



NATH BIO-GENES (INDIA) LIMITED

21st ANNUAL REPORT

2014-2015



NATH BIO-GENES (INDIA) LIMITED

DIRECTORS

Nandkishor Kagliwal
Satish Kagliwal
Sweta Garodia
Kashinath Iyer
Shrirang Agrawal
Omprakash Sharma

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



CONTENTS

- NOTICE
- DIRECTOR'S REPORT
- MANAGEMENT DISCUSSION & ANALYSIS REPORT
- CORPORATE GOVERNANCE REPORT
- AUDITOR'S REPORT
- BALANCE SHEET
- PROFIT & LOSS ACCOUNT
- CASH FLOW STATEMENT
- NOTES TO ACCOUNT

NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the members 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, August 8th, 2015 at 11 a.m., to transact the following business:

ORDINARY BUSINESS

1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt Audited Balance Sheet of the Company as at March 31, 2015 and Statement of Profit & Loss for the year ended as on that date together with the Reports of Directors and Auditors thereon.

2. APPOINTMENT OF AUDITORS

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof;

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 5th July 2014, the appointment of M/s Gautam N Associates, Chartered Accountants, Aurangabad (Firm Registration No 103117W) as the Auditors of the Company to hold office till the conclusion of the AGM to be held in the Calendar Year 2018 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending on March 31, 2016 as may be determined by the Audit Committee in consultation with the Auditors.

3. APPOINTMENT OF DIRECTOR

To appoint Mr. Nandkishor Kagliwal as Director of the Company, who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS

4. APPOINTMENT OF KASHINATH IYER AS INDEPENDENT DIRECTOR

To consider & if thought fit to pass with or without modification the following resolution as ordinary resolution:

“Resolved That pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Kashinath Iyer (DIN: 01195975), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and

who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 8th August, 2015 up to 8th August, 2019.”

5. APPOINTMENT OF SHRIRANG AGRAWAL AS INDEPENDENT DIRECTOR

To consider & if thought fit to pass with or without modification the following resolution as ordinary resolution:

“Resolved That, pursuant to section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Shrirang Agrawal, who was appointed as an Additional Director of the company by the Board of Directors with effect from March 30, 2015 and who holds office till the date of the AGM, in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Shrirang Agrawal as a candidate for the office of a director of the company, be and is hereby appointed as an independent director of the company for a period upto 30th March 2020, not liable to retire by rotation.

6. APPOINTMENT OF OMPRAKASH SHARMA AS INDEPENDENT DIRECTOR

To consider & if thought fit to pass with or without modification the following resolution as ordinary resolution:

“Resolved That, pursuant to section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Omprakash Sharma, who was appointed as an Additional Director of the company by the Board of Directors with effect from May 30, 2015 and who holds office till the date of the AGM, in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Shrirang Agrawal as a candidate for the office of a director of the company, be and is hereby appointed as an independent director of the company for a period upto 30th May 2020, not liable to retire by rotation.

7. APPOINTMENT OF SWETA GARODIA AS DIRECTOR

To consider & if thought fit to pass with or without modification the following resolution as ordinary resolution:

“Resolved That, pursuant to section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Sweta Garodia, who was appointed as an Additional Director of the company by the Board of Directors with effect from March 30, 2015 and who holds office till the date of the AGM, in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Ms Sweta Garodia as a candidate for the office of a director of the company, be and is hereby appointed as a director of the company.

By order of the Board of Directors

Date: 30.05.2015

Registered Office: Nath House

Nath Road,

Aurangabad-431005

CIN: L01110MH1993PLC072842

Satish Kagliwal

Managing Director

DIN: 00119601

=====

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. 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 a proxy and such person shall not act as proxy for any other person or shareholder.

3. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to evoting are given in this Notice.

4. 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 3rd August 2015 to 8th August 2015 both days inclusive.

5. The relative Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.

6. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the Electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their demat accounts. Members holding Physical shares can submit their PAN to the Company/Bigshare Services.

7. EVOTING INSTRUCTIONS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <4th August 2015, 9.00 AM IST> and ends on <6th August 2015, 5.00 Pm IST>. 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 30.06.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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"> 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 the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.

=====

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013

The following Statement sets out all the material facts relating to the special business mentioned in the accompanying notice.

ITEM NO 3

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

NAME OF DIRECTOR	Mr. Nandkishor Kagliwal
Date of Birth	06.04.1947
Date of Appointment	29.03.2000
Qualification	M.S. (USA) M.M.S (Mumbai) B.Sc (Hons) Aurangabad
Expertise in specific Functional areas	Wide Business experience across variety of industries
Chairman/ Director of other companies	<ul style="list-style-type: none"> • Global Transgenes Limited • Nath Royal Seeds Ltd • Paithan Mega Food Park Pvt Ltd • Nath Pulp & Paper Mills Ltd • Dizziland Farms Pvt Ltd • Ferry Fax Farms Pvt Ltd • Pace Farms Pvt Ltd • Nath Industrial Chemical Ltd • Nath Holding & Investments Pvt Ltd • Nath Bio-Technologies Ltd • Nath Nirman Infra Pvt Ltd

	<ul style="list-style-type: none"> • Nature-Tech Foods Pvt Ltd • Nath Research Foundation • N Kagliwal Education & Research Foundation
Chairman/ Member of Committees of other Companies	NIL
No of shares held in the Company	146

ITEM NO 4

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Human Resources, Nomination and Remuneration Committee, The Board of Directors have proposed that Mr. Kashinath Iyer be appointed as the Independent Director of the Company. The appointment of Mr. Kashinath Iyer shall be effective upon approval by the members in the meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of Mr. Kashinath Iyer for the office of Director of the Company.

Mr. Kashinath Iyer is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Kashinath Iyer that he meets the criteria of independence as prescribed both under sub section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Kashinath Iyer fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Kashinath Iyer is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Resume of Mr Kashinath Iyer

NAME OF DIRECTOR	Mr. Kashinath Iyer
Date of Birth	13.09.1952
Date of Appointment	10.12.2012
Qualification	Graduate
Chairman/ Director of other companies	<ol style="list-style-type: none"> 1. Wexford Trading Company Pvt Ltd 2. Raasi Synthetics And Chemicals Limited 3. Tapovan Paper And Board Mills Limited 4. Wellspring Enterprises Private Limited 5. Agri-Tech (India) Limited 6. Tapovan International Trading Private Limited 7. Paithan Mega Food Park Pvt Ltd 8. TechIndia Nirman Limited