



NATH BIO-GENES (INDIA) LIMITED

20th ANNUAL REPORT

2013-2014



NATH BIO-GENES (INDIA) LIMITED

DIRECTORS

Nandkishor Kagliwal
Satish Kagliwal
Hitesh Purohit
Kashinath Iyer

CHIEF FINANCIAL OFFICER

Devinder Khurana

STATUTORY AUDITORS

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

REGISTERED OFFICE

Nath House
Nath Road
Aurangabad 431005

ADMINISTRATIVE OFFICE

1, Chateau Windsor
86, Veer Nariman Road
Churchgate
Mumbai – 400 020

REGISTRAR & TRANSFER AGENTS

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



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NOTICE

Notice is hereby given that the 20th ANNUAL GENERAL MEETING of NATH BIO-GENES (INDIA) LIMITED will be held at the Registered Office of the company at Nath House, Nath Road, Aurangabad-431005 on Saturday, July 5th, 2014 at 11 a.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. Kashinath Iyer 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 MODIFICATION THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions of the Companies Act 2013 (including any amendment thereto or re-enactment thereof), consent of the Company be and is hereby accorded to Board of Directors (hereinafter called ‘the Board’ which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to:

Borrow money for the ordinary course of business of the company, together with the moneys already borrowed by the company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) will exceed the aggregate of paid up capital and free reserves (not set apart for any specific purpose), provided that, the total amount upto which moneys may be borrowed by the Board of Directors shall not exceed Rs 2,50,00,00,000/-(Rs Two Hundred & Fifty Crores only).”

By order of the Board of Directors

Date: 30.05.2014

Registered Office: Nath House

Nath Road,

Aurangabad-431005

Satish Kagliwal

Managing Director

Din: 00119601

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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.

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NOTES

The following Explanatory Statements, as required by Section 102 of the Companies Act, 2013, (corresponding to Section 173 of the Companies Act, 1956), set out all material facts relating to the business under Item Nos. 3 & 4 mentioned in the accompanying Notice dated 30th May 2014.

ITEM NO 3

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

NAME OF DIRECTOR	Mr. Kashinath Iyer
Date of Birth	13.09.1952
Date of Appointment	10.10.2012
Qualification	Graduate
Chairman/ Director of other companies	1. Wexford Trading Company Pvt Ltd 2. Raasi Synthetics And Chemicals Limited 3. Jeevan Farms Pvt Ltd 4. Tapovan Paper And Board Mills Limited 5. Wellspring Enterprises Private Limited 6. Agri-Tech (India) Limited 7. Tapovan International Trading Private Limited
Chairman/ Member of Committees of other Companies	NIL
No of shares held in the Company	NIL

ITEM NO 4

Under Section 180 (1)(c) of the Companies Act, 2013 (“Act”), the Board of Directors of a company cannot, except with the consent of the company in general meeting, borrow monies, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the company, that is to say, reserves not set apart for any specific purpose without the consent of the shareholders in the general meeting.

The company proposes to increase the borrowing limits for carrying out the operations of the business & to fund the expansion activities, hence consent of the Shareholders is sought in accordance with the provisions of Section 180 (1)(c) of the Act to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs 2,50,00,00,000/-(Rs Two Hundred & Fifty Crores only) or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

None of the directors are in any way interested in this 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: <NATHB1234G> in the PAN field.

Please enter any one of the details in order to login. In case 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.

By order of the Board of Directors

Date: 30th May 2014
Registered Office: Nath House
Nath Road,
Aurangabad-431005

Satish Kagliwal
Managing Director
Din: 00119601

DIRECTORS' REPORT

Your Directors are pleased to present the 20th 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	
		31.03.2014	31.03.2013
1.	Sales	18941.94	13770.29
2.	Profit before Interest & Depreciation	3394.72	2036.65
3.	Interest	376.09	356.05
4.	Depreciation	466.14	450.98
5.	Profit Before Tax & Extra-ordinary items	2552.49	1229.61
6.	Tax Provision (Net of Deferred Tax)	120.88	(55.04)
7.	Profit After Tax	2431.60	1174.56
8.	Extra-Ordinary Items	1.20	0
9.	Profit available for Appropriation	2430.40	1174.56
10	Balance carried to Balance Sheet	2430.40	1174.56

FINANCIAL HIGHLIGHTS AND OPERATIONS

Income from operations during the financial year ended 31st March 2014 was at Rs 18941.94 Lacs as against Rs 13770.29 Lacs representing an increase of approximately 38% over the previous year. Profit after Tax for the year under review amounted to Rs 2430.40 Lacs as against Rs 1174.56 Lacs in the previous year representing an increase of 107%. The increase in profits during the year under review was on account of enhanced sales, improved product mix and operational efficiencies.

RESEARCH & DEVELOPMENT & NEW PRODUCTS

Intensive research and technology upgradation are the cornerstones of the growth strategy of your company. It is no longer good enough to offer high yielding hybrids to the Indian farmer. The modern Indian farmer demands that these hybrids carry additional built-in value through seed embedded technologies.

Our research focus is based on conventional breeding, genetic engineering technologies as well as molecular added selection systems to enable us to develop seeds endowed with multiple traits.

Your company has undertaken specific initiative to reach out even to the rain-fed and largely unreached farmers. This is in harmony with our national priorities and also a reflection of your company's philosophy.

During the year, your company has made significant progress in strengthening R&D programs in field as well as vegetable crops. Our major emphasis in field crops pertains to rice, cotton, maize, bajra as also mustard and wheat. During the current year, our field testing and breeding stations have increased to more than 16 across the country.

In order to provide choice of technology to cotton growing farmers, we have intensified breeding programs for generation of novel BG-II Bt-cotton hybrids with simultaneous incorporation of multiple high value traits, such as genetic male sterility, enhanced tolerance to drought, high level resistance to major sucking pests and enhanced yield potential. Already, the new hybrids NBC-10, NBC-11, NBC-101 and NBC-102 have out-performed best checks in trials conducted in State agricultural universities of Andhra Pradesh, Maharashtra, Gujarat and Karnataka, during 2013-14.

Similarly, new Maize hybrids such as NMH-1600, NMH-1605, NMH-1008 and NMH-1591 have shown highly encouraging performance, whether in the Full-Season maturity segment (NMH-1008, NMH-1600, NMH-1605) or in the medium-maturity and early maturity categories.

After the gallant success of our Big-B (NBH-1188) in Bajra, two new hybrids in the tall and medium-tall segments, especially NBH-20 and NBH-21 are poised to be among the top Bajra hybrids in their respective markets. NBH-5151 has further consolidated its position as a leading product in the semi-dwarf Bajra segment, especially in parts of Western UP, Madhya Pradesh, Maharashtra, etc.

Introduction of new rice hybrid Tahelka has met with outstanding success. Acceptance of this hybrid has extended to Bihar, MP, Gujarat and parts of Eastern UP. Several new Rice Hybrids are being tested during Boro season (2014) in Eastern India, as promising new products for that season.

Besides, several new pipeline products of Mustard and Wheat are being tested at our especially chosen location at Alwar in Rajasthan, for these important Rabi crops in North India. We are on course for introduction of new Wheat and Mustard varieties (and even a hybrid in Mustard), during Rabi 2014 and 2015.

INTERNATIONAL COLLABORATIONS:

Nath Bio-Genes, jointly with its sister concern Global Transgenes Ltd.; have signed agreement for R & D collaboration and commercialization thereof, of Fusion-Bt. Cotton technology in Philippines. Due processes of trans-boundary regulations, in accordance to the provisions of the Cartagena Protocol, have been followed strictly for transfer of Fusion-Bt. Embedded cotton seeds.

Based on the impressive results of trial, the Bio-safety Authority of the Philippines has granted permission for large scale trials to be conducted in the current year. Your company hopes to receive permission for commercial sales of its BT Fusion cotton hybrids during the current year.