

24th
Annual Report
2013 - 2014

Hindustan Agrigenetics Limited
Hybrid Seeds □ Tissue Culture □ Floriculture

24th Annual General Meeting

Date: 30th September, 2014

Day : Tuesday

Time: 3.00 PM

Venue: 806 Meghdoot

94, Nehru Place

New Delhi 110 019

BOARD OF DIRECTORS

Shri Pritam Kapur, Chairman and Managing Director

Shri S. V. R. Rao

Shri C. P. Rajendran

Shri Vinod Malhotra

AUDITORS

R. K. Gulati & Associates

Chartered Accountants

New Delhi

BANKERS

Ratnakar Bank Limited (RBL)

REGISTRARS

Karvy Consultants Ltd.

17-24, Vithal Rao Nagar,

Madhapur, Hyderabad 500 081

REGISTERED OFFICE

806, Meghdoot,

94, Nehru Place,

New Delhi - 110019

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of the Company will be held on Tuesday, the 30th day of September, 2014 at 3.00 P.M. at the Registered Office of the Company at 806 Meghdoot, 94 Nehru Place, New Delhi 110019 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited annual balance sheet of the Company as on 31st March, 2014 together with the reports of the Auditors and the Directors thereon.
2. To appoint a director in place of Mr. Venkata Ramchandra Rao Sreekantam, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the auditors and fix their remuneration. The retiring auditors of the Company, M/s R. K.Gulati & Associates, Chartered Accountants, New Delhi are eligible for re-appointment.

Special Business:

4. To re-appoint Mr. Pritam Kapur as a Managing director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any of the Companies Act, 2013 Mr. Pritam Kapur, Managing Director who has attained the age of 70 years, be and is hereby re-appointed as the Managing Director of the Company for a period of 5 years w.e.f 30th September, 2014, not liable to retire by rotation."

5. To re-appoint Mr. Vinod Malhotra as an independent director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Rules framed thereunder, as amended from time to time, Mr. Vinod Malhotra, a non executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) read with Schedule IV of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of 5 year with effect from September 30, 2014.

6. To re-appoint Mr. Chavercode Paramu Rajendran as an independent director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Rules framed thereunder, as amended from time to time, Mr. Chavercode Paramu Rajendran, a non executive Independent Director, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) read with Schedule IV of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of 5 year with effect from September 30, 2014.

NOTES FOR MEMBER’S ATTENTION:

1. A member entitled to attend and vote may appoint a proxy instead of himself/herself and such a proxy need not be a member of the Company.
2. Proxy forms in order to be effective must be lodged with the Company 48 hours before the meeting.
3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote at the meeting, on their behalf.
4. The register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 10th September 2014 till the date of the Annual General Meeting i.e. Tuesday, 30th September, 2014 (both days inclusive) in connection with the Annual General Meeting.
5. Pursuant to Clause-49 of the listing Agreement, the particulars of director seeking appointment/re-appointment at the meeting are annexed.
6. Members are requested to bring their copy of Annual Report to the meeting.
7. Entry in the Meeting Hall shall be strictly restricted to the Members/Valid Proxies only, carrying the attendance slips.
8. The Ministry of Corporate Affairs, Government of India, vide circular No. 17/2011 allowed services of documents by electronic mode (email) as a green initiative. Members are requested to register their email address with the Company and/or Registrar/Share Transfer Agent for the purpose of service of documents under the Companies Act.

Explanatory Statement to Item no. 4

Mr. Pritam Kapur has been the Managing Director of the Company for a long period. He has now attained the age of 70 Years. As per the provisions of Section 196(3) of the Companies Act, 2013, approval of shareholders is required by way of Special Resolution for the appointment of Mr. Pritam Kapur as Managing Director of the Company.

Mr. Pritam Kapur is associated with this Company for a very long period. He is the promoter and pioneer member of the Company. Mr. Pritam Kapur handles all the administrative and other functions of the Company and is very efficient and experienced person.

Your Board of Directors recommends the reappointment of Mr. Pritam Kapur as the Managing Director at the forthcoming Annual General Meeting.

Except Mr. Pritam Kapur, none of the Directors /key managerial personnels of the Company/ their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

Explanatory Statement to Item no. 5 and 6

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Vinod Malhotra and Mr. Chavercode Paramu Rajendran as Independent Directors of the Company in compliance with the requirements of the said clause. As per the provisions of Section 149(4), which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014 inter alia stipulates the conditions for the appointment of Independent Directors by a listed company. The above Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in General Meeting for their approval.

Your Board of Directors recommends to reappoint of the aforesaid Directors at the forthcoming Annual General Meeting.

None of the Directors /key managerial personnels of the Company/ their relatives have any concern or interest, financial or otherwise, in the proposed resolution have any concern or interest, financial or otherwise, in any of the proposed resolutions.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

INFORMATION AS REQUIRED TO BE FURNISHED IN PURSUANCE OF CLAUSE-49
OF THE LISTING AGREEMENT WITH STOCK EXCHANGES

1. Mr. Pritam Kapur, Managing Director proposed to be re-appointed at the forthcoming Annual General Meeting. The Brief particulars of Mr. Pritam Kapur, proposed to be re-appointed are as given below:

Mr. Pritam Kapur

Age: 71 years

Qualification and Experience:

Shri Pritam Kapur, aged about 71 yrs is a B.Tech from IIT Chennai. Thereafter he has worked with Hindustan Unilever Ltd. for 25 years, in various capacities. During the last ten years he was the Profit Center head of the 'Agribusiness Division' of the company, which amongst other agri-businesses, included seed business as well. Sh. Kapur is well experienced in the marketing and business aspects of biotech industry. As a promoter of Hindustan Agrigenetics, he successfully started the seed business and thereafter the diversification into floriculture and tissue culture.

Membership/Chairmanship of Committees:

Share Transfer Committee	: Chairman
Audit Committee	: Member

Shareholding in the Company : 487,300
(As on 31st March, 2014)

2. Mr. Venkata Ramchandra Rao Sreekantam, Director of the Company retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. The Brief particulars of Mr. Venkata Ramchandra Rao Sreekantam , proposed to be re-appointed are as given below:

Mr. Venkata Ramchandra Rao Sreekantam

Age: 65 years

Qualification and Experience:

Shri Venkata Ramchandra Rao Sreekantam, aged about 65 yrs is a Masters in Agriculture from Pant Nagar University. Thereafter, he completed his MBA from IIM Ahmedabad. He worked with Mahyco, one of the leading Seed Company of the country, for a long time after having started with them as a Management Trainee. Thereafter, he joined Hindustan Levers as head of Seed Business and was responsible for the growth of the company's seed business. He was one of the co-promoters of the Company.

Membership/Chairmanship of Committees:

Investor's Grievances Committee	: Nil
Share Transfer Committee	: Nil
Audit Committee	: Nil

Shareholding in the Company : 25800
(As on 31st March, 2014)

3. Mr. Vinod Malhotra, Independent Director proposed to be re-appointed at the forthcoming Annual General Meeting. The Brief particulars of Mr. Vinod Malhotra, proposed to be re-appointed are as given below:

Mr. Vinod Malhotra

Age: 66 years

Qualification and Experience:

Shri Vinod Malhotra, aged about 66 yrs is a Post Graduate from Michigan University and did his Graduation in Mechanical Engineering from IIT Roorkee. Mr. Malhotra possesses to his credit 18 yrs of rich work experience in various managerial capacities in Canada, the Middle East and in India. He has also been the Managing Director of Hospitality Business Company in India for over 11 years and has rich experience in running the Business of a Company in India.

Membership/Chairmanship of Committees:

Investor's Grievances Committee	: Chairman
Share Transfer Committee	: Member
Audit Committee	: Member

Shareholding in the Company : Nil
(As on 31st March, 2014)

4. Mr. Chavercode Paramu Rajendran, Independent Director proposed to be re-appointed at the forthcoming Annual General Meeting. The Brief particulars of Mr. Chavercode Paramu Rajendran, proposed to be re-appointed are as given below:

Mr. Chavercode Paramu Rajendran

Age: 70 years

Qualification and Experience:

Shri Chavercode Paramu Rajendran, aged about 70 yrs is a graduate and has four decades of experience in company affairs and related matters. He has dealt with several companies on

regulatory matters and his experience is useful for the company in issues such as good governance etc.

Membership/Chairmanship of Committees:

Audit Committee	: Chairman & Member
Investor's Grievances Committee	: Member
Share Transfer Committee	: Member

Shareholding in the Company : Nil
(As on 31st March, 2014)

Directors' Report

Dear Shareholders,

Your Directors have pleasure in presenting the 24th Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March 2014.

a. Financial Results:

	Current Year	(Rs Lakhs)
	As on 31.3.2014	Previous Year
	As on 31.3.2013	
Receipts/Income	10.72	13.82
Profit before Taxes	(3.01)	(11.92)
Less Deferred Tax	(3.88)	8.34
Profit/ (Loss) after Taxes	(6.89)	(3.58)
Share Capital	440.02	440.02

b. Dividend:

Keeping in view the financial results and status of the company, it is not proposed to declare any dividend.

c. Public Deposits:

The Company has neither invited nor accepted any deposits from the public within the meaning of Section 58A of the Companies Act, 1956 during the year under review.

d. Directors and Induction of new Directors

During the year under review, there was no change in the composition of the Board of Directors of the Company.

Mr. Chavercode Paramu Rajendran, Director retires by rotation and being eligible offers himself for re-appointment.

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Vinod Malhotra and Mr. Chavercode Paramu Rajendran as Independent Directors of the Company in compliance with the requirements of the said clause. As per the provisions of Section 149(4), which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014 inter alia stipulates the conditions for the appointment of Independent Directors by a listed company. The above Independent Director have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules