



**R J GROUP**  
*Aiming New Heights*

**R J BIO-TECH LIMITED**

**9<sup>th</sup> ANNUAL  
REPORT  
2013-2014**



'SIDDHARTH ARCADE',  
OPP. HOLIDAY CAMP,  
STATION ROAD,  
AURANGABAD - 431 005



## **9<sup>th</sup> Annual Report | 2013-14**

### **BOARD OF DIRECTORS:**

✂ Mr. Raghavendra Shripatrao Joshi	Chairman cum Director
✂ Mrs. Meena Raghavendra Joshi	Director
✂ Mr. Shashikant Vinayakrao Shastri	Director
✂ Mr. Anil Vasant Dharmadhikari	Independent Director
✂ Mr. Chandra Prakash Tripathi	Independent Director
✂ Mr. Balaji Prithviraj Singh	Independent Director

### **KEY MANAGERIAL PERSON:**

✂ Mr. Omprakash Shirolaji Jaiswal	Chief Executive Officer
✂ Mr. Harshwardhan Raghavendra Joshi	Chief Financial Officer
✂ Mr. Mitesh Girish Gadhiya	Compliance Officer

### **BANKERS:**

✂ State Bank of India
-----------------------

### **REGISTERED OFFICE:**

Siddharth Arcade, Opp. Holiday Camp,  
Station Road,  
Aurangabad -431 005  
Maharashtra  
Tel No. 0240-2354913-17  
Fax No. 0240-2332111

### **STATUTORY AUDITORS:**

Ashok Patil & Associates  
A P Heights,  
Near Gopal Tea Centre  
Aurangabad

### **REGISTRAR AND SHARE TRANSFER AGENT:**

Bigshare Services Private Limited  
E-2 & 3, Ansa Industrial Estate,  
Saki-Vihar Road, Sakinaka, Andheri(E),  
Mumbai-400072

### **For any Queries regarding Annual report contact:**

Mr. Mitesh Girish Gadhiya  
Legal cum Secretarial Dept. (Head)  
Siddharth Arcade, Opp. Holiday Camp, Station Road, Aurangabad -431 005  
Tel No. 0240-2354913-17  
Fax No. 0240-2332111  
E-Mail Id: mitesh@rjbiotech.com

**INDEX**

1. Chairman's Statement	<a href="#">Page No. 1</a>
2. Notice of 9 <sup>th</sup> Annual General Meeting	<a href="#">Page No. 3</a>
3. Directors' Report	<a href="#">Page No. 11</a>
4. Corporate Governance Report	<a href="#">Page No. 15</a>
5. Certificate on Compliance of Clause 52 of SME Listing Agreement	<a href="#">Page No. 26</a>
6. Management and Discussion and Analysis report	<a href="#">Page No. 27</a>
7. Independent Auditors Report	<a href="#">Page No. 37</a>
8. Annual Audited Accounts with Schedules and Annexure's	<a href="#">Page No. 43</a>
9. Attendance Slip & Proxy Form	<a href="#">Page No. 63</a>

## **Chairman's Statement**

---



### ***Dear Shareowners,***

It gives me immense pleasure to present before you the 9<sup>th</sup> Annual Report of R J Bio-tech Limited. Financial Year 2013-14 witnessed weak demand across the globe, sluggish domestic market, deficient monsoon rain, lack of irrigation, high agro-interest rates and fewer government aids'. All these had a ripple effect on Indian agriculture farming community. Seed Industry had to go through consolidation phase due to worsening conditions of markets coupled with high operational costs and higher interest burden. I feel proud to state that, in spite of such an unfavourable situation for Indian Agriculture Sector, your Company managed to deliver the sparkling performance.

### **Seeding the Future:**

The growing demand and decreasing cultivable land has brought in a severe threat to food security. This could be evidenced in form of shortage of food, uncontrollable food inflation and rising malnutrition. Demand for the food is increasing at the rate of squares whereas the cultivable area for production of food still remains the same. Leaving the only room for seed companies to increasingly focus on the quality and productivity of the seeds.

R J Bio-tech has developed such variety of quality seeds which are high on yield and low on farmer's pocket. Relentless efforts are being continuously made to provide superior quality seeds.

### **Innovation is the way:**

Since inception, we at R J Bio-tech have continuously focused on our research and development activities. This has helped us to bring innovative products at affordable prices and remain competitive in the seed market across the Country. To bring in second green revolution, constant investment in R&D activities is need of an hour to fulfil India's food demand and export to other nations.



## **Chairman's Statement**

---

### **The Year for R J Bio-tech:**

With immense pleasure and due credit to the Board of Directors for their relentless effort, I proudly state you that R J Bio-tech has achieved a record-break turnover of INR 286.81 million and net profit of 28.72 million in the Financial Year 2013-14. In difficult times, R J Bio-tech has been growing at 30-40% CAGR, commendable sales was backed by our enduring support to our dealers. Earnings per share (EPS) has increased more than 80% compared to previous year.

### **Tapping the demand:**

We, at R J Bio-tech have continuously strived to bring out more and more product through intensive research and continued focus on achieving "PAN INDIA" Operations. We have large variety of seeds in different segments to cater the growing demands of farmers across the Country. R J Biotech continues to operate in 10 states, No. of dealers have considerably risen from 1200+ to 1500+. This is the result of our continuous effort for improving supply chain and logistics management and increasing product availability for farmers at right time.

Financial Year	No. Of Products	No. Of Dealers
2013-14	26	1500+
2012-13	23	1200+
2011-12	20	900+

### **Relationship Building Programme's**

Conducting Relationship Building Programmes is an ongoing process at R J Bio-tech. Your Board of Directors, Employees and Management of all hierarchies participate in the relationship building programmes wherein the farmers are given demonstration of various R J Bio-tech products. The initiatives are also being taken to educate the farmers about the biotechnology and organic farming.

### **Moving from regulatory governance to self governance:**

It gives me immense pleasure to inform you that, it has been decided by the Board of Directors to voluntarily prepare the Audited Financials of the Company on quarterly basis. The Company is not statutorily required to do so, but as a part of good corporate governance and to provide even more transparency and reliability to its Stakeholders, the Company has taken up this decision. With this decision, R J Bio-Tech becomes the first Company on the SME platform of BSE, to voluntarily prepare and provide Audited Financials on quarterly basis.

### **Partners of Change:**

On behalf of our entire R J Family, I would like to thank our employees, for their sustained and continuous efforts to bring value to our stakeholders and enrich the culture of dynamism and changing the change. It is at the heart of our organisation where the thought for value creation binds us together.

I further thank all our Stakeholders, Bankers, Members, Customers, Vendors, Various government authorities, for their continuous support and faith in the company

Sincerely,

Sd/-

**Raghavendra Joshi**  
Chairman cum Director  
**R J Bio-tech Limited**

**NOTICE**

NOTICE is hereby given that the **Ninth Annual General Meeting** of the Members of **R J Bio-tech Limited** will be held on **Monday, 29<sup>th</sup> day of September 2014** at **11.00 A.M.** at the registered office of the Company at **Siddharth Arcade, Opp. Holiday Camp., Station Road, Aurangabad-431005** to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March 2014 and the Balance Sheet as at that date along with the reports of the directors and auditors thereon.
2. To appoint a Director in place of Shashikant Shastri (holding DIN 00307652), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Ashok Patil & Associates, Chartered Accountants (ICAI Registration No. 122045W) as the Statutory Auditors of the Company and fix their remuneration.

**SPECIAL BUSINESS:**

4. 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, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Anil Vasant Dharmadhikari (holding DIN 06410911), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.”

5. 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, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Chandra Prakash Tripathi (holding DIN 03150939), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.”

6. 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, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Balaji Prithviraj Singh (holding DIN 06413344), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.”

7. To consider and if thought fit to pass with or without modification(s), the following resolution as a Special resolution:

**“RESOLVED THAT** pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of 100 Crores (Rupees one hundred crores) over and above the aggregate of the paid up share capital and free reserves of the Company.”

**By order of the Board**

**Sd/-**

**MITESH GADHIYA**

**(Company Secretary)**

**Date: 02<sup>nd</sup> September 2014**

**Place: Aurangabad**

---

**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 to be effective must reach to the Registered Office of the company not later than 48 hours before the time fixed for the Annual General Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 27<sup>th</sup> September 2014 to 29<sup>th</sup> September 2014, both days inclusive.
5. The members desiring any information regarding accounts are requested to write to company at least seven days before the date of the Meeting so as to enable the management to keep the information ready.

## 9<sup>th</sup> Annual Report | 2013-14

6. All the documents referred to in accompanying notice are open for inspection at the Registered Office of the company on all the working days except Sunday and Holiday, between 11.00 a.m. to 5.00 p.m. up to the date of Annual General Meeting. Members are requested to notify changes in their addresses, if any.
  7. The shareholders who attend the Meeting are requested to fill in the attendance slip and deliver the same at the entrance of the Meeting hall. The shareholders holding shares in dematerialised form should indicate the DP ID and Client ID numbers in the attendance slip.
  8. The shareholders are requested to bring their copy of the Annual Report to the Meeting.
  9. The Ministry of Corporate Affairs has taken a corporate “Green Initiative in the Corporate Governance” by allowing paperless compliance by companies. Accordingly, the Notice of the Annual General Meeting along with Annual Report for the year 2013-2014 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has specifically requested for a physical copy of the same. In order to support the “Green Initiative”, the Members who have not yet registered their e-mail addresses are requested to register the same with R&T Agent/ Depositories.
  10. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.
- (A) The instructions for e-voting are as under:
- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on “Shareholders” tab.
  - (iii) Now, select “R J BIO-TECH LIMITED” from the drop down menu and click on “SUBMIT”
  - (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](http://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> <p>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.</p> <p>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. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
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> <p>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 number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (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 <R J BIO-TECH LIMITED> to 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 changed 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) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case of any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at <https://www.evotingindia.co.in> under Help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- (B) The e-voting period commences on Monday, 22<sup>nd</sup> September 2014 (9.00 a.m. IST) and ends on Wednesday, 24<sup>th</sup> September 2014 (6.00 p.m. 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 Friday, 29<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of 29<sup>th</sup> August, 2014.
- (D) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently.
- (E) Mr. Nitin S, Sharma, Practising Company Secretary (Membership No. A27225) has been appointed as “the Scrutinizer” to scrutinize the e-voting process in a fair and transparent manner.
- (F) The Scrutinizer shall, within a period not exceeding 3 (three) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, as the case may be, and submit the same to the Chairman of the Company.
- (G) The results declared along with the Scrutinizer’s Report shall be displayed on the website of the Company [www.rjbiotech.com](http://www.rjbiotech.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within two days from the passing of the resolutions at the 9<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 29<sup>th</sup> September, 2014 at 11.00 A.M. and shall be communicated to the stock exchanges, where the shares of the Company are listed.