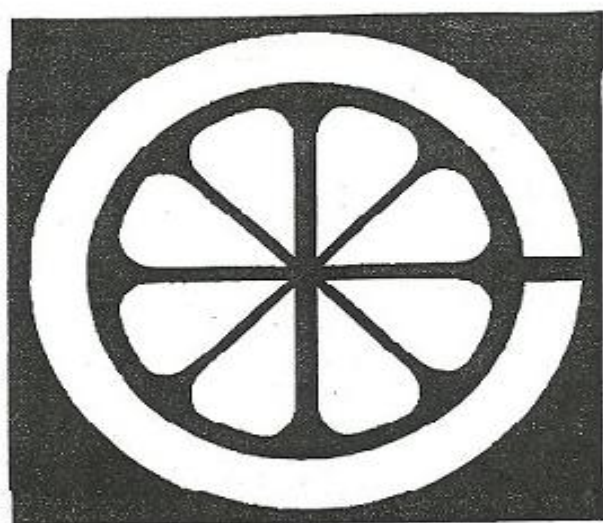


# **CITURGIA BIOCHEMICALS LIMITED**



**Annual Report  
2014-2015**



**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, 2<sup>nd</sup> 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 Fortieth Annual General Meeting of **CITURGIA BIOCHEMICALS LIMITED** will be held at Azad Mahila Sangh, Plot No. 91, Road No. 25, Sion (West), Mumbai 400 022 on Monday, 29<sup>th</sup> September, 2015 at 09.00 A.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, 2015, 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 M/s Ranjan Gupta & Co., Chartered Accountants., (Registration No./Membership No. 500-82408) 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 to 142 and 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 No. 500-82408) the 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 Directors of the Company.”

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

Place: Mumbai.  
Date: 2<sup>nd</sup> September, 2015

### **Notes:**

1. A Member entitled to attend and vote at the Annual General Meeting (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. The instrument appointing the Proxy should, however, be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of the Meeting.

2. A person can act as proxy on behalf of the members not exceeding 50 (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 shall not act as a Proxy for any other person or shareholder.
3. Corporate Members intending to send their Authorized Representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. In terms of Section 152 of the Companies Act, 2013 Shri Ashok Marwah (DIN: 01787560), Director of the Company, retires by rotation at the Meeting and being eligible, offers himself for reappointment.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. along with their copy of Annual Report to the Meeting.
6. 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.
7. The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, 22<sup>nd</sup> September, 2015 to Tuesday, 29<sup>th</sup> September, 2015 (both days inclusive) for determining the names of members eligible for the purpose of the AGM.
8. Relevant documents referred to in the accompanying Notice and the shall be open for inspection at the Registered Office of the Company during normal

business hours on all working days except, Saturdays, upto and including the date of the Annual General Meeting of the Company.

9. Members holding shares in electronic form may note that bank particulars registered against their respective Depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. Sharepro Services (India) Pvt. Ltd. cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members.
10. Members holding Shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / M/s. Sharepro Services (India) Pvt. Ltd.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s. Sharepro Services (India) Pvt. Ltd.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to M/s. Sharepro Services (India) Pvt. Ltd. for consolidation into a single folio.

14. Non-Resident Indian Members are requested to inform M/s. Sharepro Services (India) Pvt. Ltd., immediately of:
- a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
17. The Securities and Exchange Board of India has mandated compulsory trading of the Company's Equity Shares in demat form for all the investors. The International Securities Identification number (ISIN) code is INE795B01023.
18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
19. Members are requested to bring their copy of Annual Report to the Meeting. 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. 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.

20. In compliance with provisions of Section 108 and 110 of the Act read with The Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members to exercise the right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting service. The facility of casting the vote by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("Remote E-voting") will be provided by the Central Depository Services (India) Limited (CDSL).

The Company has approached CDSL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on E-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [citurgia\\_bio@yahoo.com](mailto:citurgia_bio@yahoo.com)

The e-voting period commences on 26th September, 2015 at 9.00 am and ends on 28th September, 2015 at 5.00 pm. During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the **cut-off date** i.e., 22<sup>nd</sup> September, 2015. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 22<sup>nd</sup> September, 2015, may obtain the login ID and password by sending a request at **evoting@cdslindia.com** or **sharepro@shareproservices.com** ().



The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

### **PROCEDURE FOR REMOTE E-VOTING:**

The voting period begins on 26<sup>th</sup> September, 2015 at 9.00 a.m and ends on 28<sup>th</sup> September, 2015 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 i.e., 22<sup>nd</sup> rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

#### **A. In case of members receiving Notice of Annual General Meeting(AGM) through E-mail:**

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on "Shareholders" tab.
- iii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID
- v. For CDSL: 16 digits beneficiary ID,
- vi. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- vii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- viii. Next enter the Image Verification as displayed and Click on Login.
- ix. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- x. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
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#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

- xi. After entering these details appropriately, click on "SUBMIT" tab.
- xii. Members holding shares in physical form will then reach directly the Company 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.
- xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.