Akshod Kumar Sharma (Executive Director)
Mr. Bhagat Ram Kothari
Mr. Chandra Shekhar
Mr. Sanjeev Kumar
Mr. Vivek Singh
Ms. Neelam Khanna
Mr. Ashok Marwah

Bankers

Union Bank of India
HDFC Bank

Auditors

M/s Ranjan Gupta & Co.
Chartered Accountants
A-3/12, 2nd Floor, Janakpuri,
New Delhi-110058

Registered Office

6/C, Ostwal Park,
Building No. 4, CHSL Near Jesal Park,
Jain Temple, Thane,
Bhayander (East),
Maharashtra-401105.

Factory

Rishikesh, Uttarakhand

Registrar & Transfer Agents

Sharepro Services (India) Pvt. Ltd.
13 A-B, Samitha Warehousing
complex, 2nd Floor, off Andhrei
Kurla Road, Sakinaka Telephone
Exchange Lane, Sakinaka,
Andheri (East),
Mumbai-400072
Tel Nos : 022-67720300/67720400
Fax No : 022 - 28591568/28508927

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NOTICE

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of **CITURGIA BIOCHEMICALS LIMITED** will be held at C-102, Jaisal Kripa Building, Cabin Cross Road, Bhayander (East), Thane-401105 on Monday, 29th September, 2014 at 03.30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements for the year ended March 31, 2014, the Directors Report and Auditors' Report thereon.
2. To appoint a Director in place of Shri Ashok Marwah (DIN: 01787560) who retires by rotation and being eligible, offered himself for re appointment.
3. To re-appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and for that purpose to pass the following Resolution which will be proposed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142, 144 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 and any other rules framed thereunder, M/s Ranjan Gupta & Co., Chartered Accountants., (registration No. / Membership No500-82408the retiring Statutory Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of director of the Company."

SPECIAL BUSINESS

4. **To appoint Shri Sanjeev Kumar (DIN: 00156380) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Director) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, and any statutory modifications thereof for the time being in force, Shri Sanjeev Kumar (DIN: 00156380)whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Sanjeev Kumar (DIN: 00156380)as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term up to five consecutive years commencing from 29th September, 2014 or the date of the 44th Annual General Meeting, whichever is earlier."

5. **To appoint Shri Bhagat Ram Kothari (DIN: 00330953) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Director) and all other applicable

provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, and any statutory modifications thereof for the time being in force, Shri Bhagat Ram Kothari(DIN: 00330953) whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Bhagat Ram Kothari(DIN: 00330953) as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term up to five consecutive years commencing from 29th September, 2014 or the date of the 44th Annual General Meeting, whichever is earlier.”

6. To appoint Shri Chandra Shekhar (DIN: 01067349) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Director) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, and any statutory modifications thereof for the time being in force, Shri Chandra Shekhar (DIN: 01067349) whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Chandra Shekhar (DIN: 01067349) as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term up to five consecutive years commencing from 29th September, 2014 or the date of the 44th Annual General Meeting, whichever is earlier.”

7. To appoint Shri Vivek Singh (DIN: 02759606) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Director) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, and any statutory modifications thereof for the time being in force, Shri Vivek Singh (DIN: 02759606) whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Vivek Singh (DIN: 02759606) as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term up to five consecutive years commencing from 29th September, 2014 or the date of the 44th Annual General Meeting, whichever is earlier.”

8. To appoint Mrs. Neelam Khannaa (DIN: 02919448) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Director) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, and any statutory modifications thereof for the time being in force, Mrs. Neelam Khannaa(DIN:

02919448) whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Neelam Khannaa(DIN: 02919448) as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term up to five consecutive years commencing from 29th September, 2014 or the date of the 44th Annual General Meeting, whichever is earlier.”

By order of the Board of Directors,
For CITURGIABIOCHEMICALS LIMITED
Sd/-
Akshod Kumar Sharma
Whole Time Director
(DIN :02112607)

Place: Mumbai.
Date: 2nd September, 2014

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Monday, September 22, 2014 to Monday, September 29, 2014 (both days inclusive) for the purpose of AGM.
5. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, M/s Sharepro Services (India) Pvt. Ltd.
6. Members who have not registered their e-mail id addresses so far are requested to register their e-mail address in case of physical holding with the Company and in case of demat holding with the Depository Participant.
7. Electronic copy of the notice of the 39th Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent to all the members whose e-mail address are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the notice of the 39th Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent in the permitted mode.

8. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the 39th Annual General Meeting of the Company.
9. Members are requested to bring their copy of Annual Report to the Meeting.
10. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 7 days before the date of meeting, to enable the information required to be made available at the Meeting, to the extent possible.
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.
12. Corporate Members are requested to send to the Company, a duly certified copy of the Board resolution/Power of Attorney, authorising their representatives to attend and vote at the Annual General Meeting.
13. In case a Member receives physical copy the Notice of the 39th AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting Physical Copy.

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the 31st AGM:

EVEN (E Voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow Sl. No.(i) to Sl. No. (xi) above, to cast vote.

14. **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- (i) The Notice of the 39th AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. An attendance slip E Voting number (EVEN) shall be mentioned.
- (ii) NSDL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s).
- (iii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- (iv) Click on Shareholder – Login
- (v) Put user ID and password as initial password noted in step (ii) above. Click Login.

- (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (viii) Select "EVEN" of Citurgia Biochemicals Limited.
 - (ix) Now you are ready for e-Voting as Cast Vote page opens
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer with a copy marked to evoting@nsdl.co.in.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on 22nd September, 2014 (9:00 am) and ends on 23rd September, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 03rd September, 2014 may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date 03rd September, 2014.
- VII. A copy of this notice has been placed on the web site of the Company and website of NSDL. Dr. S. K. Jain, Practicing Company Secretary (Membership No. 1473) and Proprietor of S. K. Jain and Company has been appointed as scrutinizer to scrutinize the e voting process in a fair and transparent manner.
- VIII. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 29, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

- IX. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- X. The Results shall be declared on or after the 39th Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.citurgiabio.com and on the website of NSDL within two(2) days of passing of the resolutions at the 39th Annual General Meeting of the Company on 29th September, 2014 and communicated to the BSE Limited.

Annexure to Notice

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreements)

1.

Name of Director	Mr. Sanjeev Kumar
Age	54
Date of Appointment	10.04.2007
Expertise in specific functional areas	Real Estate Developers & Hospitality Industry
Qualifications	Graduate
List of Limited Companies in which outside Directorship held as on 31.03.2014	02
Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	Nil
2.

Name of Director	Mr. Bhagat Ram Kothari
Age	56
Date of Appointment	29.06.2007
Expertise in specific functional areas	Civil Contractor
Qualifications	Graduate
List of Limited Companies in which outside Directorship held as on 31.03.2014	01
Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	Nil
3.

Name of Director	Mr. Chandra Shekhar
Age	46
Date of Appointment	10.04.2007
Expertise in specific functional areas	Practicing Company Secretary
Qualifications	B.com, FCA, DISA

List of Limited Companies in which outside Directorship held as on 31.03.2014	01
Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	Nil

4.	Name of Director	Mr. Ashok Marwah
	Age	59
	Date of Appointment	10.10.2011
	Expertise in specific functional areas	Finance and Marketing
	Qualifications	B.Com
	List of Limited Companies in which outside Directorship held as on 31.03.2014	1
	Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	Nil

5.	Name of Director	Mr. Vivek Singh
	Age	35
	Date of Appointment	17.04.2010
	Expertise in specific functional areas	Business Management
	Qualifications	Graduate
	List of Limited Companies in which outside Directorship held as on 31.03.2014	Nil
	Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	Nil

6.	Name of Director	Mrs. Neelam Khannaa
	Age	54 years
	Date of Appointment	29.04.2010
	Expertise in specific functional areas	29 Years in Business
	Qualifications	Graduate (B.A)
	List of Limited Companies in which outside Directorship held as on 31.03.2014	13
	Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	Nil