



NATH SEEDS

Nath Bio-Genes (I) Ltd.

(CIN L01110MH1993PLC072842)

19th July 2019

The Manager-Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

The Manager- Listing
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra-Kurla Complex
Bandra (E)
Mumbai-400051

BSE Code-537291

NSE Code-NATHBIOGEN

Sub: Notice of Annual General Meeting and Annual Report for 2018-19.

Ref: Regulation 34 of SEBI (Listing Obligation and Disclosure requirement) Regulations, 2015.

Dear Sir/Madam,

The Annual General Meeting ("AGM") of the Company will be held on Saturday, 10th August 2019, on 11:00 a.m. at the registered office of the Company, Nath House, Nath Road, Aurangabad-431005

Pursuant to Regulation 34 (1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2018-19.

Further, we would like to inform that the Company has today commenced dispatch of Annual Report along with Notice of AGM for financial year 2018-19, to all its Members.

The Annual Report for the financial year 2018-19, are also available on the Company's website www.nathbiogenes.com.

This is for your information and record purpose.

Yours truly,
For Nath Bio-Genes (India) Limited


Devinder Khurana
Chief Financial Officer



NATH BIO-GENES (INDIA) LIMITED

25th ANNUAL REPORT

2018-2019



NATH BIO-GENES (INDIA) LIMITED

DIRECTORS

Satish Kagliwal - Managing Director
Jeevanlata Kagliwal
Sweta Kagliwal
Kashinath Iyer
Shrirang Agrawal
Omprakash Sharma

CHIEF FINANCIAL OFFICER

Devinder Khurana

STATUTORY AUDITORS

Ashok R Majethia
Chartered Accountants
Utsav Complex office No-7
Bazar Peth, Dist. Raigad
Khopoli-410 203

REGISTERED OFFICE

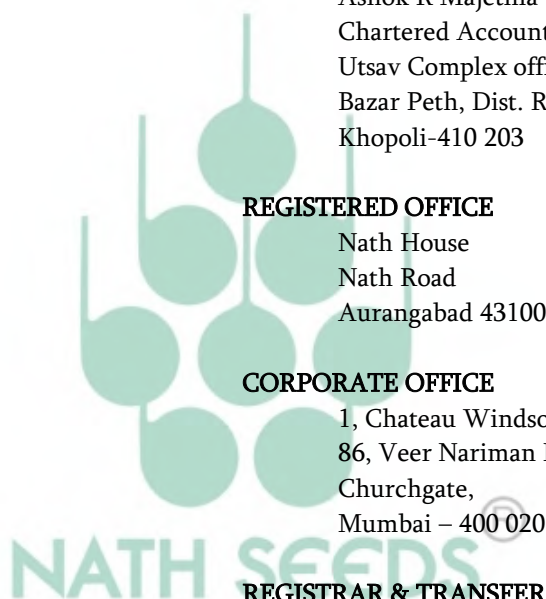
Nath House
Nath Road
Aurangabad 431005

CORPORATE OFFICE

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

REGISTRAR & TRANSFER AGENTS

Big Share Services Private Limited,
1st Floor, Bharat Tin Works Building,
Opp. Vasant oasis, Makwana Road,
Marol, Andheri East, Mumbai-400-059.
022-62638200/10



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NATH SEEDS®

NOTICE

Notice is hereby given that the Twenty Fifth 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, 10th August 2019 at 11 a.m., to transact the following business:

1. ADOPTION OF FINANCIAL STATEMENTS.

To receive, consider and adopt Audited Balance Sheet of the Company as at March 31, 2019 and Statement of Profit & Loss for the year ended as on that date together with the Reports of Directors and Auditors thereon.

2. RE-APPOINTMENT OF DIRECTOR

To appoint Mrs. Sweta Kagliwal as Director of the Company, who retires by rotation and being eligible, offer herself for re-appointment.

3. RE-APPOINTMENT OF SHRIRANG AGRAWAL AS INDEPENDENT DIRECTOR.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Shirang Shrikishan Agrawal (DIN 00119681), who was appointed as an Independent Director at the Annual General Meeting of the Company and who holds office up to 08-08-2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 08-08-2019 up to 07-08-2024.”

4. RE-APPOINTMENT OF OMPRAKASH SHARMA AS INDEPENDENT DIRECTOR.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Omprakash Ramnarayan Sharma (DIN 01196266), who was appointed as an Independent Director at the Annual General Meeting of the Company and who holds office up to 08-08-2019 and who is eligible for re-appointment

and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 08-08-2019 up to 07-08-2024.”

5. RE-APPOINTMENT OF KASHINATH IYER AS INDEPENDENT DIRECTOR.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Kashinath Iyer (DIN-01195975), who was appointed as an Independent Director at the Annual General Meeting of the Company and who holds office up to 08-08-2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 08-08-2019 up to 07-08-2024.”

6. APPOINTMENT OF JEEVANLATA NANDKISHOR KAGLIWAL AS DIRECTOR.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

To appoint Mrs. Jeevanlata Nandkishor Kagliwal (DIN-02057459) as an Executive Director and, and in this regard, 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 152 Read with rule 8, 9, and 14 and other applicable provisions of the Companies Act, 2013 (“the Act”), Mrs. Jeevanlata Nandkishor Kagliwal (DIN: 02057459), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

Date: 30.05.2019

Registered Office: Nath House

Nath Road,

Aurangabad-431005

CIN: L01110MH1993PLC072842

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. 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 e-voting are given in this Notice.
4. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from 05th August 2019 to 10th August 2019 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 members for voting electronically are as under:-

- (i) The voting period begins on <Wednesday, 07th August 2019 9.00 am> and ends on <Friday, 09th August 2019 at 5.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 (record date) of <Saturday 03rd August 2019> 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

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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 or 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 linked in the login 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.
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Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos.2 to 6 of the accompanying Notice:

ITEM NO 2

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

NAME OF DIRECTOR	Mrs. Sweta Kagliwal
Date of Birth	04.02.1982
Qualification	Diploma in Business Management
Expertise in specific Functional areas	Wide Business experience across variety of industries
Director in other Public Companies	<ol style="list-style-type: none"> 1. Agri-Tech (India) Ltd 2. Techindia Nirman Ltd 3. Nath Royal Limited 4. Nath Bio-Technologies Limited 5. Nath Royal Seeds Limited 6. Tapovan Paper and Board Mills Limited 7. Global Transgenes Limited
Chairman/ Member of Committees of other Companies	NIL
No of shares held in the Company	NIL

Item No 3, 4, and 5.

Reappointment of Independent Director

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Mr. Shrirang Shrikishan Agrawal (DIN 00119681), Mr. Kashinath Ganapathy Iyer (DIN-01195975) and Mr. Omprakash Ramnarayan Sharma (DIN 01196266) as Independent Director, for a second term of five years from August 08th, 2019 to August 07th, 2024, not liable to retire by rotation. Shrirang Shrikishan Agrawal and Kashinath Iyer and Omprakash Sharma were appointed as Independent Directors at the Annual General Meeting (“AGM”) of the Company and held office up to August 08th, 2019. Subject to approval of Members, The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing their candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given their background, experience and contribution, the continued association of Shrirang Shrikishan Agrawal and Kashinath Iyer and Omprakash Sharma would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

The Company has received a declaration from them to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge duties.

In the opinion of the Board, they fulfill the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief Profile of Mr. Shrirang Agrawal

NAME OF DIRECTOR	Mr. Shrirang Shrikishan Agrawal
Date of Birth	16 th February 1947
Qualification	Batchelor of Commerce
Director in Other Public Company	<ol style="list-style-type: none"> 1. Agri-Tech (India) Limited 2. Techindia Nirman Limited 3. Nath Pulp and Paper Mills Limited 4. Nath Royal Limited 5. Tapovan Paper and Board Mills Limited 6. Raasi Synthetics and Chemicals Limited
Chairman/ Member of Committees of other Companies	<ol style="list-style-type: none"> 1. Techindia Nirman Limited Audit Committee-Member Stakeholders Relationship Committee-Member Nomination and Remuneration Committee-Member. 2. Agri-Tech (India) Limited Audit Committee-Member Stakeholders Relationship Committee-Member Nomination and Remuneration Committee-Member. 3. Nath Pulp and Paper Mills Limited Audit Committee-Chairman Stakeholders Relationship Committee-Chairman Nomination and Remuneration Committee-Chairman Corporate Social Responsibility Committee-Member
No of shares held in the Company	NA

Brief Profile of Mr. Kashinath Iyer

NAME OF DIRECTOR	Mr. Kashinath Ganapathy Iyer
Date of Birth	13.09.1952
Qualification	Graduation
Director in Other Public Company	<ol style="list-style-type: none"> 1. Raasi Synthetics and Chemical Limited 2. Tapovan Paper and Board Mills Limited 3. Agri-Tech (India) Limited 4. Techindia Nirman Limited
Chairman/ Member of Committees of other Companies	<ol style="list-style-type: none"> 1. Techindia Nirman Limited Nomination and Remuneration Committee-Member. 2. Agri-Tech (India) Limited Audit Committee-Chairman Stakeholder Relationship Committee-Chairman Nomination and Remuneration Committee-Chairman.

No of shares held in the Company	NA
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Brief Profile of Mr. Omprakash Ramnarayan Sharma

NAME OF DIRECTOR	Mr. Omprakash Ramnarayan Sharma
Date of Birth	20 th September 1949
Qualification	Batchelor of Commerce
Director in Other Public Company	<ol style="list-style-type: none"> 1. Techindia Nirman Limited 2. Agri-Tech (India) Limited 3. Nath Pulp and Paper Mills Limited
Chairman/ Member of Committees of other Companies	<ol style="list-style-type: none"> 1. Techindia Nirman Limited Audit Committee-Chairman Stakeholder Relationship Committee-Chairman Nomination and Remuneration Committee-Chairman 2. Nath Pulp and Papers Mills Limited Audit Committee-Member Nomination and Remuneration Committee-Member Corporate Social Responsibility Committee-Member. 3. Agri-Tech (India) Limited Nomination and Remuneration Committee Member
No of shares held in the Company	NA

Item No 6

Appointment of Mrs. Jeevanlata Nandkishor Kagliwal as Director

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mrs. Jeevanlata Nandkishor Kagliwal (DIN-02057459) as Additional Director and of the Company and liable to retire by rotation, for a term of 5 years i.e. from 10th August 2019 to 9th August 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 73 of the Articles of Association of the Company, each of these Directors shall hold office up to the date of this Annual General Meeting (“AGM”) and are eligible to be appointed as Directors. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing their candidature for the office of Directors.

Brief Profile of Mrs. Jeevanlata Nandkishor Kagliwal

NAME OF DIRECTOR	Mrs. Jeevanlata Nandkishor Kagliwal
Date of Birth	30 th April 1948
Date of Appointment	30 th May 2019
Qualification	M.A. Political Science
Director in Other Public Company	1. Rama Pulp and Papers Limited

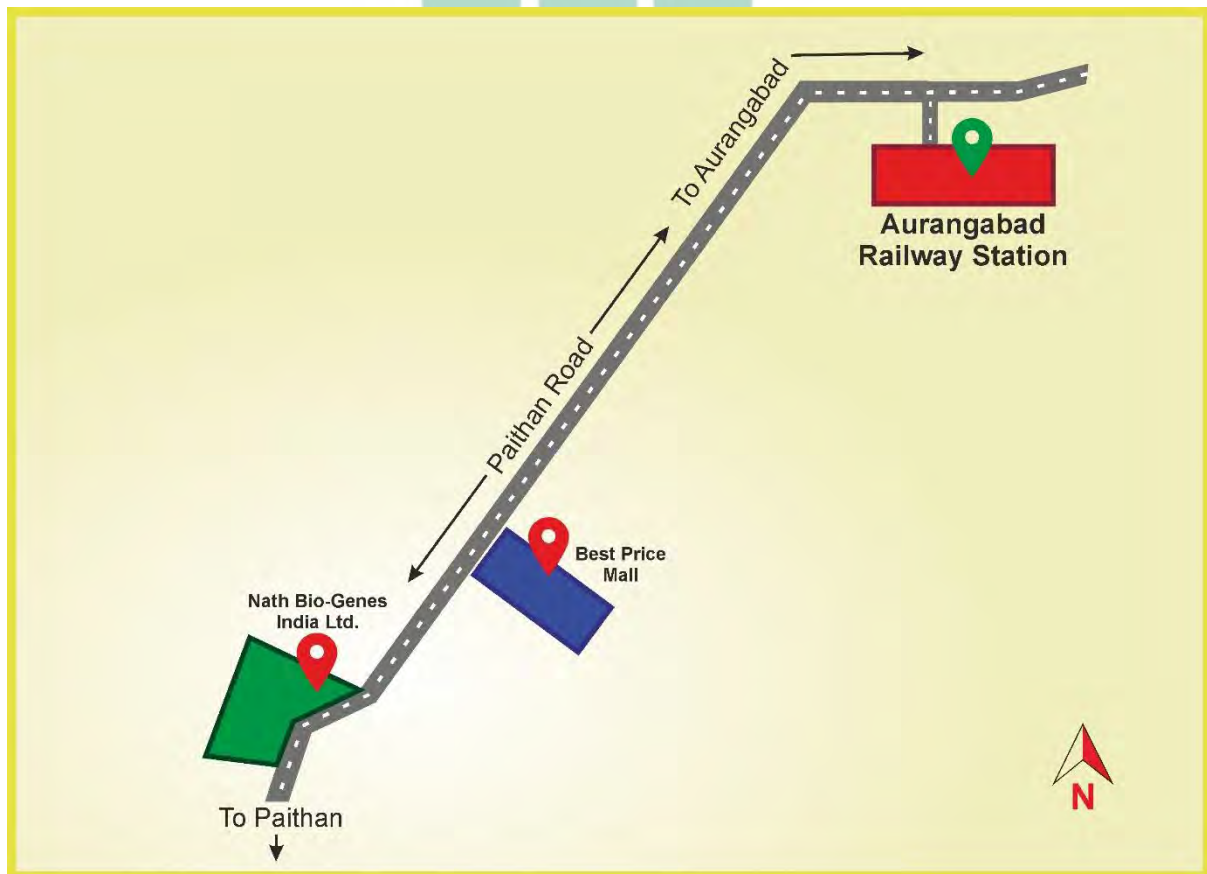
	<ol style="list-style-type: none"> 2. Nath Pulp and Papers Mills Limited 3. Global Transgenes Limited 4. Nath Industrial Chemical Limited 5. Nath Royal Seeds Limited 6. Nath Bio-Technologies Limited 7. Techindia Nirman Limited 8. Agri-Tech (India) Limited
Chairman/ Member of Committees of other Companies	Not Applicable
No of shares held in the Company	293 Shares

By order of the Board of Directors

Date: 30th May 2019
Registered Office: Nath House
Nath Road,
Aurangabad-431005
CIN: L01110MH1993PLC072842

Satish Kagliwal
Managing Director
DIN: 00119601

Location map of the AGM Venue



Managing Directors's Statement

Dear Shareowners and Our Friends,

It has always been our belief that any work done with passion and commitment yields superior results in the long run. It is this belief which has gone behind all our efforts in the last few years and the results can be seen now – in our FY19 performance. FY19 was a good year for our company, both in terms of financial performance as well operational efficiency – our top line grew by over 20% to INR 2.3 billion and despite higher expenses, our Profit after Tax grew by over 30%. On the operational front, the company maintained 50%+ gross margins, despite higher production costs.

The one key driver of this growth has been our innovative product portfolio developed by our world-class R&D team. Our researchers and scientists, over the years, have relentlessly worked towards a single pursuit - developing products for sustainable farming. It is indeed the strength and experience of our R&D team, which underpins our financial performance., But having a good product is not enough, if that product is not marketed to its full potential. Thus, Nath Bio-Genes has been investing in developing a strong sales & marketing force and these efforts have finally paid off, as witnessed in our FY19 performance. Sales volumes on YoY basis in the Cotton seed segment grew by around 50% on a year on year basis. Our Vegetable and PNS segment revenue together grew by over 30% while volumes in the other field crops maintained their normal growth.

Our farmer partners are continuously facing unprecedented climate change headwinds and water scarcity issues. In these turbulent scenarios, they reach out to us to help them produce more sustainably. Hence, as a company, we are not only focusing on making high yielding seeds, but also on creating seed embedded technologies to protect against and withstand specific biotic and abiotic stress. We have extensively invested in a team of skilled plant breeders and biotechnologists, who test these products across 18 breeding and R&D stations in different agro-climatic conditions, covering over 300 acres of land. These products, developed using the most promising technology, are then made available to our farmer partners through a strong channel of 20,000+ distributors and 400 Nath Farm Advisors, covering over 130 territories, across India.

The strength of our innovation is evident from the fact that our flagship cotton products have been ranked first and third in the Country's South zone and Central zone in the trials conducted under the supervision of ICAR.

We continue to diversify our product portfolio and have invested in high value products. Nath Bio-Genes has cemented its position in the hybrid paddy seed space in India & will continue to innovate on new products within this space. Paddy was the largest revenue contributor, at 36% of total revenues, in FY19 & we are quite excited about the prospects of our paddy segment based on the encouraging feedback from the farmers. We had

significant presence in high-yielding, disease-resistant hybrid paddy seeds and have now come up with a new range of Super Hybrid paddy. Another offset of paddy, Poha, has also seen very encouraging response and we see a huge potential in this segment.

The cotton seeds, however, are where we believe the maximum potential lies. Nath Bio-Genes has developed various highly successful & top-ranked cotton seeds over the last 2-3 years and we believe that by FY21, cotton will be the largest revenue contributor to Nath Bio-Genes' revenues. We have been working with our R&D team to successfully tackle the menace afflicted by the Pink Bollworm to cotton crops throughout the country. Accordingly, Nath Bio-Genes' cotton seed portfolio offerings include variants resistant to the Pink Bollworm as well as several other common pests & viruses, allowing our cotton seed sales volumes in FY19 to grow by around 50%.

Nath Bio-Genes' Vegetable segment, though currently small, is picking up fast. We remain focused on developing a diversified portfolio of competitive products with superior disease and pest tolerance. In order to make ourselves a serious player in this highly profitable vertical, we have constituted an exclusive Strategic Business Unit for the vegetables segment & believe that our innovation in the Tomatoes, Okra & Chillies space will pay-off positively going forward.

Our plant nutrient, Win-Chi-Win ("WCW"), gives us a strategic foothold in a low competition segment. WCW, a bio growth enhancer for field crops, cereals, vegetables crops, fruits, etc, is a promising product and is seen to substantially enhance the yield. We believe that there is a large market for this product and market size is manifold, waiting to be tapped. The product's proven track record & easy applicability has allowed Nath Bio-Genes to sell over 40,000 litres of WCW in FY19 itself & the growth potential remains high.

While, we continue to grow strongly in the domestic market, we are witnessing a huge opportunity unfolding in the other economies with similar agro-climatic conditions. We have completed multiple product testing and location trials in Sudan and Philippines and expect significant growth from these markets in the next few years.

The future outlook looks bright and we are confident of delivering strong growth. However, our larger pursuit and overarching mission is to serve our country's large and small farmers by providing new and sustainable solutions and protecting our planet by conserving limited natural resources. I look forward to working with our dedicated world-class team and supporting them as we pursue this mission and, in the process, create meaningful and sustainable long-term value for our shareholders and society as a whole.

With my best regards,

Satish Kagliwal
Managing Director

DIRECTORS' REPORT

The Directors of the Company pleased to present the Annual Report together with the Audited Accounts of your Company for the financial year ended 31st March 2019.

1. FINANCIAL RESULTS

(Rs in Lacs)

Sr. No	PARTICULARS	YEAR ENDED	
		31.03.2019	31.03.2018
1.	Sales	23092.89	19165.08
2.	Profit before Interest & Depreciation	4551.95	4131.47
3.	Interest	520.46	1030.96
4.	Depreciation	144.66	95.07
5.	Profit Before Tax & Extra-ordinary items	3886.83	3005.45
6.	Tax Provision (Net of Deferred Tax)	43.48	63.60
7.	Profit After Tax	3843.35	2941.85
8.	Extra-Ordinary Items	8.39	0
9.	Profit available for Appropriation	3834.95	2941.85
10	Balance carried to Balance Sheet	3834.95	2941.85

2. COMPANY'S PERFORMANCE AND OPERATION

Income from operations during the financial year ended 31st March 2019 was at Rs 23092.89 Lacs as against Rs 19165.08 Lacs representing an increase of approximately 20.49% over the previous year. Profit after Tax for the year under review amounted to Rs 3834.95 Lacs as against Rs 2941.85 Lacs in the previous year representing an increase of 30.35 %. The increase in profits during the year under review was on account of enhanced sales, improved product mix and operational efficiencies.

3. DIVIDEND

In view of the proposed growth plan, the Directors have not recommended any dividend for the financial year 2018-19.

4. DEPOSITS

The company has not accepted any fixed deposits during the year under review.

5. SHARE CAPITAL

The paid-up equity share capital as on 31st March 2019 was RS 190040000/- divided into 194004000 equity shares of face value of 10/- each. There was no public issue, rights issue, bonus issue or preferential issue, etc. during the has not issued shares with differential voting rights, sweat equity shares, nor has initiated any stock options.

6. FINANCIAL STATEMENT:

Full version of the Annual Report 2018-19 containing complete Balance Sheet, Statement of Profit & Loss, other statements and notes thereto, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management

Discussion and Analysis, Corporate Governance Report) are being sent via email to all shareholders who have provided their email address (es). Full version of Annual Report 2018-19 is also available for inspection at the registered office of the Company during working hours up to the date of ensuing Annual General Meeting (AGM). It is also available at the Company's website at www.nathbiogenes.com.

7. TRANSFER TO RESERVES

The closing balance of the retained earnings of the Company for FY 2019, after all appropriation and adjustments was INR 4885766788.

8. STATUTORY AUDITORS AND AUDITORS REPORT

At the Annual General Meeting held on Authorized signatory 24th August 2017, M/s Ashok R Majethia, Chartered Accountants, were appointed as the Statutory Auditors of the Company to hold office till the conclusion of 6th Annual General Meeting to be held.

The statutory auditors report is annexed to this annual report. There are no adverse remarks on disclosure by the statutory auditors in their report. They have not reported any incident of fraud to the Audit Committee of the Company during the year under review. Pursuant to Section 139(2) of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the Company at its Annual General Meeting (AGM) held on 24th August 2017, had appointed M/s Ashok R Majethia, Chartered Accountants as Statutory Auditors to hold office from the conclusion of 6th AGM of the Company, subject to ratification by shareholders every year, as may be applicable. However, the Ministry of Corporate Affairs (MCA) vide its notification dated 7th May 2018 has omitted the requirement under first proviso to section 139 of the Companies Act, 2013 and rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, regarding ratification of appointment of statutory auditors by shareholders at every subsequent AGM.

9. AUDITORS' REPORT

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

10. INTERNAL AUDITORS

The Board of Directors of the Company have appointed M/s. Manpreet Khurana & Co, Chartered Accountants as Internal Auditors to conduct Internal Audit of the Company for the financial year ended 31st March 2019. The Internal Audit reports are being reviewed by the Audit Committee of the Company.

11. SECRETARIAL AUDIT REPORT.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014, the Board of Directors have appointed M/s. Neha P Agrawal Company Secretaries in Practice (C.P.No.8048) as Secretarial Auditors to conduct Secretarial Audit of the Company for the financial year ended 31st March 2019. The Secretarial Audit Report issued by M/s. Neha P Agrawal, Practicing Company Secretaries in Form MR-3 is annexed to this Board's Report as **Annexure – III**.

12. SUBSIDIARIES

The Company does not have any subsidiary within the meaning of the Companies Act, 2013.

13. ADEQUACY OF INTERNAL FINANCIAL CONTROL SYSTEM

According to Section 134(5)(e) of the Companies Act, 2013, the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report. The Company has a well-placed, proper and adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Internal Auditors are an integral part of the internal control system of the Company. To maintain its objective and independence, the Internal Auditors report to the Audit Committee of the Board. The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control systems in the Company.

14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013, the Board of Directors hereby confirms that,

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures.
- ii. It has in the selection of the accounting policies, consulted the Statutory Auditors and has applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company as at 31st March, 2019 and of the profits of the company for that period.
- iii. It has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities, to the best of its knowledge and ability. There are, however, inherent limitations, which should be recognized while relying on any system of internal control and records.
- iv. It has prepared the annual accounts on a going concern basis.
- v. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operation efficiently.
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. DIRECTORS & KEY MANAGERIAL PERSON

Director Retires by rotation

Mrs. Sweta Kagliwal (holding DIN 02052811) retires by rotation under Section 152 of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

Appointment of Directors

Mrs. Jeevanlata Nandkishor Kagliwal was appointed as Additional Director with effect from 30th May 2019 on the recommendation of Nomination and Remuneration Committee.

Reappointment of Independent Director.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Mr. Shrirang Shrikishan Agrawal (DIN 00119681), Mr. Kashinath Iyer (DIN-01195975) and Mr. Omprakash Ramnarayan Sharma (DIN 01196266) as Independent Director, for a second term of five years from August 08th, 2019 to August 07th, 2024, not liable to retire by rotation. Shrirang Shrikishan Agrawal and Kashinath Iyer and Omprakash Sharma were appointed as Independent Directors at the Annual General Meeting (“AGM”) of the Company and held office up to August 08th, 2019. Subject to approval of Members.

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). There has been no change in the circumstances affecting their status as independent directors of the Company.

The Key Managerial Personnel (KMP) of the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Satish Kagliwal	-Managing Director
Mr. Devinder Khurana	-Chief Financial Officer
Mr. Dhiraj Rathi	-Company Secretary

16. DECLARATION OF INDEPENDENT DIRECTOR.

The Independent Directors have submitted the declaration of independence, as required pursuant to section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of Independence as provided in sub section (6) of Section 149.

17. FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTOR

The details of the familiarization program for the Independent Directors is reported in the Report on Corporate Governance.

18. NUMBER OF MEETINGS OF THE BOARD

Five meeting of the Board were held during the year. The dates on which the Board meetings were held are 30th May 2018, 31st July 2018, 31st October 2018, 28th December 2018 and 02nd February 2019. The details of attendance of Board meetings and Committee meetings held during the Financial Year 2018-19 forms part of the Corporate Governance Report.

19. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEE AND INDIVIDUAL DIRECTORS:

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations 2015, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors. The detailed information in this regard has been given in the Corporate Governance Report.

20. MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis has been given separately in the report.

21. PARTICULARS OF CONTRACT OR ARRANGEMENTS PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES.

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. The Company has developed a Related Party Transactions framework through standard operation procedures for the purpose of identification and monitoring of such transactions. All Related Party Transactions are placed before the Audit Committee as also to be Board for approval. The particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 disclosed in Form No. AOC – 2 and is set out as Annexure -II and forms part of this report.

22. PARTICULARS OF LOANS, AGURANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

The loan given or guarantee provided, or investment made by the Company during the financial year 2018-19 as per Section 186 of the Companies Act, 2013 have been given in the Balance Sheet and Audit Report.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year under review are set out in Annexure V of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report.

24. MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments in the business operations of the Company from the financial year ended March 31, 2019 to the date of signing of the Director's Report.

25. RISK ASSESSMENT AND MANAGEMENT:

The Company is exposed to various business risks. These risks are driven through external factors like economic environment, competition, regulations etc. The Company has laid down a well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor business and non-business risks. The Audit Committee and Board periodically review the risks and suggest steps to be taken to manage/mitigate the same through a properly defined framework. During the year, a risk analysis and assessment was conducted, and no major risks were noticed, which may threaten the existence of the Company.

26. POLICY AGAINST SEXUAL HARRASMENT AT WORKPLACE:

Pursuant to the provisions of Section 4(1) of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has in place an Internal Complaints' Committee. The following is a summary of sexual harassment complaints received and disposed of during the year

No. of complaints received:	Nil
No. of complaints disposed of:	NA

27. COMMITTEE OF THE BOARD

Currently the Board has Four Committees:

1. Audit Committee,
2. Stakeholders' Relationship Committee,
3. Nomination & Remuneration committee.
4. Corporate Social Responsibility Committee

A detailed note on the Board and its committees, composition and compliances, as per the applicable provisions of the Act and Rules is provided under the Corporate Governance Report.

28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure VI to this Report.

29. EXTRACT OF ANNUAL RETURN

Annexure-VI is attached.

30. INSURANCE

All the insurable interest of the company, including Inventories, Buildings, Machinery etc., is adequately insured.

31. ACKNOWLEDGEMENTS

The Directors place on record their sincere appreciation for the dedication, hard work and commitment of the employees at all levels and their significant contribution to your Company's growth. Your Company is grateful to the Distributors, Dealers, and Customers for their support and encouragement. Your Directors thank the Banks, Financial Institutions, Government Departments and Shareholders and look forward to having the same support in all our future endeavors.

For and on behalf of the Board of Directors

30th May 2019

Registered Office:

Nath House,

Nath Road

Aurangabad-431005

Managing Director

Satish Kagliwal

DIN: 00119601

Director

Sweta Kagliwal

DIN: 02052811

ANNEXURE-1

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3) (q) AND SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES

(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. **The Ratio of the remuneration of each Director to the median remuneration to the employee of the Company for the financial year 2018-19: -**

Satish Kagliwal: Managing Director 17.60

Note

- i. Independent Directors have been paid sitting fees for attending meeting of the Board or its Committees as disclosed in the Corporate Governance Report. The sitting fees paid have not been included in the details mentioned above.
- ii. For Calculation of median remuneration, the employee count taken is 392 which comprises employees who have served for whole of the Financial Year 2018-19.

2. **Percentage increase in remuneration of each Director, Chief financial officer, Company Secretary in Financial Year 2018-19:**

Directors/CFO/CS Name	Designation	% Increase /decrease in remuneration of 2018-19
Satish Kagliwal	Managing Director	60.00 %
Devinder Khurana	Chief Financial Officer	8.60 %
Dhiraj Rathi	Company Secretary	NA

3. **Percentage increase in the median remuneration of employees in the financial year 2018-19: 11.89%**

4. Number of the Permanent employees on the rolls of the company as on 31.03.2019: 392

5. Average percentile increases in salaries of Employees other than Managerial personnel in the last Financial year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and any exceptional circumstances for increase in the Managerial Remuneration (if any):

The percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 12.35%. The increment given to each individual employee is based on the employees' potential, experience as well as their performance and contribution to the Company's progress over a period of time.

6. Affirmation of remuneration is as per the remuneration policy of the company.

It is affirmed that the remuneration paid is as per the Nomination and Remuneration Policy adopted by the Company.

7. Top ten Employees in terms of remuneration drawn during the year 2018-19

Sr. No.	Name	Designation	Remuneration (INR in Lakhs)	Qualification	Joining Date	Age
1	Madhav Dhande	Business Lead	₹ 56.00	M.Sc. (Agri.)	28-Jul-16	66
2	Devinder Khurana	CFO	₹ 54.00	CFA, CAIIB, BSc.	01-Aug-96	60
3	Dr. Ish Kumar	Head R & D (Paddy)	₹ 50.00	Ph.D..	01-Jan-18	74
4	Ravi Kumar	Head (Vegetable Sales)	₹ 48.00	MBA (Mkt), BSc (Agri)	21-May-19	44
5	Satish Kagliwal	Managing Director	₹ 48.00	MMS	01-Nov-90	61
6	Sayed Sajid Hassan	VP (International Business)	₹ 41.00	MBA, BSc (Agri)	02-Jul-19	55
7	Dr. Satish Raina	Head R & D (Cotton)	₹ 36.00	Ph.D..	01-Sep-04	72
8	Venkatesh Kulkarni	VP (R & D)	₹ 30.00	Ph.D..	21-May-18	54
9	Mukund Katwe	Lead HR	₹ 24.25	MIRPM, LLB, BSC	16-Mar-15	57
10	Samadullah Baig	International Business	₹ 24.00	BSC (Agri)	01-Apr-18	74

Notes:

1. The employees have adequate experience to discharge responsibilities assigned to them
2. None of the employees are relatives of the Directors of the Company

Annexure – II

Form No- AOC 2

Particulars of contracts / arrangement entered into by the Company with Related Parties Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules 2014.	
Form for Disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act 2013 including certain arm's length transaction under third proviso thereto)	
1. Details of contract or arrangement or transactions not at arm's length basis:	All contracts / arrangements entered in to by the Company with related parties referred to in

			sub-section (1) of Section 188 of the Companies Act 2013 are at arm's length basis.		
2. Details of contract or arrangement or transactions at arm's length basis:			S. No	Particulars	Details
			a)	Name of the Related Party	Global Transgenes Limited
			b)	Nature of transaction	Operational
			c)	Duration of transaction	NA
			d)	Salient features of transaction including the value, if any	Research & Development
S. No	Particulars	Details	S. No	Particulars	Details
a)	Name of the Related Party	Agri-Tech (India) Limited	a)	Name of the Related Party	Paithan Mega Food Park Limited
b)	Nature of transaction	Operational	b)	Nature of transaction	Operational
c)	Duration of transaction	NA	c)	Duration of transaction	NA
d)	Salient features of transaction including the value, if any	Land Purchase	d)	Salient features of transaction including the value, if any	Warehouse Renting
S. No	Particulars	Details	S. No	Particulars	Details
a)	Name of the Related Party	Royal Seeds) Limited	a)	Name of the Related Party	Nath Biotechnologies Limited
b)	Nature of transaction	Operational	b)	Nature of transaction	Operational
c)	Duration of transaction	NA	c)	Duration of transaction	NA
d)	Salient features of transaction including the value, if any	Seed Purchase	d)	Salient features of transaction including the value, if any	Loan & Advance Given

ANNEXURE III

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019.

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Nath Bio-Genes (India) Limited
Nath house, Nath road, Aurangabad
CIN L01110MH1993PLC072842

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NATH BIO-GENES (INDIA) LIMITED bearing CIN L01110MH1993PLC072842, ('the Company'). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 (Audit Period) generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of –

1. The Companies Act, 2013 (the Act) and the rules made there under including any re-enactment thereof;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made under that Act;
3. The Depositories Act, 1996 and the Regulations and Byelaws framed under that Act;
4. The Foreign Exchange Management Act, 1999 (FEMA) and the Rules and Regulations made under that Act to the extent applicable to Overseas Direct Investment (ODI), Foreign Direct Investment (FDI) and External Commercial Borrowings (ECB).
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & 2015
 - c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; -
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
 - f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - Not applicable as the company has not granted any options to its employees during the financial year under review
 - g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable as the company has not issued any debt securities during the financial year under review
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable as the company has not delisted its equity shares from any stock exchange during the financial year under review
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not applicable as the company has not bought back any of its securities during the financial year under review

- j. The Company has complied with the provisions of the SEBI (Depositories and Participants) Regulations, 1996 including submitting of Reconciliation of Share Capital Audit Reports
- k. The Securities and Exchange Board of India (Registrars to an Issue and share Transfer Agents) Regulations, 1993 regarding the companies Act and dealing with client; and
- l. The Memorandum and Articles of Association.

I have also examined compliance with the applicable clauses of the following: -

- a. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- b. The listing Agreement entered into by the company with BSE Limited and NSE Limited.

The company has identified the following laws as specifically applicable to the company;

- a. The Seeds Act 1966
- b. Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- c. Factories Act 1948
- d. Minimum Wages Act 1923
- e. Contract Labor (Regulations & Abolition) Act 1970
- f. The Income Tax Act 1961

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

1. The board of directors of the company is duly constituted with proper balance of Executive directors, Non- executive directors, independent directors and women director.
2. Adequate notice is given to all directors to schedule the Board/ Committee Meetings, agenda and detailed notes on agenda were sent generally seven days in advance.
3. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
4. The status of the company during the financial year under review has been that of Listed Public Company.
5. The company has not been a holding or subsidiary of another company. The company has not been a government company or a financial company.
6. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings / debenture holdings and directorships in other companies and interests in other entities.
7. Majority decision is carried through while the dissenting member's views are captured and recorded as part of the Minutes of Meeting.
8. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

9. As Per the SEBI Guidelines, The Registry and Share Transfer Activity is being handled by M/s Big Share Services Private Limited.
10. The company has proper board process.
11. The Company has obtained all necessary approvals under the various provisions of the Act; and
12. There was no prosecution initiated and no fines or penalties are imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

I further report that compliance of applicable financial laws including Direct and Indirect tax laws by the company has not been reviewed in this Audit since the same has been subject to review by the Statutory auditor and other designated professionals.

I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Neha P Agrawal
Practicing Company Secretary
FCS No 7350 & CP No 8048

Date: - May 30, 2019
Place: - Aurangabad

Note: - This report is to be read with my letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

"ANNEXURE A"

To,
The Members,
Nath Bio-Genes (India) Limited
Nath house, Nath road, Aurangabad
CIN L01110MH1993PLC072842

The logo for NATH SEEDS features a stylized green plant with several circular leaves and a central stem. Below the plant, the words "NATH SEEDS" are written in a bold, green, sans-serif font. A registered trademark symbol (®) is positioned to the right of the word "SEEDS".

NATH SEEDS®

My Secretarial audit report of even date is to be read along with this letter:

Management's responsibility: -

1. It is the responsibility of management of the company to maintain Secretarial records, devise proper systems to ensure compliance with the provisions of applicable laws and regulations and to ensure that the systems are adequate and operate effectively. My responsibility is to express an opinion on these secretarial records based on my audit.
2. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis

Auditor's responsibility: -

1. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.

The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

2. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
3. I believe that audit evidence and information obtained from the company's management is adequate and appropriate for me to provide a basis for my opinion.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer: -

5. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Neha P Agrawal
Practicing Company Secretary
FCS No 7350 & CP No 8048

Date: - May 30, 2019
Place: - Aurangabad

ANNEXURE IV

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014.

Conservation of Energy:

Energy conservation dictates how efficiently a company can conduct its operations. Your Company recognizes the importance of energy conservation in decreasing the detrimental effects of global warming and climate changes. Being in the field of Agriculture, we are constantly endeavoring to improve upon the agro-climatic conditions. As a contentious effort, we have taken necessary measure to achieve economy in consumption of energy.

Technology Absorption & Research and Development:

The company is in the field of Technology Absorption and Research & Development since inception. Our state-of-the-art R & D facility, at Aurangabad is constantly in the process of developing new seeds to enhance the yield to the farming community without jeopardizing the environment. We have employed state-of-the-art technology, wherever applicable.

Expenditure on R & D	90005845
Foreign Exchange Earning and Outgo:	
Earnings	28819061
Outgo	44649755

ANNEXURE V

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2018-19

1. A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs and the composition of CSR Committee	Refer Sections: (a) Corporate Social Responsibility and (b) Disclosures: CSR&G Committee in this Report
2. Average net profit of the Company for last three financial years `	INR 2110.35 Lacs
3. Prescribed CSR expenditure (two percent of the amount mentioned in item 2 above)	INR 42.21 Lacs
4. Details of CSR spent during the financial year: <ul style="list-style-type: none"> Total amount to be spent for the financial year Amount unspent, if any Not applicable Manner in which the amount spent during the financial year 	44.32 Lacs Not Applicable Details given below

DETAILS OF AMOUNT SPENT ON CSR ACTIVITIES DURING THE FINANCIAL YEAR 2018-19

Sr. No.	CSR project or Activity Identified Sector in which the project is covered (clause no. of Schedule VII to the Companies Act, 2013, as amended)	Project of Program (1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) Project or Program wise (in lacs)	Amount spent on the Projects or Programs Sub Heads: (1) Direct Expenditure on Projects or Programs (2) Overheads (in lacs)	Cumulative Expenditure Up to the reporting period i.e. FY 2018-2019 (in lacs)	Amount Spent Direct or through Implementing Agency
1	(i)	PAN India	Rural Transformation		INR 44.32	Self through Company Staff
Total					INR 44.32	

CORPORATE SOCIAL RESPONSIBILITY AT NBIL

At NBIL, Corporate Social Responsibility (CSR) is being embedded in the long-term business strategy of the Company. For NBIL, business priorities and social commitments are meant to co-exist in harmony for the development of people and communities at large. The Company's CSR initiatives in rural development would help elevate the quality of life of millions of farmers. We further plan to venture into healthcare, education and rural employment over a period of time.

Your Company has been making systematic efforts at educating the farming community on the best agriculture cultivation practices to aim at rural development. We combine a judicious mix of technology, material and information with specific focus on agriculture. We are continuously working on enhancing opportunities by disseminating information relevant to improving livelihood options among rural communities. We deploy locally relevant solutions to promote agriculture and other farm-based activities. We focus on building the capacity of farming communities from the time that we engage them by ensuring their participation in the resource mapping and planning exercise. Need-based training programs are conducted to further enhance the skills and knowledge of small and marginal farmers. Trainings on sustainable agricultural practices, soil and water conservation, pest management, use of fertilizers, are imparted.

ANNEXURE VI

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS	
i) CIN	L01110MH1993PLC072842
ii) Registration Date	14-07-1993
iii) Name of the Company	Nath Bio-Genes (India) Limited
iv) Category / Sub-Category of the Company	Public Company / Limited by shares
v) Address of the Registered office and contact details	Nath House, Nath Road, Aurangabad-431005
vi) Whether listed company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent,	Big Share Services Pvt. Ltd, 1 st Floor, Bharat Tin Works Building, Opp Vasant oasis, Makwana Road, Marol, Andheri East, Mumbai-400 059.
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	
All the business activities contributing 10% or more of the total turnover of the company	GM and Hybrid Seeds
Horticulture Business	100%
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	
Holding Company	NIL
Subsidiary Company	NIL
Associate Companies	As per Attachment A
IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)	
i) Category-wise Share Holding	As per Attachment B
ii) Shareholding of Promoters	As per Attachment C
iii) Change in Promoters' Shareholding	As per Attachment C
iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment D
	As per Attachment E

v) Shareholding of Directors and Key Managerial Personnel	
V. INDEBTEDNESS	
Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment F
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
A. Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Attachment G
B. Remuneration to other directors	As per Attachment G
C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD	As per Attachment G
VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES	NIL

Attachment A

Particulars of Associate Companies

Sr No	Name of the Company	Address of Company	CIN	% of shares held	Applicable Section
1	Agri-Tech (India) Limited	Nath House, Nath Road, Aurangabad	L01110MH1993PLC073268	NIL	2(6)
2	Global Transgenes Limited	Nath House, Nath Road, Aurangabad	U73100MH2000PLC123602	NIL	2(6)
3	Nath Biotechnologies limited	Nath House, Nath Road, Aurangabad	U01110MH1991PLC063077	NIL	2(6)
4	Nath Royal Seeds Limited	Nath House, Nath Road, Aurangabad	U01403MH2010PLC209768	NIL	2(6)
	Paithan Mega Food Park Pvt. Ltd.	Dhangaon, Taluqa Paithan, District Aurangabad	U15122MH2011PTC217451	NIL	2(6)

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Attachment B

Category wise shareholding

Category of Shareholders	No. of shares at the beginning of the year (As on 01.04.2018)	No. of shares at the end of the year (As on 31.03.2019)	% of change
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										during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	Promoter									
1	Indian									
(a)	Individuals/ HUF	439	0	439	0.00	439	0	439	0.00	0.00
(b)	Central Govt.	0	0	0	0	0	0	0	0	0.00
(c)	Bodies Corporate	7732548	0	7732548	40.69	7738767	0	7738767	0	0.02
(d)	FI/ Banks	0	0	0	0	0	0	0	0	0.00
(e)	Any Others	0	0	0	0	0	0	0	0	0.00
	Sub Total(A)(1)	7732987	0	7732987	40.70	7738767	0	7738767	40.72	0.02
2	Foreign									
A	Individuals (NRI)	0	0	0	0	0	0	0	0	0.00
B	Bodies Corporate	0	0	0	0	0	0	0	0	0.00
C	Institutions	0	0	0	0	0	0	0	0	0.00
D	QFI	0	0	0	0	0	0	0	0	0.00
E	Any Others	0	0	0	0	0	0	0	0	0.00
		0	0	0	0	0	0	0	0	
	Sub Total(A)(2)	0	0	0	0	0	0	0	0	0.00
	Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	7732987	0	7732987	40.70	7738767	0	7738767	40.72	0.02
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds / UTI	1000264	1936	1002200	5.27	1195315	1694	1197009	6.30	1.03
(b)	FI / Banks	43154	22	43176	0.23	84202	22	84224	0.44	0.01
(c)	Alternative Investment Fund	439560	0	439560	2.31	439560	0	439560	2.31	0.00
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
(e)	Insurance Companies	0	0	0	0	0	0	0	0	0.00
(f)	FII's	0	0	0	0	0	0	0	0	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(h)	Foreign Portfolio Investor	155050	0	155050	0.82	600000	0	600000	3.16	2.34
(i)	Any Other	0	550	550	0.01	0	550	550	0	0.00
(i-ii)	Overseas Bodies Corporate	0	0	0	0	880	0	880	0	0.00
	Sub-Total (B)(1)	1638028	2508	1640536	8.63	2319957	2266	2322223	12.21	3.58
B 2	Non-institutions									
(a)	Bodies Corporate	3472870	58345	3531215	18.58	2918579	42879	2961458	15.58	-3.00
(b)	Individuals									
I	Individual	3615163	283962	3899125						

	shareholders holding share capital up to Rs 2 lakh				20.52	3128033	273336	3401369	17.90	-2.62
II	Individual shareholders holding share capital in excess of Rs. 2 lakhs.	2199192	0	2199192	11.57	1915945	0	1915945	10.08	-1.49
(c)	NBFC	0	0	0	0	945	0	945	0	0.01
(d)	Any Other	0	0	0	0	0	0	0	0	0.00
(d-i)	NRI	0	0	0	0.65	468091	15312	483403	2.54	-0.65
(d-ii)	Clrg.Member	945	0	945	0	179890	0	179890	0.95	0.63
	Sub-Total (B)(2)	9288170	342307	9630477	50.67	8611483	331527	8943010	47.05	0.86
(B)	Total Public Shareholding (B) = (B)(1) + (B)(2)	10926198	344815	11271013	59.30	10931440	333793	11265233	59.27	0.73
	TOTAL (A)+(B)	18659185	344815	19004000	100.00	18670207	333793	1904000	100	0.00
(C)	Shares held by Custodians for ADRs and GDRs									
1	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
2	Public	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (C)	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	18659185	344815	19004000	100.00	18670207	333793	1904000	100	0.00

Attachment C

NATH SEEDS[®]

Shareholding of Promoters & Change in Promoter Holding

Sr. No	Shareholders Name	No. of shares at the beginning of the year (As on 01.04.2018)			No. of shares at the end of the year (As on 31.03.2019)			% of change during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares *	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares *	
1	Akash Farms LLP	1838877	9.68	20.86	1838877	9.68	1.63	0.00
2	Ashu Farms LLP	2088449	10.99	86.19	2088449	10.99	50.28	0.00
3	Agri Tech India Ltd	1495131	7.87	12.36	1495131	7.87	0.00	0
4	Tingli Finvest Pvt. Ltd	570000	3.00	100.	562360	2.96	0.00	-0.04
5	Nath Royal Ltd.	462132	2.43	99.97	462132	2.43	0.00	0.00
6	Barkha Farms Pvt. Ltd	354030	1.86	0.00	354030	1.86	0.00	0.00
7	Ferry fax farms Pvt. Ltd.	308644	1.62	0.00	307644	1.62	48.76	0.00
8	Pithambar Farms Pvt. Ltd.	250000	1.32	18.36	250000	1.32	0.00	0.24
9	Arati Farms Pvt. Ltd.	213221	1.12	80.00	202641	1.07	0.00	0.44
10	Nath Biotechnologies Ltd.	101200	0.53	98.81	101200	0.53	0.00	0.10
11	Prabha Farms Pvt. Ltd	50271	0.32	99.46	75271	0.40	0.00	0.08
12	Paresh Farms Pvt. Ltd.	374	0.00	0.00	374	0.00	0.00	0.00

13	Jeevan Investment and Finance Pvt. Ltd	219	0.00	0.00	219	0.00	0.00	0.00
14	Jeevanlata Kagliwal	293	0.00	0.00	293	0.00	0.00	0.00
15	Nandkishor Kagliwal	146	0.00	0.00	146	0.00	0.00	0.00
	TOTAL	7732987	40.69	58.60	7738767	40.72	6.47	0.00

Attachment D

Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Name	No of shares	% of Total Shares of the Company
1	Mentor Capital Limited	1591137	8.37
2	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Pure Value Fund	869909	4.57
3	Kavi Global Opportunity Master Fund LP	500000	2.63
4	Indgrowth Capital Limited	439560	2.31
5	Satpal Khattar	400000	2.10
6	Alpana S Dangi	365359	1.92
7	Aditya Birla Sun Life Resurgent India Fund Series 6	320000	1.68
8	Israr Ali Khan	182000	0.95
9	Colin P Shah	152345	0.80
10	Bakulesh Trambaklal Shah	151500	0.79
	Total	4971810	26.16

Attachment E

Shareholding of Directors and Key Managerial Personnel

Sr. No	Name	No of shares	% of Total Capital of the company	Date	Increase of Decrease in Shareholding
A	Directors				
1	Nandkishor Kagliwal Director (Retired on 25.03.2019)	146	0	1/4/2018 25/03/2019	0
2	Satish Kagliwal Managing Director	0	0	1/4/2018 31/03/2019	0
3	Sweta Kagliwal Non- Executive Director	0	0	1/4/2018 31/03/2019	0
4	Shrirang Agrawal Independent Director	0	0	1/4/2018 31/03/2019	0
5	Kashinath Iyer Independent Director	0	0	1/4/2018 31/03/2019	0
6	Omprakash Sharma Independent Director	0	0	1/4/2018 31/03/2019	0
B	Key Managerial Person				

7	Devinder Khurana Chief Financial Officer	0	0	1/4/2018 31/03/2019	0
8	Dhiraj Rathi Company Secretary	0	0	1/4/2018 31/03/2019	0

Attachment F

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Indebtedness at the beginning of the financial year (01.04.2018)	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	2793.49	22.36	388.18	3204.04
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total i + ii + III	2793.49	22.36	388.18	3204.04
Change in Indebtedness during the financial year				
Addition	2343.79	127.23	44.00	2515.02
Reduction	0.00	0.00	0.00	0.00
Exchange Difference	0.00	0.00	0.00	0.00
Net Change	2343.79	127.23	44.00	2515.02
Indebtedness at the end of the financial year (31.03.2019)				
i) Principal Amount	5137.28	149.60	432.18	5719.06
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total i + ii + III	5137.28	149.60	432.18	5719.06

Attachment G

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs in Lacs)

Sr. No	Particulars of Remuneration	Satish Kagliwal	Total
1	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	48.00	48.00
2	Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil
3	Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	Nil	Nil

4	Commission	Nil	Nil
	Total	48.00	48.00

B. Remuneration to other directors

(INR)

Sr. No	Particulars of Remuneration	Nandkishor Kagliwal (Retired on 25.03.2019)	Shrirang Agrawal	Omprakash Sharma	Sweta Kagliwal	Kashinath Iyer
1	Independent Directors	Nil	Nil	Nil	Nil	Nil
2	Fee for Attending Board & Committee Meetings	20000	20000	20000	20000	20000
3	Commission	Nil	Nil	Nil	Nil	Nil
4	Others	Nil	Nil	Nil	Nil	Nil
	Total	20000	20000	20000	20000	20000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

(Rs in lacs)

Sr. No	Particulars of Remuneration	Devinder Khurana Chief Financial Officer	Dhiraj Rathi Company Secretary	Total
1	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	54.00	3.00	57.00
2	Value of perquisites u/s 17(2) of the Income-tax Act,1961	0.00	0.00	0.00
3	Others	0.00	0.00	0.00
	Total	54.00	3.00	57.00

Compliance Certificate under Regulation 17 (8) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

The Members,

Nath Bio-Genes (India) Limited
Nath house, Nath road
Aurangabad-431005

Sub: Compliance Certificate under regulation 17(8) read with Part B of schedule II to the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

We hereby certify that:

- a. We have reviewed financial statements and the cash flow statement for the Financial Year ended 31st March 2019 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with Indian Accounting Standards (IND AS), applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee that there are no:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosing in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

For Nath Bio-Genes (India) Limited

Satish Kagliwal
Managing Director
DIN-00119601

Devinder Khurana
Chief Financial Officer

MANAGEMENT DISCUSSION & ANALYSIS

INDIAN ECONOMY

The fiscal year gone by proved to be a highly volatile year for the Indian Economy due to marked fluctuations in oil prices, Dollar movements & domestic sentiments due to the NBFC crisis. Overall growth for FY19 slumped to a five-year low of 6.8% compared with 7% projected in the second advance estimates released in February '19. Despite the apparent slowdown however, India remained the fastest-growing major economy in the world in FY19.

Despite an overall difficult year, inflation continued to undershoot the central bank's trajectory, led by falling food prices. This, coupled with a growth slowdown, resulted in a 25-basis points rate cut by the RBI, for the third time in a row in their June '19 meeting, implying a 75-basis points reduction in the repo rate within 1 year.

The overall GDP growth slowdown in FY19 was led mainly by a sharp slowdown of growth in the fourth quarter of the fiscal year gone by. "Slowdown in the fourth quarter was due to temporary factors like stress in non-banking financial company (NBFC) sector affecting consumption finance," said Finance Secretary Subhash Garg.

On a happier note, private final consumption expenditure in the year rose 8.1% and capital investment as measured by gross fixed capital formation expanded 10% from 9.3% in the previous fiscal. India's per-capita income too, increased 10% to ₹10,534 per month in FY19 from ₹9,580 per month in FY18. On the reforms front as well, FY19 proved to be a good year for the country. The government saved over ₹50,000 crores through direct benefit transfers (DBT) in FY19. This is more than half of the cumulative saving between FY14 and FY18.

Political stability from the re-election of the BJP at the Centre is expected to spur sentiments in FY20. Finance Secretary Subhash Garg commented that the first quarter of the current fiscal would also witness relatively slow growth but would then pick up from the second quarter onward with capital spending, including private investment, expected to revive.

The growth impetus for the current fiscal year i.e. FY20 will come from lower oil prices, political stability and removal of infrastructure bottlenecks. Accordingly, the Monetary Policy Committee expects growth in the range of 6.4-6.7% in the first half of FY20 and 7.2-7.5% in the second half. At the same time, Consumer Price Inflation forecast for the first half of 2019-20 has been revised to 3-3.1% from 2.9-3% earlier.

The World Bank has projected India's economy to grow by 7.5% during this and the next two fiscal years, retaining its top spot as the fastest growing major economy.

AGRICULTURAL SECTOR IN INDIA

Agriculture, with its allied sectors, is the largest source of livelihoods in India. 70 percent of its rural households still depend primarily on agriculture for their livelihood, with 82 percent of farmers being small and marginal. Accordingly, India is the world's largest producer of milk, pulses and jute, and ranks as the second largest producer of rice, wheat, sugarcane, groundnut, vegetables, fruit and cotton.

As per Third Advance Estimates for 2018-19, total food grain production in the country is estimated at 283.37 million tonnes which is higher by 17.62 million tonnes than the previous five years' (2013-14 to 2017-18) average production of food grain. Production of rice & wheat are expected to be at their highest levels thus far.

Led by increased investment in infrastructure as well as innovative technologies in the growing phase, India has cemented its position as an Agri-exporter as well. Total agricultural exports from India grew at a CAGR of 16.45% over FY10-18 to reach US\$ 38.21 billion in FY18. Between April '18-February '19, agriculture exports were at US\$ 34.31 billion.

To add to the cheer, the India Meteorological Department (IMD) has predicted that south-west monsoon rainfall (June to September) is likely to be normal at 96% of the long period average (LPA). The current weak El Niño conditions over the Pacific are likely to continue during the monsoon. However, currently prevailing neutral Indian Ocean Dipole (IOD) conditions may turn positive in the middle of the monsoon season and persist thereafter, which augur well for the rainfall outlook.

PADDY

Total production of Rice during 2018-19 is estimated at record 115.63 million tonnes. Production of rice has increased by 2.87 million tonnes than the production of 112.76 million tonnes during 2017-18. It is also higher by 7.83 million tonnes than the five years' average production of 107.80 million tonnes.

WHEAT

Production of Wheat, estimated at record 101.20 million tonnes, is higher by 1.33 million tonnes as compared to wheat production of 99.87 million tonnes achieved during 2017-18. Moreover, the production of wheat during 2018-19 is higher by 6.59 million tonnes than the average wheat production of 94.61 million tonnes.

COTTON

Production of Cotton estimated at ~35 million bales (of 170 kg each) and Production of Jute & Mesta estimated at 9.79 million bales (of 180 kg each).

BUDGETARY & POLICY SUPPORT

In order to support the growth momentum in the Indian agriculture space as well as bring India at par with countries like China, UK & USA, the government has released several reforms & measures over the past few years. The aim is to double farm income by 2022 & one of key mandates of the re-elected government is to ensure that all farmers get the Minimum Support Price (MSP), in order to achieve this aim.

- The Government of India has launched the Pradhan Mantri Krishi Sinchai Yojana (PMKSY) with an investment of Rs 50,000 crore (US\$ 7.7 billion) aimed at development of irrigation sources for providing a permanent solution from drought.
- Prime Minister of India launched the Pradhan Mantri Kisan Samman Nidhi Yojana (PM-Kisan) and transferred Rs 2,021 crore (US\$ 284.48 million) to the bank accounts of more than 10 million beneficiaries on February 24, 2019.
- The Government of India has come out with the Transport and Marketing Assistance (TMA) scheme to provide financial assistance for transport and marketing of agriculture products in order to boost agriculture exports.
- The Agriculture Export Policy, 2018 was approved by Government of India in December 2018. The new policy aims to increase India's agricultural exports to US\$ 60 billion by 2022 and US\$ 100 billion in the next few years with a stable trade policy regime.
- In September 2018, the Government of India announced Rs 15,053 crore (US\$ 2.25 billion) procurement policy named 'Pradhan Mantri Annadata Aay SanraksHan Abhiyan' (PM-AASHA), under which states can decide the compensation scheme and can also partner with private agencies to ensure fair prices for farmers in the country.
- In September 2018, the Cabinet Committee on Economic Affairs (CCEA) approved a Rs 5,500 crore (US\$ 820.41 million) assistance package for the sugar industry in India.
- The Government of India is going to provide Rs 2,000 crore (US\$ 306.29 million) for computerization of Primary Agricultural Credit Society (PACS) to ensure cooperatives are benefitted through digital technology.
- With an aim to boost innovation and entrepreneurship in agriculture, the Government of India is introducing a new AGRI-UDAAN program to mentor start-ups and to enable them to connect with potential investors.
- The Government of India plans to triple the capacity of food processing sector in India from the current 10 per cent of agriculture produce and has also committed Rs 6,000 crore (US\$ 936.38 billion) as investments for mega

food parks in the country, as a part of the Scheme for Agro-Marine Processing and Development of Agro-Processing Clusters (SAMPADA).

- The Government of India has allowed 100 per cent FDI in marketing of food products and in food product e-commerce under the automatic route.
- In February 2016 the government launched the crop insurance scheme, Pradhan Mantri Fasal Bima Yojana (PMFBY) to reverse the risk-averse nature of farmers.

SEED INDUSTRY

Seeds are the key inputs in the entire agricultural process & determine the genetic qualities of the produce expected from the crop. Globally, the seed market has been growing at a CAGR of 11% over the past 10 years & this growth momentum is expected to continue. The world seed market was valued at ~US\$ 22 Billion in 2009, which grew to US\$ 53 Billion in 2018 & is projected to reach US\$ 93 Billion by 2023.

According to Research & Markets, USA & China currently have almost 50% of the total market share in the seed space in the world, followed by France, Brazil, India & Canada at 25% and the rest of the world at 25%. Use of innovative technologies like Transgenics, MAS, Gene editing & RNAi might hasten the growth of the seed industry in the world, faster than what is expected, in value terms. New technology like transgenics is the need of the hour.

Spurred on by global demand, the Indian seed market also appears to be at an inflexion point. In 2009, the Indian seed market was valued at US\$ 1 Billion, which grew to US\$ 3.6 Billion in 2018. By 2023, the Indian seed market is expected to grow at US\$ 8 Billion, implying a 16% CAGR growth over 15 years.

In the global market, corn demands the highest market share in terms of produce & seed sales, but in India, over 35% of the total market share is eaten away by cotton seeds. Vegetables demand the second-largest position of the Indian seed sales pie, followed by paddy and corn.

Despite a large share of India's total land area being used for agriculture, India's productivity & yield is much lower than its Asian peer China. For example, China's 130 million hectares of agricultural land demand US\$ 9 Billion worth of seeds, while India's 145 million hectares of agricultural land demand only US\$ 3.6 Billion worth of seeds. Lower productivity is a result of low usage of high-quality seeds, inadequate and unbalanced use of fertilizers, lower farm mechanization, fragmented cultivation, weak credit facilities, market linkages and shortage of water.

With increased focus, by the Government of India, on improving farm yields, ensuring better connectivity of farmer to distribution center, introduction of the

Soil Health Card & the Crop Insurance Scheme, the Indian seed market as well as productivity in agriculture is expected to increase. Private & public companies both are focusing on farmer education & inculcating R&D with improved genetics to tackle the low yield problem, thus supporting the 15% CAGR growth projected for the Indian seed market.

NBGIL

Nath Bio-Genes (India) Limited is one of the oldest seed companies in the country with over 30 years of experience in manufacturing & distributing seeds to Indian farmers. Relying upon its strong R&D background, Nath Bio-Genes has produced several hybrid & GM seeds for the Indian market, which have stood the test of time with respect to various virus tolerance as well as improved yield despite weather fluctuations.

OPERATIONAL REVIEW

R&D-DRIVEN PRODUCT OFFERINGS

Using the best R&D expertise in the country, Nath Bio-Genes has successfully redefined product development & evaluation technologies, to create exceptionally high yielding hybrids with high levels of biotic & abiotic stress tolerance. One of its largest advantages over its peers comes from the company's proprietary collection of superior & world-class Trait Specific Elite Germplasm.

The company has:

- 18 Breeding and Evaluation R&D Stations in different Agro-Climatic conditions
- More than 300 acres of land dedicated to Research and Development, across the nation
- Collaboration with reputed International and National Centres of Excellence (NRCPB, CIMMYT, IRRI, ICRISAT Etc.)
- Team of handpicked plant breeders and biotechnologists, located at key R&D stations, across the country, guided by R&D veterans.

Nath Bio-Genes is re-engineering traditional plant breeding with tools of RGA (rapid generation advance), modern biology/molecular biology/bioinformatics, so as to breed crops of choice with high yield potential and superior adaptability.

NBGIL's R&D Facilities

For cotton & other field crops:

- 200 acres of R&D farm at Issarwadi, Aurangabad for major field crops: Cotton, Maize, Millets, Wheat, Oil Seeds crops
- Cold Storage, Seed Increase, Innovative Breeding Experimental Studies, Administrative and Technical Support Systems

- Strong Bio-Tech support for MAS (Molecular Assisted Selections), DNA finger printing & sequencing and also Real-Time PCR based Grow Out Test validations.

For Paddy:

- Specialized R&D Centre at Hyderabad exclusively for Rice R & D
- 20 acres of dedicated Paddy Research Farms and parental line seed production

For Vegetables:

- Exclusive 30 acres facility established only for Vegetable Crops near Aurangabad
- Includes several acres of Poly-houses and net houses

STRONG DISTRIBUTION NETWORK

Nath Bio-Genes, led by Seed Marketing Veterans, has diversified to new geographies, both within & outside India, over the last 3-4 years.

In India, the company has 16 business centers covering 131 territories & connecting with over 2,000 distributors, across the country. NBGIL aims to improve its Direct Retailer reach to over 20,000 by FY21 as compared to over 7,000 currently.

Additionally, Nath Bio-Genes has 150,000 exclusive contract farmers spread over 15,000 villages in India. In order to improve farmer education as well communicate effectively about the company's unique seed offerings, Nath Bio-Genes has a network of almost 400 Nath Farm Advisors (NFA). Each of these NFAs manage 30 villages, 10 retailers & host ~30 acres crop shows per village under coverage.

With a fortified presence in India, the company has been venturing to newer geographies outside the country, possessing similar agronomical conditions as India. Nath Bio-Genes has successfully completed the testing phase of its seeds at these countries & has commenced trial marketing. For example, at Philippines & Sudan, the NBGIL team spent significant time to conduct Multi Location Trials, jointly with the specific Governments & carried out elaborate Regulatory and Agronomic Trials.

Pending final approvals from the government entities in these countries, Nath Bio-Genes is all set to spread its wings in other parts of Asia, Africa & the Middle East.

BUSINESS SEGMENT REVIEW

Cotton

Cotton contributed ~26% of Nath Bio-Genes' FY19 revenues, driven by the Number 1 ranked variants of NBGIL: NBC 102, NBC 1022 & NBC 1111. Having cemented its top position in the Central & Southern markets of India, the company is now focusing on developing:

- Early and Synchronous Maturity for High Density Planting (Machine Picking)
- GMS Conversion for better quality hybrid seeds and lesser cost of production
- New Bt-Cotton technologies for Bollworm Complex, including Pink Bollworm

Paddy

Paddy continues to be the largest revenue generator for NBGIL given the company's expertise in developing high-quality paddy hybrids for the Indian market. Some of the top-selling variants in FY19 were Gazab, Loknath, Super Duper, Goraknath & Khushi. Going forward, the company is turning its focus onto the Eastern & Northern markets of India & expect exports to Nepal & Myanmar to be upgraded. In terms of R&D, the company is developing products with:

- Early maturity, fine grain and resistance to diseases and pests
- Tolerance to moisture stress
- Medium-Bold and Long Bold grain products, Medium maturity (125-135 days), embedded with BLB and BPH resistance

Vegetables

The vegetables segment is still at a nascent stage for Nath Bio-Genes, but it is expected to grow by 30 %+ every year for the next few years. In order to support the strong growth in the vegetables segment, Nath Bio-Genes has constituted a separate business vertical for the same. The company has revamped the segment via a dedicated SBU, allowing for pan-India & overseas reach & thus, aims to clock revenues growth of 30% + in FY20, making NBGIL a serious player in this highly profitable vertical. In FY19, the top products for this vertical were:

Okra

- NOH 05: Yield - 25-30 T/Ha
- NOH 03: Yield – 20-22 T/Ha

Tomato

- NTH 1831: Yield – 80-100 T/Ha
- NTH 1894: Yield – 100-120 T/Ha

Cucumber

- NCH-02 & 1061: Yield – 40-45 T/Ha

Bitter Gourd

- NBIH -274: Yield – 25-30 T/Ha

Hot Pepper

- NCH-811: Yield – 30-40 T/Ha
- NCH-1120: Yield – 30-35 T/Ha

Win-Chi-Win

Nath Bio-Genes has an exclusive tie-up with a Chinese company to source & market Win-Chi-Win in India. It is a Plant Nutrient Supplement, which has a proven track record of increasing the yield of the crops it is used on. Win-Chi-Win is sold round-the-year, across India & Nath Bio-Genes has witnessed high demand for this product for vegetables, field, plantation & horticulture crops. Due to its ability to nourish the crops, especially under abiotic stress conditions, as well as its easy application, Win-Chi-Win saw a demand of over 40,000 liters in FY19.

Going forward, the company aims to introduce separate kits for 1-acre land as a tiffin dose, as well as new SKUs: 500 ml, 1,000 ml & 4,000 ml. Nath Bio-Genes is also testing Win-Chi-Win on Biopesticide & Bio antivirus. Given the strong thrust on organic farming & a structural demand shift, especially in the urban areas, towards organic produce, products like Win-Chi-Win are expected to prosper. Some of the key states in India, where Win-Chi-Win is seeing highest demand are:

- Gujarat
- Maharashtra
- Uttar Pradesh
- Rajasthan
- Bihar
- Madhya Pradesh
- Telangana
- Andhra Pradesh



NATH SEEDS®

FINANCIAL REVIEW

The year under review saw strong operational & financial performance by Nath Bio-Genes, in which revenues grew by 20% to INR 2,309 Million & profits after tax grew by 30% to INR 386 Million. Despite the rise in production expenses & cost of material, the company maintained gross margins above 50%. Net profit margins of the company have increased by 140 basis points, driven largely by over 50% reduction in the finance costs for the year.

Nath Bio-Genes continues to maintain their strong balance sheet position, with nil long-term debt on the books. The company has also recorded a higher inventory

in the balance sheet, in order to prepare for robust sales in FY20. The company's land bank, valued at INR 2,000 Million, is available for future R&D purposes, as & when required.

FY19 revenues were driven by four key segments: Cotton (26% of total revenues), Paddy (36% of total revenues), Vegetables (10% of total revenues) & Win-Chi-Win (10% of total revenues). Cotton seed sales volume saw an uptick of over 60% YoY in FY19, while paddy & Win-Chi-Win volumes grew above 10% on a year-year basis. The vegetables segment saw a slight decline in volumes, driven largely by delayed sowing in this segment.

OUTLOOK & FUTURE STRATEGIES

The company's focus, in the year under review, was to cement their position in the paddy segment, introduce new variants in the cotton segment as well as form dedicated Strategic Business Units (SBUs) for their vegetables & Win-Chi-Win segments.

Going forward, the company will focus on improving its market share in its key operating segments like paddy, cotton, vegetables & organic plant supplement. Nath Bio-Genes is focusing on diversifying its geographical presence across India & select markets abroad, for increasing its visibility & market share. The company is also designing training programs & workshops for its sales team to ensure that its high-quality, R&D-backed products reach the right sections of the country & to as many farmers as possible.

The unique concept of the 'Nath Farm Advisor' will be further explored in order to personally touch more villages & hence, a greater number of farmers. Using its marketing expertise, Nath Bio-Genes aims to increase its Direct Retailer reach to 20,000+ from the current 7,000+.

Nath Bio-Genes constantly endeavors to introduce new & innovative seeds for the Indian market, that will allow farmers to increase their yield & productivity, while ensuring resistance to common pests & viruses that could potentially damage the crop. The company is also, recently, set up exclusive & dedicated R&D centers for Paddy and Vegetables apart from Cotton & field crops.

Nath Bio-Genes expects the combination of new & innovative seeds, with a strong marketing & distribution network to yield good results for the foreseeable future. Accordingly, the company is targeting a 25-30% revenue growth every year for the next few years, while maintaining gross margins above 50% & taking on zero long-term debt to support this growth.

RISK MITIGATION

Uncertainties regarding government policies on GM or Hybrid seeds:

Growing regulatory norms due to rising competition in the seed space, both from domestic as well as international companies could impact operations adversely.

Mitigation: Nath Bio-Genes has a strong compliance & R&D team, which keeps abreast of the various policy changes as well as international standards on GM and/or Hybrid seeds. The company will be able to adequately mitigate any challenges arising out of policy changes, supported by its middle management & technology teams.

Technological Efficacy: Increased usage of the same kind of technology sometimes makes the soil or viruses and pests immune to the benefits of that technology.

Mitigation: Nath Bio-Genes has invested heavily in developing its R&D infrastructure, in order to introduce several new technologies & innovations to the Indian market and reduce its dependence on any one type of technology. The company will endeavor to continue creating seeds that remain high yielding & sufficiently resistant to several pests & viruses.

Weather Fluctuations: A large section of the world's agricultural community relies upon supportive weather conditions in order to produce & maintain their crops and fields. Any adverse climatic changes could impact production of food grains, vegetables, etc. to a large degree.

Mitigation: Despite the advances in irrigation, any adverse climatic conditions continue to impact food production to a large degree. While Nath Bio-Genes' sales will also be impacted by such adverse weather conditions, the company is trying to reduce the impact of weather conditions by introducing seeds that can be grown in specific conditions like drought, head wave, etc. The company aims to keep the impact of such natural factors in check by proactive & prompt responses.

HUMAN RESOURCES

As Nath Bio-Genes enters its growth phase, the company is investing heavily in human resources. The company has a dedicated team of researchers & scientists that form the backbone of the company & create the large variety of products that Nath Bio-Genes deals in. The company continues to nurture this team via various international alliances and workshops with reputed research institutes worldwide. Nath Bio-Genes is also focusing on increasing its sales & marketing team in order to widen the outreach of its products. The team undergoes constant training & motivation sessions to cultivate self-development. Nath Bio-Genes also endeavors to provide a supportive work environment where employees can realize their full potential. As on March 31st, 2019 the total number of employees on the company's rolls stood at 392.

INTERNAL CONTROL SYSTEMS

The Company has adequate systems of internal control and procedures covering all financial and operating functions commensurate with the size and nature of operations. The Company believes that a strong internal control framework is one

of the important pillars of Corporate Governance. Continuous efforts are being made to see that the controls are designed to provide a reasonable assurance regarding maintaining of accounting controls and assets from unauthorized use or losses. The audit committee considers all aspects of internal and advises corrective action as and when required.



CORPORATE GOVERNANCE REPORT

In accordance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Nath Bio-Genes (India) Limited is as under:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The Company has a strong legacy of fair, transparent and ethical governance practices.

The Company believes that Corporate Governance is about best practices of business to be imbibed into the culture of the organization and complying with value systems, ethical business practices, laws and regulations to achieve the main objectives of the Company.

The Company is committed to optimizing long term value for its stakeholders with a strong emphasis on the transparency of its operations and instilling pride of association. The Company follows the best practices of Corporate Governance and reporting systems in accordance with SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

2. BOARD OF DIRECTORS.

As on 31st March 2019 the Company has Five Directors comprising of one Executive Director one women director and Three Non-Executive Independent director. The composition of the Board as on 31st March 2019 is in conformity with Listing Regulations 2015 having specified combination of Executive and Non-Executive Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI (Listing Obligations and disclosure Requirements) Regulations 2015 and Section 149(6) of the Companies Act 2013. The maximum tenure of independent directors is in compliance with the Companies Act. All the independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 149(6) of the Companies Act 2013.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable with regard to Corporate governance as detailed below:

3. NUMBER OF BOARD MEETINGS.

Five meeting of the Board were held during the year 2018-2019. The dates on which the Board meetings were held are 30th May 2018, 31st July 2018, 31st October 2018, 28th December 2018, 02nd February 2019.

Sr No	Date of Meeting/ Name of Director/ Attended Board Meeting YES/ NO	30th May 2018	31 st July 2018	31 st October 2018	28 th December 2018	02 nd February 2019
1	Mr. Satish Kagliwal	YES	YES	YES	YES	YES
2.	Mrs. Sweta Kagliwal	YES	YES	YES	YES	YES
3.	Mr. Shrirang Agrawal	YES	YES	YES	YES	YES
4.	Mr. Kashinath Iyer	YES	YES	YES	YES	YES
5.	Mr. Omprakash Sharma	YES	YES	YES	YES	YES
6.	Mr. Nandkishor Kagliwal (Retired on 25 Mar 2019)	YES	YES	YES	YES	YES

4. COPOSITION AND STATUS OF BOARD OF DIRECTORS.

a. The composition of the Board of Directors and also the number of other Board of Directors or Board Committees of which he/she is a Member/Chairman are as under: -

Name of the Director	Category	No of Directorship in Public Companies as on 31 st March 2019	Committee Membership/Chairmanship		No of Board Meeting Attended this year	Attendance of Last AGM on 21 st July 2018
			Membership	Chairmanship		
Mr. Satish Kagliwal	Managing Director	6	7	0	5	Yes
Mrs. Sweta Kagliwal	Promoter, Non - Executive	8	0	0	5	Yes
Mr. Shrirang Agrawal	Independent Non-Executive	8	6	4	5	Yes
Mr. Kashinath Iyer	Independent Non-Executive	5	3	5	5	Yes
Mr. Omprakash Sharma*	Independent Non-Executive	4	7	4	5	Yes
Mr. Nandkishor Kagliwal (Retired on 25.03.2019)	Promoter Non-Executive Director	0	NA	NA	5	Yes

- b. Table showing details of Directors Serving Directorship in other Listed Companies As on 31st March 2019.

Sr No	Name of Director	Name of Listed Company
1	Mr. Satish Kagliwal	1. Nath Bio-Genes (India) Limited 2. Agri-Tech (India) Limited 3. Techindia Nirman Limited
2.	Mrs. Sweta Kagliwal	1. Nath Bio-Genes (India) Limited 2. Agri-Tech (India) Limited 3. Techindia Nirman Limited
3.	Mr. Shrirang Shrikishan Agrawal	1. Nath Bio-Genes (India) Limited 2. Agri-Tech (India) Limited 3. Techindia Nirman Limited 4. Nath Pulp and Paper Mills Limited
4.	Mr. Kashinath Iyer	1. Nath Bio-Genes (India) Limited 2. Agri-Tech (India) Limited 3. Techindia Nirman Limited
5.	Mr. Omprakash Sharma	1. Nath Bio-Genes (India) Limited 2. Agri-Tech (India) Limited 3. Techindia Nirman Limited 4. Nath Pulp and Paper Mills Limited

5. DETAILS OF EQUITY SHARES HELD BY DIRECTORS.

Name of the Director	Category	No of Shares Held	% of Number of Shares Held
Mr. Satish Kagliwal	Managing Director	0	0
Mr. Shrirang Agrawal	Independent Director	0	0
Mr. Kashinath Iyer	Independent Director	0	0
Mr. Omprakash Sharma	Independent Director	0	0
Mrs. Sweta Kagliwal	Non-Executive Director	0	0
Mr. Nandkishor Kagliwal (Retired on 25.03.2019)	Non-Executive Director	146	0.001

6. SEPARATE MEETING OF INDEPENDENT DIRECTOR

Independent Directors of the Company met separately on March 20, 2019 without the presence of Non-Independent Directors and Members of Management. In accordance with Schedule IV of Companies Act, 2013, following matters were, inter-alia, reviewed and discussed in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole.
- Performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors.

- Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably Perform their duties.

7. **CODE OF CONDUCT.**

The company has formulated and adopted a code of business conduct and ethics to guide our transactions with our colleagues, communities, customers, governments, investors, regulators and society. Requisite annual affirmations of compliance with the respective code have been made by the directors and the management of the company; including a declaration signed by the Director of the company regarding Compliance of the Code of Business Conduct.

8. **COMMITTEE OF THE BOARD**

The board has Four Committees as on 31st March 2019 namely, Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee the board constitute additional functional committees, from time to time, depending upon business needs.

A. Audit Committee

The management is responsible for the Company's internal controls and the financial reporting process while the statutory auditors are responsible for performing independent audits of the Company's Financial Statements in accordance with generally accepted auditing practices and for issuing reports based on such audits. The Board of Directors has entrusted the Audit Committee to supervise these processes and thus ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting. The composition, procedures, powers and role/functions of the Audit Committee constituted by the Company comply with the requirements of Regulation 18 of the SEBI (LODR) Regulations, 2015. and Section 177 of the Companies Act 2013.

1. **Role of Audit Committee**

- Oversight of financial reporting process.
- Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval.
- Evaluation of internal financial controls and risk management Systems
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same.

2. **Frequency of Meeting held.**

Four Audit Committee meeting of the Board were held during the year 2018-2019. The dates on which the Board meetings were held are 30th May 2018, 31st July 2018, 31st October 2018, 01st February 2019.

3. Composition and Meetings and Attendance of Audit Committee.

Name of Director	Category	Status	No of Meetings Held and Attended	
			Held	Attended
Mr. Kashinath Iyer	Independent Director	Chairman	4	4
Mr. Satish Kagliwal	Executive Director	Member	4	4
Mr. Omprakash Sharma	Independent Director	Member	4	4

B. Nomination and Remuneration Committee.

Nomination and Remuneration Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act 2013.

1. Role of Nomination and Remuneration Committee.

- Recommend to the board to setup and composition of the Board and its committees.
- Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.
- Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.
- Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees.
- Oversee familiarization programs.

2. Frequency of Meeting held

One Nomination and Remuneration Committee of the Board were held during the year 2018-2019. The dates on which the Board meetings were held on 01st February 2019.

3. Composition and Meetings and Attendance of NR Committee.

Name of Director	Category	Status	No of Meetings Held and Attended	
			Held	Attended
Mr. Shrirang Agrawal	Independent Director	Chairman	1	1
Mr. Omprakash Sharma	Independent Director	Member	1	1
Mr. Kashinath Iyer	Independent Director	Member	1	1

C. Stakeholders Relationship Committee

This Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act.

1. Role of Stakeholders Relationship Committee.

- Transfer, transmission, split and consolidation of investors holding
- Dematerialization/rematerialisation of shares
- Non-receipt of dividends and other corporate benefits
- Replacement of lost/mutilated/stolen share certificates
- Non-receipt of Annual Reports and change of addresses, etc.

2. Frequency of Meeting held.

Four Stakeholders Relationship Committee meeting were held during the year 2018-2019. The dates on which the Board meetings were held are 30th May 2018, 31st July 2018, 31st October 2018, 01st February 2019.

3. Composition and Meetings and Attendance of SR Committee Meeting.

Name of Director	Category	Status	No of Meetings Held and Attended	
Mr. Kashinath Iyer	Independent Director	Chairman	4	4
Mr. Omprakash Sharma	Independent Director	Member	4	4
Mr. Satish Kagliwal	Executive Director	Member	4	4

4. Complaints Received

During the financial year 2018-19, 11 complaint was received and replied to the satisfaction of the shareholder. There were no complaints outstanding as on 31st March 2019. There were no share transfer requests pending as on 31st March 2019.

5. Name and Designation of Compliance Officer

Mr. Dhiraj Rathi is Company Secretary and Compliance Officer of the Company.

D. Corporate Social Responsibility Committee.

This Committee is constituted in line with the provisions of Section 135 of the Act.

1. Role of the Committee.

- Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy. Monitor the CSR Policy.

2. Frequency of Meeting held.

Four Stakeholders Relationship Committee meeting were held during the year 2018-2019. The dates on which the Board meetings were held are 30th May 2018, 31st July 2018, 31st October 2018, 01st February 2019.

3. Composition and Meetings and Attendance of CSR Committee.

Name of Director	Category	Status	No of Meetings Held and Attended	
Mr. Omprakash Sharma	Independent Director	Chairman	4	4
Mr. Kashinath Iyer	Independent Director	Member	4	4
Mr. Satish Kagliwal	Executive Director	Member	4	4

9. **FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTOR**

Independent Directors inducted on the Board are given a formal introduction about the Company and its operations. This is enabled through a meeting with the Managing Director and Whole Time Directors. The objective is to provide them an insight about the

industry in which the Company operates and comprehensive information about Company's business and management.

Various familiarization initiatives are carried out throughout the year on an on-going basis which include comprehensive update at Board and Committee meetings on Company's performance & industry scenario, and amendments in the laws and regulations applicable to the Company through presentations by Company executives.

The aim of familiarization programs is to give independent directors an update on:

- i. nature of the industry in which the Company operates;
- ii. the business model of the Company;
- iii. the roles, rights, responsibilities of independent directors; and
- iv. other relevant/ significant information pertaining to or affecting the Company to enable them take informed decisions. Independent directors on the Board of the Company have diverse background with rich experience and expertise in their respective domains. They have an aptitude to keep themselves abreast with changes in the industry and applicable regulations. The Company undertakes following initiatives to apprise them with significant and relevant information which helps in effective discharge of their duties and responsibilities as independent directors of the Company:

10. PERFORMANCE EVALUATION OF DIRECTORS AND FORMULATION OF THE CRITERIA FOR EVALUATION OF INDEPENDENT DIRECTOR AND THE BOARD.

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the guidance Note on Board Evaluation issued by the SEBI on 5th January 2017, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its committees. The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.,

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc., In a separate meeting of independent directors, performance of non-independent directors, the chairman of the Company and the board as whole was evaluated, taking into account the views of executive directors and non-executive directors. The Board and the nomination and remuneration committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc., In the board meeting that followed the meeting of the independent directors and meeting of nomination and remuneration committee, the performance of the board, its committees, and individual directors was also discussed. The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the

Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

11. REMUNARATION OF DIRECTORS.

The details of Remuneration paid to Executive / Independent Directors for the year 2018-19 are as follows: -

(INR in Lakhs)

Sr No	Name of Director	Designation	Salary	Perquisites and allowance	Total
1.	Mr. Satish Kagliwal	Managing Director	48.00	NIL	48.00
2.	Mr. Nandkishor Kagliwal (Retired on 25.03.2019)	Non- Executive Director	NIL	NIL	NIL
3.	Mrs. Sweta Kagliwal	Non-Executive Director	NIL	NIL	NIL

Sitting Fees Paid for Meetings

Sr No	Name of Director	Designation	Remuneration	Sitting Fees
1.	Mr. Nandkishor Kagliwal (retired on 25.03.2019)	Managing Director	NIL	20000
2.	Mrs. Sweta Kagliwal	Non-Executive Director	NIL	20000
3.	Mr. Shrirang Agrawal	Independent Director	NIL	20000
4.	Mr. Kashinath Iyer	Independent Director	NIL	20000
5.	Mr. Omprakash Sharma	Independent Director	NIL	20000

12. MANAGEMENT DISCUSSION AND ANALYSIS REPORT.

A detailed report on the Management Discussion and analysis is given separately with this report.

13. DETAILS OF GENERAL BODY MEETING.

a. Annual General Meeting

The location and time where last three Annual General Meetings of the Company were held as under: -

Financial Year	Place	Date	Time
2017-2018	Nath House, Nath Road, Aurangabad (MAH) 431005	04 th August 2018	11.00 AM
2016-2017	Nath House, Nath Road, Aurangabad (MAH) 431005	24 th August 2017	11.00 AM
2015-2016	Nath House, Nath Road, Aurangabad (MAH) 431005	28 th July 2016.	11.00 AM

b. Extraordinary General Meeting

No Extraordinary General Meeting of the Members was held during the year 2018-19.

c. Special Resolutions passed by Company During last three AGM.

1. Reappointment of Managing Director 2017-18.
2. Increase in Remuneration of Managing Director 2016-17

d. Details of special resolution passed through Postal Ballot

No Special Resolution passed through the Postal Ballot.

14. OTHER DISCLOURE

a. Related party transactions-

No transaction of material nature has been entered into by the Company with its Directors/management and their relatives, etc. that may have a potential conflict with the interests of the Company. The Register of Contracts containing transactions, in which Directors are interested, is placed before the Audit Committee and Board regularly. Transactions with related parties are disclosed in the Notes to Accounts in the Annual Report. In terms of SEBI (LODR) Regulations, 2015, the Audit Committee and Board of Directors of the Company have adopted a policy to determine Related Party Transactions.

b. Details of Non-Compliance and Penalties

There were no cases of non-compliance during the last three financial years.

c. Whistle Blower Policy and Vigil Mechanism.

The Board of Directors of the Company had adopted the Whistle Blower policy. The Company has established a mechanism for employees to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics. The employees have been appropriately communicated within the organization about the mechanism and have been provided direct access to the Chairman of the Audit Committee. The mechanism also lays emphasis on making enquiry into whistle blower complaint received by the Company. The Audit Committee reviews periodically the functioning of whistle blower mechanism. No employee has been denied access to the Audit Committee.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has implemented all mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e. Subsidiary Companies

Company does not have any Subsidiary Company

f. Policy on Determination of Materiality for Disclosures.

The Company has adopted a Policy on Determination of Materiality for Disclosures.

g. The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are as follows:

Regulation	Particulars	Compliance Status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Vigil Mechanism	Yes
23	Related Party Transaction	Yes
24	Corporate Governance requirement with respect to subsidiary of Listed entity	Yes
25	Obligation with respect to Independent Director	Yes
26	Obligation with respect to directors and Senior management	Yes
27	Other Corporate Governance requirement	Yes
46	Functional Website	Yes

15. MEANS OF COMMUNICATION

The quarterly, half-yearly and annual financial results of the Company are published in leading newspapers in India which include Business Standard, and Pudhari. The results are also displayed on the Company's website www.nathbiogenes.com Financial Results, Statutory Notices, Press Releases and Presentations made to the institutional investors/analysts after the declaration of the quarterly, half-yearly and annual results are submitted to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) as well as uploaded on the Company's website.

16. GENERAL SHAREHOLDERS INFORMATION

a. Annual General Meeting

Location	Nath House, Nath Road, Aurangabad, 431005
Date & Time	Saturday 10 th August 2019 at 11.00 AM
Venue	Nath House, Nath road Aurangabad-431005

b. Book Closure

The register of Shareholders of the Company will remain closed on as mentioned in notice of the AGM.

c. Financial Year

1st April to 31st March

d. Listing on Stock Exchanges and stock codes / symbol.

Stock Exchange	Trade Symbol	Address
BSE Limited	537291	25 th floor, P.J Towers, Dalal Street, Mumbai 400001
National Stock Exchange of (India) Limited	NATHBIOGEN	Exchange plaza, C-1 Blok-G, Bandra Kurla Complex Bandra (East) Mumbai-400001

CIN- L01110MH1993PLC072842

e. Market Price Data

High, Low (based on daily closing prices) and number of equity shares traded during each month in the year 2018-19 on BSE and National Stock Exchange of India Limited.

MONTH	BSE		NSE	
	High	Low	High	Low
Apr-18	574.95	404.25	575.00	403.60
May-18	585.00	461.70	585.00	465.10
Jun-18	500.10	395.00	499.55	397.00
Jul-18	528.80	424.00	528.70	421.05
Aug-18	517.80	466.75	520.75	470.00
Sep-18	533.05	395.70	534.00	395.00
Oct-18	413.85	332.95	414.00	331.00
Nov-18	426.85	365.00	426.70	363.35
Dec-18	437.25	370.00	438.00	368.95
Jan-19	435.75	361.60	431.60	360.00
Feb-19	425.15	327.60	425.00	328.00
Mar-19	469.00	357.85	468.50	355.15



f. Registry to an issue and Share Transfer Agents

Name- Bigshare Services Private Limited
Address- 1st Floor, Bharat Tin Woks Building,
Opp. Vasant Oasis, Makwana Road, Marol, Andheri East
Mumbai-400059
Telephone 022-62638200
Email- info@bigshareonline.com
Website www.bigshareonline.com

g. Share Transfer System

All share transfer and other communications regarding share certificates, change of address, dividends, etc. should be addressed to Registrar and Transfer Agents. Stakeholders Relationship Committee is authorized to approve transfer of shares in the physical segment. The Committee has delegated authority for approving transfer and transmission of shares and other related matters to the officers of the Company. Such transfers take place on weekly basis. A summary of all the transfers/ transmissions etc. so approved by officers of the Company is placed at every Committee Meeting. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, and files a copy of the same with the Stock Exchanges.

h. Shareholding as on March 31, 2019.

1. Distribution of Share Holding as on 31st March 2019.

Shareholding of Nominal Value (Rs.)		No. of Holders	% of Total Holders	Total Shares	% of Total
1	5000	23853	95.2862	15481060	8.1462
5001	10000	516	2.0613	3954720	2.08.10
10001	20000	283	1.1305	4162490	2.1903
20001	30000	116	0.4634	2916860	1.5349
30001	40000	49	0.1957	1721630	0.9059
40001	50000	39	0.1558	1837380	0.9668
50001	100000	82	0.3276	5897330	3.1032
100001	9999999	95	0.3795	154068530	81.0716

2. Categories of Shareholding as on 31st March 2019.

Category	No. of Shares	% of Capital
Indian Promoters	7738767	40.72
Persons acting in Concert	0	0
Sub Total	7738767	40.72
Non-Promoter Holding		
Mutual Funds	1197009	6.30
Banks/Financial Institutions	84224	0.44
FII/FBI	600000	3.16
Sub Total	1881233	9.90
Others	621825	3.26

Private Corporate Bodies	2961458	15.58
Indian Public	5317314	27.98
NRI/OCB	483403	2.54
Sub Total	9384000	49.36
Total	19004000	100.00

3. Top 10 Equity Shareholders as on 31st March 2019.

Sr. No.	Name	No of shares	% of Total Shares of the Company
1	Mentor Capital Limited	1591137	8.37
2	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Pure Value Fund	869909	4.57
3	Kavi Global Opportunity Master Fund LP	500000	2.63
4	Indgrowth Capital Limited	439560	2.31
5	Satpal Khattar	400000	2.10
6	Alpana S Dangi	365359	1.92
7	Aditya Birla Sun Life Resurgent India Fund Series 6	320000	1.68
8	Israr Ali Khan	182000	0.95
9	Colin P Shah	152345	0.80
10	Bakulesh Trambaklal Shah	151500	0.79

4. Dematerialization of shares and liquidity

The Company's shares are compulsorily traded in dematerialized form on NSE and BSE. Equity shares of the Company representing 98.24 percent of the Company's equity share capital are dematerialized as on March 31, 2019. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE448G01010.

5. Address for Correspondence.

Nath Bio-Genes (India) Limited
Nath House, Nath road
Aurangabad-431005
Email ID-investor@nathbiogenes.com.
Website-www.nathbiogenes.com

Declaration by Managing Director

30th May 2019

The Members,
Nath Bio-Genes (India) Limited
Nath House, Nath road
Aurangabad-431005

Subject: Declaration regarding compliance with the Company's code of conduct for its Directors and Employees.

Ref: Regulation 34 (3) read with Part D of Schedule V to the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

I, Satish Kagliwal, Managing Director of the Company, hereby declare that as provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended 31st March 2019.

For Nath Bio-Genes (India) Limited

Satish Kagliwal
Managing Director
DIN-00119601

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER REGULATION 34(3) READ WITH SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To the Members of,

Nath Bio-Genes (India) Limited
Nath House, Nath Road
Aurangabad-431005

We have examined the compliance of the conditions of Corporate Governance by Nath Bio-Genes (India) Limited ('the Company') for the year ended on March 31, 2019, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of

Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2019.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Neha P Agrawal
FCS No. 7350, C P No: 8048

Place: Aurangabad
Date: 30th May 2019

CERTIFICATE

(Pursuant to clause 10 of Part C of Schedule V of LODR)

To,
The Members,
Nath Bio-Genes (India) Limited
Nath House, Nath road,
Aurangabad-431005

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of The Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirement) Regulations, 2015; (LODR) in respect of NATH BIO-GENES (INDIA) LIMITED bearing CIN : (Hereinafter called "the Company"), I hereby certify that :

On the basis of the written representation/declaration received from directors and taken on record by the Board of Directors, as on March 31, 2019, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of the companies by the Securities Exchange Board of India (SEBI) /Ministry of Corporate Affairs or any such statutory authority.

For Neha P Agrawal
Practicing Company Secretary
FCS No. 7350, C P No: 8048

Place: Aurangabad
Date: 30th May 2019

Independent Auditors' Report

To,
The Members of
Nath Bio-Genes (India) Limited
Aurangabad

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Nath Bio-genes (I) Limited having CIN: L01110MH1993PLC072842 ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including other comprehensive income), Statement of Cash Flows and Statement of Changes in Equity for the year then ended, and notes to financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and the other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019 and its profit (financial performance including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

3. We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

We have determined that there are no key audit matters to be communicated in our report.

Information other than the Standalone Financial Statements and Auditor's Report thereon

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
8. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
10. As part of an audit in accordance with Standard on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a. Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - b. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - e. Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
 13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

14. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended :
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 33 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Ashok R Majethia
Chartered Accountants
FRN: 127769W

**NATH SEEDS**®

Ashok Majethia
Proprietor
M No: 124781

Place: Aurangabad
Dated: 30.05.2019

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Nath Bio-genes (I) Limited on the Ind AS financial statements for the year ended 31st March 2019, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(b) The company has regular program of physical verification of its Property, Plant and Equipment by which Property, Plant and Equipment are verified in a phased manner over a period of three years. In accordance with this program, certain Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and nature of its business.

(c) According to the information and explanations given to us, and on the basis of our examination of the record of the company, the title deeds of the immovable properties are held in the name of the company; however, registration of title deeds is still pending.
2. The inventory has been physically verified during the year by the management. The discrepancies noticed on verification between the physical stocks and book records were not material, which have been properly dealt with in the books of account.
3. a.) As per the information and explanations given to us, the Company has granted non-interest bearing unsecured loans to three companies covered in the register maintained under section 189 of the Act. The terms and conditions of the grant of such loans are not prejudicial to the interest of the company looking to long term business exigencies/purposes except non-charging of interest.

b.) No formal schedule of repayment has been made for repayment of the principal amount and as such in absence of such schedule, we are unable to comment if the same are being repaid timely.

c.) In absence of repayment schedule, we are unable to comment, if there are overdue amount for more than ninety days.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act with respect to the loans except non-charging of interest. (Refer Note No. 46)
5. The Company has not accepted deposits within the meaning of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
6. No maintenance of cost records has been specified by the Central Government under section 148(1) of the Act for the products of the company.
7. (a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

- b) There are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in payment of dues to financial institution or bank or debenture holders.
 9. The company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Further, the term loans were applied for the purpose for which those are raised.
 10. No fraud on or by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
 11. The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
 12. The company is not a Nidhi Company as such provisions of the clause (xii) are not applicable to the company.
 13. All transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the Ind AS financial statements etc., as required by the applicable accounting standards.
 14. According to the information and explanations given to us, the Company has not made any preferential allotment of equity shares.
 15. The company has not entered into any non-cash transactions with directors or persons connected with him.
 16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

The logo for NATH SEEDS features a stylized green plant with several circular leaves and a central stem. Below the plant, the words "NATH SEEDS" are written in a bold, green, sans-serif font. A registered trademark symbol (®) is positioned to the right of the word "SEEDS".

NATH SEEDS®

For Ashok R Majethia
Chartered Accountants
FRN: 127769W

Ashok Majethia
Proprietor
M No: 124781

Place: Aurangabad
Date: 30.05.2019

ANNEXURE “B” TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

1. We have audited the internal financial controls over financial reporting of **Nath Bio-genes (I) Limited** (“the Company”) as of 31st March, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.
5. We believe that the audit evidence, we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting of the company.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

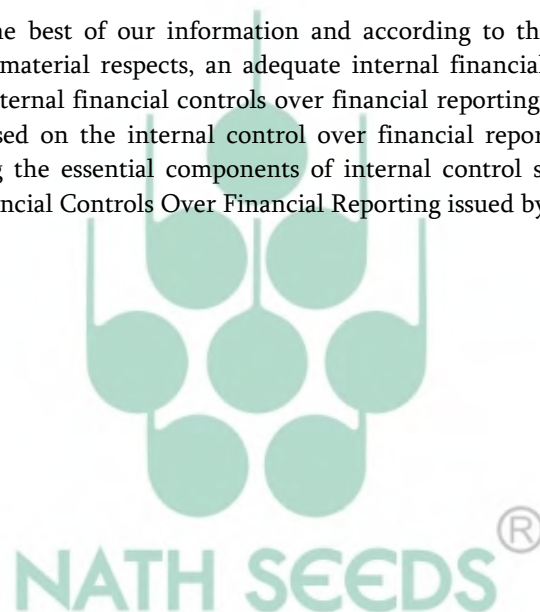
Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Place: Aurangabad
Date: 30.05.2019



For Ashok R Majethia
Chartered Accountants
FRN: 127769W

Ashok Majethia
Proprietor
M No: 124781

Nath Bio-Genes (India) Limited
Balance Sheet as at March 31, 2019

	Note	As at March 31, 2019 Rupees	As at March 31, 2018 Rupees
Assets			
I) Non-Current Assets			
a) Property, plant and Equipment	3	2,28,11,51,185	2,06,94,23,192
b) Capital Work in Progress		-	-
c) Investment Property		-	-
d) Goodwill		-	-
e) Other Intangible assets	3	3,60,00,000	4,00,00,000
f) Intangible assets under development		-	-
g) Biological Assets other than bearer plants		-	-
h) Financial Assets			
(i) Investment	4	4,99,72,875	4,99,70,475
(ii) Trade Receivables		-	-
(iii) Loans	5	18,16,998	18,15,183
(iv) Others		-	-
i) Deferred Tax Assets (Net)	6	72,40,613	86,19,946
j) Other Non-current Assets	7	1,26,57,195	1,55,195
		2,38,88,38,867	2,16,99,83,991
II) Current Assets			
a) Inventories	8	1,55,35,62,212	1,23,45,71,870
b) Financial Assets			
(i) Investment		-	-
(ii) Trade Receivables	9	1,08,02,50,247	82,04,92,719
(iii) Cash and cash equivalents	10	21,37,93,147	44,65,82,598
(iv) Bank balances other than (iii) above		-	-
(v) Loans	11	1,18,68,90,141	98,23,06,111
(vi) Others		-	-
c) Current Tax Assets (Net)	12	2,16,44,281	4,30,38,346
d) Other current assets	13	1,56,55,059	1,50,73,299
		4,07,17,95,088	3,54,20,64,944
Total Assets		6,46,06,33,955	5,71,20,48,935
Equity and Liabilities			
Equity			
a) Equity Share Capital	14	19,00,40,000	19,00,40,000
b) Other Equity	15	4,88,57,66,788	4,50,22,71,571
		5,07,58,06,788	4,69,23,11,571
Liabilities			
I) Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	16	50,45,829	31,01,359
(ii) Trade Payables		-	-
(iii) Other financial liabilities		-	-
b) Provisions	17	1,88,77,389	1,87,82,368
c) Deferred Tax liabilities (Net)		-	-
d) Other non-current liabilities		-	-
		2,39,23,218	2,18,83,727
II) Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	18	57,19,05,967	32,04,04,431
(ii) Trade Payables	19	50,20,13,017	36,59,92,701
(iii) Other financial liabilities		-	-
b) Other current liabilities	20	27,80,33,419	27,83,61,443
c) Provisions	21	37,06,902	35,99,145
d) Current Tax Liabilities (Net)	22	52,44,643	2,94,95,918
		1,36,09,03,949	99,78,53,637
Total Equity and Liabilities		6,46,06,33,955	5,71,20,48,935

The accompanying Notes are an integral part of these Financial Statements.

In terms of our report of even date.

For Ashok R Majethia & Co
Firm Registration No.: 127769W
Chartered Accountants

For and on behalf of the Board of Directors

Ashok Majethia
Proprietor
Membership No.:124781

Satish Kagliwal
Managing Director
DIN No.: 00119601

Sweta Kagliwal
Director
DIN No.: 02052811

Nath Bio-Genes (India) Limited
Statement of Profit and Loss for the year ended March 31st, 2019

	Note	Year Ended March 31, 2019 Rupees	Year Ended March 31, 2018 Rupees
Revenue from Operations (Gross)	23	2,30,92,89,245	1,91,65,08,033
Other Income	24	2,27,35,457	94,41,359
Total Revenue		2,33,20,24,702	1,92,59,49,391
Expenses			
Purchase of stock in trade		5,49,17,568	2,71,18,558
Production Expenses	25	1,08,21,37,891	64,01,87,206
Changes in Inventories of Finished Goods and Work-in-Progress	26	(30,46,07,046)	6,79,45,386
Employee Benefits Expense	27	16,42,81,337	11,89,15,653
Finance Costs	28	5,20,46,403	10,30,95,609
Depreciation Expense	29	1,44,65,554	95,07,141
Other Expenses	30	88,01,00,260	65,86,35,162
Total Expenses		1,94,33,41,966	1,62,54,04,716
Profit before tax		38,86,82,736	30,05,44,676
Tax Expense			
Income Tax			
- Current Year		10,97,778	45,19,394
- Earlier Year		94,70,533	-
- Earlier Years written back		(75,99,566)	19,19,628
Deferred Tax Charge		13,79,333	(79,400)
Profit for the Year		38,43,34,658	29,41,85,054
Other Comprehensive Income			
A. (i) Items that will not be reclassified to Profit and Loss		8,39,441	-
(ii) Income tax relating to items that will not be reclassified to Profit and Loss		-	-
B. (i) Items that will be reclassified to Profit and Loss		-	-
(ii) Income tax relating to items that will be reclassified to Profit and Loss		-	-
		8,39,441.00	-
Total Comprehensive Income		38,34,95,217	29,41,85,054
Earnings Per Equity Share [Nominal Value Per Share: Rs. 10 (Previous Year: Rs. 10)]			
Basic and Diluted		20.18	17.31

The accompanying Notes are an integral part of these Financial Statements.

In terms of our report of even date.

For Ashok R Majethia & Co
Firm Registration No.: 127769W
Chartered Accountants

For and on behalf of the Board of Directors

Ashok Majethia
Proprietor
Membership No.:124781

Satish Kagliwal
Managing Director
DIN No.: 00119601

Sweta Kagliwal
Director
DIN No.: 02052811

Place:Aurangabad
Date: 30.05.2019

Devinder Khurana
Chief Financial Officer

Dhiraj Rathi
Company Secretary

Statement of Changes in Equity

A. Equity

Particulars	Note No	As at March 31, 2019 Rupees	As at March 31, 2018 Rupees
Balance of the beginning of the year	6	19,00,40,000	16,00,40,000
Share Issued under QIP		-	3,00,00,000
Shares bought back during the year		-	-
Balance at the end of the year		19,00,40,000	19,00,40,000

Statement of Changes in Other Equity for financial year ended on March 31st, 2019

B. Other Equity

Particular	Reserves and Surplus						Total
	Capital Reserve	Security Premium Reserve	Capital Redemption Reserve	Debenture Redemption Reserve	General Reserve	Retained Earning	
Balances at the beginning of the year 01.04.2018	11,71,75,703	1,33,50,00,000	62,50,000	29,74,500	2,97,00,000	3,01,11,71,368	4,50,22,71,571
Changes in the accounting policies or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the year	11,71,75,703	1,33,50,00,000	62,50,000	29,74,500	2,97,00,000	3,01,11,71,368	4,50,22,71,571
Additions during the Year	-	-	-	-	-	38,34,95,217	38,34,95,217
Total Comprehensive Income for the year	11,71,75,703	1,33,50,00,000	62,50,000	29,74,500	2,97,00,000	3,39,46,66,585	4,88,57,66,788
Dividends	-	-	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-	-	-
Balance at the end of the reporting period 31.03.2019	11,71,75,703	1,33,50,00,000	62,50,000	29,74,500	2,97,00,000	3,39,46,66,585	4,88,57,66,788

Statement of Changes in Other Equity for financial year ended on March 31st, 2018

B. Other Equity

Particular	Reserves and Surplus						Total
	Capital Reserve	Security Premium Reserve	Capital Redemption Reserve	Debenture Redemption Reserve	General Reserve	Retained Earning	
Balances at the beginning of the year 01.04.2017	11,71,75,703	-	62,50,000	29,74,500	2,97,00,000	2,71,69,86,314	2,87,30,86,517
Changes in the accounting policies or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the year	11,71,75,703	-	62,50,000	29,74,500	2,97,00,000	2,71,69,86,314	2,87,30,86,517
Additions during the Year	-	1,33,50,00,000	-	-	-	29,41,85,054	1,62,91,85,054
Total Comprehensive Income for the year	11,71,75,703	1,33,50,00,000	62,50,000	29,74,500	2,97,00,000	3,01,11,71,368	4,50,22,71,571
Dividends	-	-	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-	-	-
Balance at the end of the reporting period 31.03.2018	11,71,75,703	1,33,50,00,000	62,50,000	29,74,500	2,97,00,000	3,01,11,71,368	4,50,22,71,571

In terms of our report of even date.

For Ashok R Majethia & Co
Firm Registration No.: 127769W
Chartered Accountants

For and on behalf of the Board of Directors

Ashok Majethia
Proprietor
Membership No.:124781

Satish Kagliwal
Managing Director
DIN No.: 00119601

Sweta Kagliwal
Director
DIN No.: 02052811

Place:Aurangabad
Date: 30.05.2019

Devinder Khurana
Chief Financial Officer

Dhiraj Rathi
Company Secretary

Nath Bio-Genes (India) Limited
Cash Flow Statement for the year ended March 31, 2019

	Year ended March 31, 2019		Year ended March 31, 2018	
	Rupees	Rupees	Rupees	Rupees
A. Cash flow from operating activities				
Net profit before tax		38,86,82,736		30,05,44,676
Adjustments for:				
Depreciation expense	1,44,65,553		95,07,141	
Provision for Gratuity	5,35,562		(1,15,153)	
Provision for Compensated Absences	(3,32,784)		(11,67,678)	
Interest Expenses / Financial Charge	5,20,46,402		10,30,95,609	
Provision (Reversal of Provision) for Bad Debts	(29,33,660)		(60,22,488)	
Profit on sale/ disposal of fixed assets	(78,442)		(3,18,882)	
Expenses under Other Comprehensive Income	(8,39,441)			
Interest income	(1,72,85,213)		(49,90,155)	
		4,55,77,977		9,99,88,395
Operating profit before working capital changes		43,42,60,714		40,05,33,071
Adjustments for changes in working capital:				
(Increase)/ Decrease in Trade Receivables	(25,68,23,867)		(29,62,24,691)	
(Increase)/ Decrease in Inventories	(31,89,90,342)		6,69,37,565	
(Increase)/ Decrease in Loans and Advances	(20,45,85,845)		(49,48,35,214)	
(Increase)/ Decrease in Other Current / Non- Current Ass	83,10,305		(64,03,003)	
Increase/ (Decrease) in Trade Payables	13,60,20,316		(7,75,34,944)	
Increase/ (Decrease) in Liabilities and Provisions	(3,28,024)	(63,63,97,457)	(6,35,05,601)	(87,15,65,888)
Operating profit after working capital changes		(20,21,36,744)	-	(47,10,32,817)
Income refund received / (Tax paid)		(1,77,49,487)		11,97,419
Net cash from operating activities (A)		(21,98,86,231)		(46,98,35,398)
B. Cash flow from investing activities				
Purchase of fixed assets	(22,29,55,054)		(85,89,259)	
Purchase of Intangible Assets	-		(4,00,00,000)	
Purchase of Non-Current Investments	(2,400)		(2,400)	
Sale of tangible assets	8,39,950		28,99,341	
Interest income	1,72,85,213	(20,48,32,292)	49,90,155	(4,07,02,163)
Net cash used in investing activities (B)		(20,48,32,292)		(4,07,02,163)
C. Cash flow from financing activities				
Issue of shares	-		1,36,50,00,000	
Interest Expenses	(5,20,46,402)		(10,30,95,609)	
Increase / (Decrease) in long term secured loan	19,44,469		24,30,132	
Increase / (Decrease) in long term secured loan	-		(20,00,00,000)	
Increase / (Decrease) in Short term secured loan	23,43,79,242		(14,75,68,182)	
Increase / (Decrease) in Short term Unsecured loan	1,71,22,295		(1,81,15,879)	
Payment of Sales Tax Liabilities	-	20,13,99,605	-	89,86,50,462
Net cash used in financing activities (C)		20,13,99,605		89,86,50,462
Net Decrease in Cash and Cash Equivalents (A+B+C)		(22,33,18,917)		38,81,12,901
Cash and cash equivalents at the beginning of the year		44,65,82,598		5,84,69,697
Cash and cash equivalents at the end of the year		21,37,93,147		44,65,82,598
Net Decrease in Cash and Cash Equivalents (A+B+C)		(23,27,89,450)		38,81,12,901

Nath Bio-Genes (India) Limited
Cash Flow Statement for the year ended March 31, 2018

	March 31, 2019	March 31, 2018
	Rupees	Rupees
Cash and cash equivalents comprise of:		
Cash on Hand	3,96,398	3,91,965
Bank Balances:		
- In Current Accounts	1,33,95,748	2,32,13,903
- In term deposit	20,00,01,001	42,29,76,730
Cash and cash equivalents at the end of the year	<u>21,37,93,147</u>	<u>44,65,82,598</u>

Notes:

- 1 The above Cash Flow Statement has been prepared under "Indirect Method" set out in Indian Accounting Standard - 7 on "Cash Flow Statements".
- 2 Figures in brackets indicate cash outgo.
- 3 Previous year's figures have been regrouped/ rearranged wherever necessary.

As per our report of even date.

For Ashok R Majethia & Co

Firm Registration No.: 127769W

Chartered Accountants

For and on behalf of the Board of Directors

Ashok Majethia

Proprietor

Membership No.:124781

Satish Kagliwal

Managing Director

DIN No.: 00119601

Sweta Kagliwal

Director

DIN No.: 02052811

Place:Aurangabad

Date: 30.05.2019

Devinder Khurana

Chief Financial Officer

Dhiraj Rathi

Company Secretary



NATH SEEDS®

1 General Information

Nath Bio-Genes (India) Limited (CIN L01110MH1993PLC072842) is incorporated under the Companies Act, 1956 with its registered office at Nath House, Nath Road, Aurangabad. The company is engaged in the business of Production, Processing, and Marketing of Hybrid and GM Seeds. The Company has a product range of Field crops, Vegetable crops and Plant Nutrient Supplements. The major Processing Plants are situated at Aurangabad (MS), and Muniipalli, Nizamabad (TG). The company has a Pan India presence for sales through an extensive network of distributors.

The financial statement for the year ended 31st March 2019 are approved by the Board of Directors and authorised for issue on 30th May 2019.

2 SIGNIFICANT ACCOUNTING POLICIES:

A Basis of Preparation and Presentation

i) The financial statements are prepared on historical cost basis in accordance with applicable Indian Accounting Standards (Ind AS) and on accounting principles of going concern except fixed assets which are measured at fair values. These financial statements have been prepared to comply with all material aspects with the Indian accounting standards notified under section 133 of the Act, (the "Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, and the other relevant provisions of the Act.

ii) Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use.

iii) As the quarter and year figures are taken from the source and rounded to the nearest digits, the figures already reported for all the quarters during the year might not always add up to the year figures reported in this statement.

iv) All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current classification of assets and liabilities.

B REVENUE RECOGNITION

i) Revenue is measured at the fair value of the consideration received or receivable where the ownership and significant risk has been transferred to the buyer.

ii) Interest on overdue debtors is accounted for as and when received, as the collection cannot be ascertained with reasonable certainty.

iii) Sales return are accounted for / provided for in the year in which they pertain to, as ascertained till finalization of the books of account.

iv) Compensation on account of crop quality discounts are accounted for as and when settled.

C PROPERTY, PLANT AND EQUIPMENTS

- i) Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at deemed cost less and accumulated depreciation. Freehold land is not depreciated.
- ii) Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.
- iii) Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.
- iv) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.
- v) New product development expenditure is capitalized to Gene/Seed Development Know-how. The same is written off in ten equal yearly installments commencing from the year in which the tangible benefits start accruing to the Company.

D CAPITAL WORK-IN-PROGRESS

Expenditure related to and incurred during the implementation of the projects is included under Capital Work-in-Progress and the same are capitalized under the appropriate heads on completion of the projects.

E DEPRECIATION / AMORTIZATION

- i) Depreciation on tangible Fixed Assets is provided for on basis of useful life specified in Schedule II to the Act.
- ii) Intangible assets such as Gene/Seed Development Know-How are amortized in ten equal yearly installments commencing from the year in which the tangible benefits start accruing to the Company from such assets.
- iii) Depreciation is charged as per the provisions of Schedule II to the Act based upon useful life of assets. The useful life is adopted for the purpose of depreciation is as under.

Assets	Useful life year [®]
i) Factory Building	30
ii) Plant & Machineries	15
iii) Laboratory Equipment	10
iv) Agricultural Equipments	15
v) Office Equipments	15
vi) EDP Equipments	3
vii) Furniture & Fixture	10
viii) Motor Car & Light Vehicle	8

F IMPAIRMENT

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

G RESEARCH AND DEVELOPMENT EXPENDITURE:

The research expenditure incurred has been charged off to the Statement of Profit & Loss.

H INVENTORIES:

i) Inventories comprise of Unprocessed seeds, Under- Processed Seeds, Processed Seeds, Packing Material and traded goods. Inventories are valued at the lower of cost or the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on Weighted Average basis. Cost includes all charges in bringing the goods to their present location and condition and receiving charges.

ii) The cost of Under-Processed Seeds and Processed Seeds comprises of direct labour, other direct costs and related production overheads. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

I FOREIGN CURRENCY TRANSACTIONS:

i) Transactions in foreign currency are recorded at the rate prevailing on the date of the transaction.

ii) Current Assets and Current Liabilities in foreign currency outstanding as at the year-end are stated at the rates of exchange prevailing at the close of the year. The resultant gains/losses of the year are recognized in the Statement of Profit and Loss.

J GOVERNMENT GRANTS

i) Grants are accounted for where it is reasonably certain that the ultimate collection will be made.

ii) Grants relating to Fixed Assets in the nature of Project Capital Subsidy are credited to Capital Reserve.

iii) Others are credited to Statement of Profit and Loss.

K EMPLOYEES BENEFITS:

Liability as at the year end in respect of retirement benefits is provided for and/ or funded and charged to Statement of Profit and Loss as follows:

i) Provident Fund / Family Pensions:

At a percentage of salary/wages for eligible employees.

ii) Retirement benefit costs and termination benefit

The Company determines the present value of the defined benefit obligation and recognizes the liability or asset in the balance sheet.

The present value of the obligation is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each year

Defined benefit costs are composed of:

(a) service cost – recognized in profit or loss; service cost comprises (i) current cost which is the increase in the present value of defined benefit obligations resulting from employee service in the current period, (ii) past service cost which is the increase in the present value of defined benefit obligations resulting from employee service in the prior periods resulting from a plan amendment, and (iii) gain or loss on settlement.

(b) remeasurements of the liability or asset - recognized in other comprehensive income.

(d) remeasurements of the liability or asset essentially comprise of actuarial gains and losses (i.e. changes in the present value of defined benefit obligations resulting from experience adjustments and effects of changes in actuarial assumptions).

Short-term benefits: A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave and other short term benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Other long-term benefits: Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

iii) Bonus

The company recognises a liability and expense for bonus. The company recognises a provision where contractually obliged or where there is past practice that has created a constructive obligation.

L BORROWING COST

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred. The Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the period less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset. The Company suspends capitalisation of borrowing costs during extended periods in which it suspends active development of a qualifying asset

M TAXATION

INCOME TAX

Provision for Current Tax is made and retained in the accounts on the basis of estimated tax liability as per applicable provisions of Income Tax Act 1961.

DEFERRED TAX

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

The Company recognises interest levied and penalties related to Income Tax assessments in the tax expense.

N AGRICULTURAL ACTIVITIES

i) Income from the agricultural activities is accounted for up to the stage of dispatch of goods by the Company to the customer after processing.

ii) Expenses which are directly related to the agricultural activities have been accounted for in the books of account under the respective activities. Expenses which are not related to the specific activities are allocated on the basis of turnover (net of return and Schemes & Discounts) of Agricultural activities and Trading activities.

O EARNING PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit for the year attributable to equity share holders. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

P USE OF ESTIMATES

The preparation of Financial Statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of Financial Statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual results and the estimates are recognised in the period in which the results are known/ materialised.

Q PROVISION AND CONTINGENT LIABILITIES

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

R CASH AND CASH EQUIVALENTS

In the Cash Flow Statement, cash and cash equivalents includes cash on hand, demand and short term deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

S FINANCIAL ASSETS AT AMORTISED COST

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

T FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and a contractual terms of the financial assets give rise on the specified dates to cash flows that are solely payment of the principal and interest on the principal amount outstanding.

U FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of assets and liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

V FINANCIAL LIABILITIES

Financial liabilities are measured at amortised cost using the effective interest method, if tenure of repayment of such liability exceeds one year.

W EQUITY INSTRUMENTS

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. The Company recognises equity instruments at proceeds received net of direct issue cost.

X RECLASSIFICATION OF FINANCIAL ASSETS

The Company determines classification of the financial assets and liabilities on initial recognitions. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when a company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains and losses) or interest.

Y OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

NOTE No 3

Property, Plant & Equipment for the year ended 31.03.2019

SR. NO.	PARTICULARS	GROSS BLOCK			AS AT 31.03.2019	DEPRECIATION / AMORTISATION					NET BLOCK	
		AS AT 01.04.2018	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR		AS AT 01.04.2018	ADJUSTMENT	FOR THE YEAR	DEDUCTION	UP TO 31.03.2019	AS AT 31.03.2019	AS AT 01.04.2018
(A)	TANGIBLE ASSETS											
1	Freehold Land	2,00,24,70,000	20,21,00,000	-	2,20,45,70,000	-	-	-	-	-	2,20,45,70,000	2,00,24,70,000
2	Factory Building	2,62,38,170	34,03,190	-	2,96,41,360	1,76,91,763	-	3,88,709	-	1,80,80,472	1,15,60,888	85,46,407
3	Live Stock	55,000	53,001	-	1,08,001	-	-	-	-	-	1,08,001	55,000
4	Plant & Machineries	8,52,85,620	47,21,605	-	9,00,07,225	6,01,59,065	-	24,65,731	-	6,26,24,796	2,73,82,428	2,51,26,554
5	Laboratory Equipment	1,51,70,304	18,13,841	-	1,69,84,145	1,34,35,733	-	3,46,068	-	1,37,81,801	32,02,344	17,34,571
6	Agricultural Equipments	11,44,603	23,30,521	-	34,75,124	4,68,082	-	1,40,937	-	6,09,019	28,66,105	6,76,521
7	Office Equipments	37,50,746	1,16,593	-	38,67,339	21,38,253	-	1,50,506	-	22,88,760	15,78,579	16,12,493
8	EDP Equipments	2,82,85,405	10,47,671	-	2,93,33,076	2,56,10,335	-	9,59,373	-	2,65,69,708	27,63,368	26,75,070
9	Furniture & Fixture	79,07,451	2,12,240	-	81,19,691	63,34,015	-	2,03,092	-	65,37,107	15,82,584	15,73,436
10	Motor Car & Light Vehicle	6,89,93,934	71,56,392	36,85,727	7,24,64,599	4,40,40,794	-	58,11,137	29,24,220	4,69,27,711	2,55,36,888	2,49,53,140
	TOTAL (A)	2,23,93,01,233	22,29,55,054	36,85,727	2,45,85,70,560	16,98,78,041	-	1,04,65,554	29,24,220	17,74,19,375	2,28,11,51,185	2,06,94,23,192
(B)	INTANGIBLE ASSETS											
	Seed Development Know How	4,00,00,000	-	-	4,00,00,000	-	-	40,00,000	-	40,00,000	3,60,00,000	4,00,00,000
	TOTAL (B)	4,00,00,000	-	-	4,00,00,000	-	-	40,00,000	-	40,00,000	3,60,00,000	4,00,00,000
	TOTAL (A) + (B)	2,27,93,01,233	22,29,55,054	36,85,727	2,49,85,70,560	16,98,78,041	-	1,44,65,554	29,24,220	18,14,19,375	2,31,71,51,185	2,10,94,23,192
	Previous Year	2,23,81,17,297	4,85,89,259	54,05,323	2,27,93,01,233	16,31,95,765	-	95,07,141	28,24,865	16,98,78,041	2,10,94,23,192	

Notes:

- The Company had acquired Gene Development know How (Cotton Seed) at a consideration of Rs. 4,00,00,000. The company has commenced amortising the same in 10 equal installments from the current year.
- Freehold land purchased from a related party, admeasuring 75.76 Hectares (Previous year : 57.77 Hectares) is yet to be registered in the name of Company with the Sub-Registrar of the land registry.



	As at March 31, 2019 Rupees	As at March 31, 2018 Rupees
4 NON CURRENT INVESTMENTS		
UNQUOTED; AT COST; NON-TRADE		
Nath Cooperative Society (1800 (Previous year : 1560) equity shares of Rs. 10 each)	32,875	20,400
National Saving Certificate	-	10,075
UNQUOTED; AT COST; TRADE		
Investment in Associate Company holding 19.98% (Previous year: 21.76%) in the paid up capital of investee company Equity shares in Paithan Mega Food Parks Pvt Ltd (49,94,000 Equity shares of Rs. 10 each)	4,99,40,000	4,99,40,000
<p>(The Fair Market Value of the unquoted investment in Paithan Megha Food Parks Pvt Lts is Rs. 13,38,89,140. The effect of the same has not been given in the financial statement as considered appropriate by the management)</p>		
	4,99,72,875	4,99,70,475
5 OTHER NON CURRENT FINANCIAL ASSETS [Unsecured, Considered Good (unless otherwise stated)]		
Security Deposits	18,16,998	18,15,183
	18,16,998	18,15,183
6 DEFERRED TAX ASSETS (NET)		
Liability:-		
WDV of Fixed Asset	41,12,459	17,02,937
	41,12,459	17,02,937
Assets:-		
Gratuity	56,37,997	50,53,003
Leave Encashment	19,01,542	18,62,885
Expenses disallowed u/s 43B of Income Tax Act	38,13,533	34,06,996
Total Deferred Tax assets at the year end	1,13,53,073	1,03,22,884
Net Deffered Tax	72,40,613	86,19,946
Less: Opening deferred tax assets	86,19,946	85,40,546
Deferred Tax Assets recognized during the year	-13,79,333	79,400
In view of agriculture income earned by the company, carried forwarded business losses and unabsorbed depreciation have not been recognised for the purpose of deferred tax assets, as a matter of prudence.		
7 OTHER NON-CURRENT ASSETS [Unsecured, Considered Good]		
Capital Advances	1,25,00,000	-
Others	1,57,195	1,55,195
	1,26,57,195	1,55,195

Nath Bio-Genes (India) Limited
Notes to Financial Statements for the year ended March 31, 2019

8 INVENTORIES	As at	
	March 31, 2019	March 31, 2018
Stores and Packing Materials	6,15,35,824	4,71,52,528
Processed Seeds	1,37,17,98,572	1,09,50,41,244
Unprocessed Seeds	9,89,41,562	7,30,44,098
Seed (Traded Stock)	59,98,427	1,24,000
Plant Nutrient Supplement	1,52,87,827	1,92,10,000
	1,55,35,62,212	1,23,45,71,870

9 TRADE RECEIVABLES

i) Secured: Considered Good

Due for a period of less than six months	5,88,06,859	3,75,82,494
Due for a period of more than six months	96,03,870	83,92,304

ii) Unsecured: Considered Good

Due for a period of less than six months	89,45,34,536	67,99,89,083
Due for a period of more than six months	11,73,04,982	9,45,28,838

ii) Unsecured: Considered doubtful:

Due for a period of more than six months	2,54,36,519	2,25,02,859
Less: Allowances for doubtful debtors	(2,54,36,519)	(2,25,02,859)

1,08,02,50,247 **82,04,92,719**

Note:

Movement in the allowances for doubtful debts

Particulars		
Opening provision	2,25,02,859	1,64,80,371
Add: Allowances made during the year	30,12,154	1,26,11,562
Less: Written off during the year	78,494	65,89,074
Closing Provision	2,54,36,519	2,25,02,859

Trade receivables from the Related parties including Directors

- -

10 CASH AND BANK BALANCES

Cash and Cash Equivalents	As at	
	March 31, 2019	March 31, 2018
Cash on Hand (includes \$ 400 and DHM 3200)	3,96,398	3,91,965
Bank Balances in Current Account	1,33,95,748	2,32,13,903
	1,37,92,146	2,36,05,868

Other Bank Balances

- Fixed Deposits with original maturity more than 3 months but less than 12 months	20,00,01,001	42,29,76,730
- Current Maturities of Fixed Deposits with original maturity more than than 12 months	-	-
	20,00,01,001	42,29,76,730

21,37,93,147 **44,65,82,598**

	As at March 31, 2019 Rupees	As at March 31, 2018 Rupees
11 OTHER CURRENT FINANCIAL ASSETS [Unsecured, Considered Good]		
Advances to a related parties	9,92,20,941	7,41,77,746
Advances against seed production	1,03,54,44,410	88,52,30,564
Advances against purchase	4,89,06,464	1,67,97,018
Advances to Staff	33,18,326	61,00,783
	1,18,68,90,141	98,23,06,111
12 CURRENT TAX ASSETS (NET)		
Balances with Income Tax department	2,16,44,281	4,30,38,346
	2,16,44,281	4,30,38,346
13 OTHER CURRENT ASSETS [Unsecured, Considered Good]		
VAT Receivable	26,20,318	47,83,624
GST Receivable	3,55,47,432	78,60,961
Less: Provision for GST ITC	(2,59,11,680)	-
Prepaid Expenses	33,98,989	24,28,714
	1,56,55,059	1,50,73,299



14 SHARE CAPITAL

	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Share Capital				
Equity Shares of Rs.10 each	2,05,00,000	20,50,00,000	2,05,00,000	20,50,00,000
16% Cumulative Redeemable Preference Shares of Rs.100 each	50,000	50,00,000	50,000	50,00,000
	2,05,50,000	21,00,00,000	2,05,50,000	21,00,00,000
Issued, Subscribed and Paid up				
Equity Shares of Rs.10 each	1,90,04,000	19,00,40,000	1,90,04,000	19,00,40,000
	1,90,04,000	19,00,40,000	1,90,04,000	19,00,40,000

(a) Reconciliation of Number of Shares

	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares:				
Balance as at the beginning of the year	1,90,04,000	19,00,40,000	1,60,04,000	16,00,40,000
Add: Shares issued during the year*	-	-	30,00,000	3,00,00,000
Add: Bonus Shares issued during the year	-	-	-	-
Balance as at the end of the year	1,90,04,000	19,00,40,000	1,90,04,000	19,00,40,000

(b) Rights, Preferences and Restrictions attached to Shares

The Company has one class of equity shares having a par value of Rs. 10 per share. Equity shareholder is eligible for one vote per share held. They are eligible for dividend on the basis of their shareholding. In the case of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.

(c) Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% holding	No. of Shares	% holding
Equity Shares				
a) Akash Farms Pvt Ltd	18,38,877	9.68	18,38,877	9.68
b) Ashu Farms Pvt Ltd	20,88,449	10.99	20,88,449	10.99
c) Agri-Tech India Ltd	14,95,131	7.87	14,95,131	7.87
d) Aditya Birla Sunlife Mutual Fund	11,89,909	6.26	9,60,000	5.05
e) J M Financial Services Ltd	-	-	14,88,765	7.83
f) Mentor Capital Limited	15,91,137	8.37	0	0



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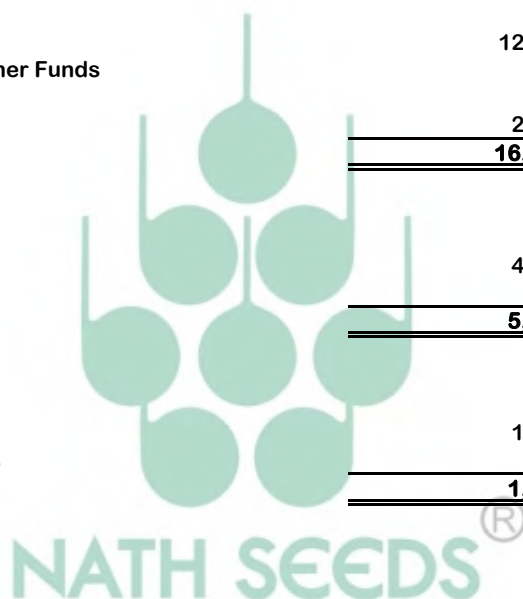
	Year Ended March 31, 2019 Rupees	Year Ended March 31, 2018 Rupees
15 Other Equity		
Capital Reserve	11,71,75,703	11,71,75,703
Securities Premium Reserve	1,33,50,00,000	1,33,50,00,000
Capital Redemption Reserve	62,50,000	62,50,000
Debenture Redemption Reserve	29,74,500	29,74,500
General Reserve	2,97,00,000	2,97,00,000
Retained Earnings	3,39,46,66,585	3,01,11,71,368
	4,88,57,66,788	4,50,22,71,571
16 Non- Current Financial Liabilities - Borrowings		
SECURED LOANS		
Term Loan against Vehicles	50,45,829	31,01,359
Secured by hypothecation of vehicles purchased in the name of company/ directors of the company. The loan is repayable within a period ranging from one to five years		
	50,45,829	31,01,359
17 Non-Current Provisions		
Provisions for Employee Benefits		
Gratuity	1,39,52,290	1,36,83,877
Compensated Absence	49,25,099	50,98,491
	1,88,77,389	1,87,82,368
18 Current Financial Liabilities - Borrowings		
SECURED		
a) From Consortium of Banks	51,37,28,263	27,93,49,021
(Secured by way of hypothecation of stock of seeds and trade receivables; collaterally secured by way of mortgage of land admeasuring 20503.544 Sq and building thereupon meters situated at Gut No 64/2 (part) Itkeda, Aurangabad. Also personally guaranteed by two promoter directors of the Company)		
UNSECURED		
a) Deposits from Dealers	4,32,17,935	3,88,18,433
b) Loans from Others	1,49,59,769	22,36,976
	57,19,05,967	32,04,04,430

	As at March 31, 2019 Rupees	As at March 31, 2018 Rupees
19 Other Current Financial Liabilities - Trade Payable		
Sundry Creditors for Seeds/Supplies	39,68,88,553	28,98,50,864
Sundry Creditors - SME Sector	48,30,458	26,90,732
Sundry Creditors for staff balances	6,94,35,698	4,59,60,665
Others Creditors	3,08,58,309	2,74,90,439
	<u>50,20,13,017</u>	<u>36,59,92,700</u>
20 Other Current Financial Liabilities		
Current maturities of long term debts		
Vehicle Loan	45,19,478	23,28,944
Other Payables		
Credit Balance in Debtors	5,94,78,833	60,81,352
Statutory Liabilities	1,77,59,119	1,78,82,080
Advance against Sales	19,62,75,989	23,15,13,544
Payable to a related party	-	2,05,55,522
	<u>27,80,33,419</u>	<u>27,83,61,443</u>
21 Other Current Financial Liabilities - Provisions		
Provisions for Employee Benefits		
Gratuity	29,36,032	26,68,883
Compensated Absences	7,70,870	9,30,262
	<u>37,06,902</u>	<u>35,99,145</u>
22 Other Current Financial Liabilities - Tax Laibilities		
Income Tax (Net off MAT Rs. 1,43,92,441)	52,44,643	2,94,95,918
	<u>52,44,643</u>	<u>2,94,95,918</u>

	Year Ended March 31, 2019 Rupees	Year Ended March 31, 2018 Rupees
23 Revenue from Operations		
Sale of Agriculture Produce		
Commercial Seeds	2,02,28,93,361	1,68,91,81,396
Foundation Seeds	65,96,352	37,18,790
	2,02,94,89,712	1,69,29,00,187
Sale of Traded Goods		
Plant Nutrient Supplement	23,88,12,016	19,61,00,003
Vegetable Seeds	2,56,37,021	2,36,34,011
	26,44,49,037	21,97,34,014
Other Operating Revenue:		
Remnant	1,08,00,470	27,97,597
Farm Produce Sale	8,11,914	8,91,084
Income from Export Benefit Schemes	37,38,112	1,85,151
	1,53,50,496	38,73,832
	2,30,92,89,245	1,91,65,08,033
Crop Wise sale:-	Rs in Lakhs	Rs in Lakhs
Paddy	8,318.58	7,768.59
Cotton	5,898.69	3,954.05
Maize	1,707.42	1,689.85
Mustard	995.05	851.99
Vegetables	2,267.31	1,531.68
Plant Nutrient Supplement	2,388.12	1,961.00
Other Field Crops	1,364.22	1,369.18
	22,939.39	19,126.34
24 Other Income		
Interest Received	1,72,85,213	49,90,155
Profit on Sale of Fixed Assets	78,442	3,18,882
Insurance claim received	6,84,661	2,92,743
Foreign Exchange gain	23,52,566	-
Excess Provision W/back	18,74,865	34,04,375
Other Miscellaneous Income	4,59,711	4,35,204
	2,27,35,457	94,41,359
25 Production Expenses		
Land Preparation Expenses	25,14,51,332	15,35,55,621
Fertilizer & Pesticides	22,07,72,236	12,34,84,870
Labour Wages	36,50,46,459	20,41,43,981
Lease Rent for agricultural land	8,41,95,014	6,18,76,274
Other Farm Expenses	15,11,94,654	9,05,36,048
Incentive to Growers	94,78,196	65,90,412
{Also refer note no 41(ii)}	1,08,21,37,891	64,01,87,206

Nath Bio-Genes (India) Limited
Notes to Financial Statements for the year ended March 31, 2019

	Year Ended March 31, 2019 Rupees	Year Ended March 31, 2018 Rupees
26 Changes in Inventories (Increase)/ Decrease in Stocks		
Closing Stock		
Processed Seeds	1,37,17,98,572	1,09,50,41,244
Unprocessed Seeds	9,89,41,562	7,30,44,098
Seed (Traded)	59,98,427	1,24,000
Plant Nutrient Supplement	1,52,87,827	1,92,10,000
	1,49,20,26,388	1,18,74,19,342
Opening Stock		
Processed Seeds	1,09,50,41,244	1,18,06,81,317
Unprocessed Seeds	7,30,44,098	4,38,98,411
Seed (Traded)	1,24,000	68,87,000
Plant Nutrient Supplement	1,92,10,000	2,38,98,000
	1,18,74,19,342	1,25,53,64,728
	30,46,07,046	(6,79,45,386)
27 Employee Benefits Expense		
Salaries, Wages and Bonus	12,98,60,115	10,32,64,507
Contribution to Provident and Other Funds	66,25,374	63,29,468
Staff Welfare Expenses	29,98,957	43,71,679
Staff Incentive	2,47,96,891	49,50,000
	16,42,81,337	11,89,15,653
28 Finance Costs		
Interest Expenses	4,93,82,887	9,90,98,770
Finance Charges	26,63,516	39,96,839
	5,20,46,403	10,30,95,609
29 Depreciation Expense		
Depreciation on Tangible Assets	1,04,65,554	95,07,141
Amortisation of Intangible Assets	40,00,000	-
	1,44,65,554	95,07,141



	Year Ended March 31, 2019 Rupees	Year Ended March 31, 2018 Rupees
30 Other Expenses		
A. Seed Conditioning Expenses		
Freight Inward	1,61,71,248	84,34,650
Labour Wages	2,54,95,186	1,76,48,877
Stores and Processing Materials consumed	13,58,48,985	6,69,36,034
Power and Fuel	95,41,579	72,76,835
Repairs and Maintenance (Machinery)	31,43,991	19,33,984
Repairs and Maintenance (Factory Building)	8,40,098	6,58,327
Hamali & Cartage - Processing Plant	1,06,96,823	78,89,585
Processing Expenses	1,79,82,409	75,02,495
Other Seed Conditioning Expenses	43,27,107	80,48,455
	22,40,47,424	12,63,29,243
B. Administrative Expenses		
Rent	2,58,93,944	1,79,88,469
Rates and Taxes	37,04,089	35,01,256
Insurance	37,49,938	35,53,669
Legal & Professional Expenses	3,13,81,361	3,50,73,035
Repairs and Maintenance - Office Building	17,48,712	6,35,715
Running and maintenance - Vehicle	2,81,30,929	2,24,69,298
Repairs and Maintenance - Others	25,07,756	31,66,346
Communication	39,71,530	40,98,399
Printing & Stationery	24,29,826	39,42,439
Auditors' Remuneration:		
Statutory Audit Fee	5,60,000	5,25,000
Tax Audit Fee	-	-
Other services	77,000	1,11,500
Directors' remuneration	48,00,000	30,00,000
Foreign Exchange Loss	-	4,38,000
Miscellaneous Expenses	54,95,959	30,65,055
Bank Charges	12,09,101	8,38,363
Security Charges	41,15,918	44,00,991
Corporate Social Responsibility Expenditure (Refer Note No 47)	44,31,736	40,59,843
	12,42,07,800	11,08,67,377
C. Selling Expenses		
Travelling and Conveyance	3,08,92,464	2,55,28,763
Advertisement and Sales Promotion	2,41,49,437	1,64,11,697
Field Days, Visits & Campaigns	5,39,66,618	1,30,70,087
Freight Outward	5,16,26,130	4,87,32,611
Commission	1,14,000	1,49,965
Other selling expenses	1,73,52,683	1,51,58,041
Provisions for Bad Debts	30,38,805	1,26,11,562
Bad debts written off	78,494	-
Royalty	1,09,09,131	44,29,242
Sundry debit balances written off	8,46,816	27,52,189
	19,29,74,578	13,88,44,157
D. Discount, Schemes and Incentives		
Cash Discounts	2,71,54,148	2,91,70,723
Quantity Discounts	15,34,45,910	8,94,02,802
Additional Discount	6,82,64,555	8,52,33,597
	24,88,64,613	20,38,07,122
E. Research and Development Expenses		
Fieldwork Expenses	73,08,484	2,66,21,267
Laboratory Expenses	1,17,18,285	49,48,529
Salary, Wages and Other Expenses	4,38,71,101	3,58,98,722
Travel and Vehicle maintainance	48,80,866	36,30,173
Farm Lease Rent	36,51,676	-
Farming Expenses & Consumables	1,19,06,143	62,02,693
Membership and Meetings	66,69,291	14,85,879
	9,00,05,845	7,87,87,263
Total (A+B+C+D+E)	88,01,00,260	65,86,35,162

31 Fair Value Measurement

Particular	Carrying Amount		Fair Value	
	as at 31st March 2019	as at 31st March 2018	as at 31st March 2019	as at 31st March 2018
FINANCIAL ASSETS				
Financial Assets measured at amortised cost				
a) Non-Current Investment	4,99,72,875	4,99,70,475	13,39,22,015	4,99,70,475
b) Security Deposits	18,16,998	18,15,183	18,16,998	18,15,183
c) Trade Receivable	1,08,02,50,247	82,04,92,719	1,08,02,50,247	82,04,92,719
d) Cash on hand	3,96,398	3,91,965	3,96,398	3,91,965
e) Bank Balance	21,33,96,749	44,61,90,633	21,33,96,749	44,61,90,633
f) Advances to a related parties	9,92,20,941	7,41,77,746	9,92,20,941	7,41,77,746
g) Advances against seed production	1,03,54,44,410	88,52,30,564	1,03,54,44,410	88,52,30,564
h) Advances against purchase	4,89,06,464	1,67,97,018	4,89,06,464	1,67,97,018
i) Advances to Staff	33,18,326	61,00,783	33,18,326	61,00,783
j) Balances with Income Tax department	2,16,44,281	4,30,38,346	2,16,44,281	4,30,38,346
FINANCIAL LIABILITIES				
Financial Liabilities measured at amortised cost				
a) Non- Current Borrowings	50,45,829	31,01,359	50,45,829	31,01,359
b) Current Borrowings	57,19,05,967	32,04,04,430	57,19,05,967	32,04,04,430
c) Trade Payable	50,20,13,017	36,59,92,700	50,20,13,017	36,59,92,700
d) Current Maturity of Long term debts	45,19,478	23,28,944	45,19,478	23,28,944
e) Other Payables	27,35,13,941	27,60,32,499	27,35,13,941	27,60,32,499

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short term maturities of these instruments. The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction among willing parties, other than in a forced or liquidation sale

The Company determines fair values of financial assets and financial liabilities by discounting contractual cash inflows/ outflows using prevailing interest rates of financial instruments with similar terms. The fair value of investment is determined using quoted net assets value from the fund. Further, the subsequent measurement of all finance assets and liabilities (other than investment in mutual funds) is at

Discount rates used in determining fair value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of the borrower which in case of financial liabilities is the weighted average cost of borrowing of the Company and in case of financial assets is the average market rate of similar credits rated instrument.

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. In addition, the Company internally reviews valuation, including independent price validation for certain instruments.

Fair value of financial assets and liabilities is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using

The following methods and assumptions were used to estimate fair value:-

- Fair value of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short term maturities of these instruments.
- The fair value of the Company's interest borrowing received are determined using discount rate reflects the entity's borrowing rate as at the end of the reporting period. The own non performance risk as at the end of reporting period was assessed to be

Fair value hierarchy

All financial instruments for which fair value is recognized or disclosed are categorized within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level -1

Quoted (unadjusted) price is active market for identical assets or liabilities

Level 2:

Valuation technique for which the lowest level input that has a significant effect on the fair value measurement are observed, either directly or indirectly.

Level 3

Valuation technique for which the lowest level input has a significant effect on the fair value measurement is not based on observation market data.

32 Financial Instruments and Risk Review

i) Capital Management

The Company's capital management objectives are:-

The Board policy is to maintain a strong capital base so as to maintain inventor, creditors and market confidence and to future development of the business. The Board of Directors monitors return on capital employed.

The Company manages capital risk by maintaining sound/optimal capital structure through monitoring of financial ratios, such as debt-to-equity ratio and net borrowings-to-equity ratio on a monthly basis and implements capital structure improvement plan when necessary.

The Company uses debt ratio as a capital management index and calculates the ratio as Net debt divided by total equity. Net debt and total equity are based on the amounts stated in the financial statements.

Debt-to-equity ratio is as follows

Particular	as at 31st March 2019	as at 31st March 2018
Net Debts (A) *	36,76,78,127	-12,07,47,864
Equity (B) **	5,07,58,06,788	4,69,23,11,571
Debt Ratio % (A/B)	7.24	2.57

* Net Debts includes Non-Current borrowings, Current borrowings, Current Maturities of non current borrowing net off Current Investment and cash and cash equivalent

** Equity Include Paid up Share Capital and Other Equity.

ii) Credit Risk

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to contractual terms or obligations. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limit and creditworthiness of customers on a continuous basis to whom the credit has been granted offer necessary approvals for credit.

Financial instruments that are subject to concentration of credit risk principally consists of trade receivable investments, derivative financial instruments and other financial assets. None of the financial instruments of the Company results in material concentration of credit risk

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk is as under, being the total of the carrying amount of balances with trade receivables.

As on	Amount in Rs
31st March, 2019	1,08,02,50,247
31st March, 2018	82,04,92,719

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of financial statement whether a financial asset or group of financial assets is impaired. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 months expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition

Before acceding any new customer, the Company uses an external/internal credit scoring system to asses potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customer are reviewed periodic basis

iii) Liquidity Risk

a) Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

b) Maturities of financial liabilities

The following tables detail the remaining contractual maturities for its financial liabilities with agreed repayment period. The amount disclosed in the tables have been draw up based on the undiscounted cash flow of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

Particular	31st March 2019		31st March 2018	
	Less than 1 year	More than 1 year	More than 1 year	Less than 1 year
Financial Liabilities				
Trade Payables	49,84,78,380	35,34,637	30,57,33,704	6,02,58,996
Working capital demand Loan	51,37,28,263	-	27,93,49,021	-
Loan/Term Loan (at variable rate)	2,00,05,598	45,19,478	53,38,335	23,28,944
Total	1,03,22,12,241	80,54,115	59,04,21,061	6,25,87,940

c) Maturities of financial assets

The details of the Company's expected maturity for financial assets is given in note no 30. The table has been drawn up on based on the undiscounted contractual maturities of the financial assets including interest that will be earned such assets.

iv) Market Risk

Market risk is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market prices. Such changes in the value of financial instruments may result from changes in the foreign currency exchange rate, interest rate, credit, liquidity and other market changes.

NATH BIO-GENES (INDIA) LIMITED

		Current Year Rs.	Previous Year Rs.						
33	Contingent liabilities not provided for in respect of:-								
a)	Claims against the Company not acknowledged as debts in respect of legal cases including consumer cases.	1,05,41,250	4,46,41,176						
b)	Corporate Guarantee given in favour of IDBI and Jan Kalyan Bank towards loan taken by Paithan Mega Food Parks Ltd	43,60,00,000	30,00,00,000						
34	Estimated value of contract in capital account remaining to be executed and not provided for (Net of advances of Rs. 1,25,00,000)	52,00,000	0						
35	In the opinion of the Board, Current and Non-current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of the business.								
36	Certain accounts of Trade Receivable, Trade Payable, Unsecured Loans, Employees, Loans and Advances (including advances given to growers and inter party transfer & balances) are subject to confirmations and reconciliations, if any. The difference as may be noticed on reconciliation will be duly accounted for on completion thereof. In the opinion of the management, the ultimate difference will not be material.								
37	Managerial Remuneration:	Current Year (Rs.)	Previous year (Rs.)						
	Mr. Satish Kagliwal, Managing Director :-								
	Salary & Allowances	48,00,000	30,00,000						
	Contribution to Provident Fund	-	-						
		48,00,000	30,00,000						
	Mr. Devinder Khurana, Chief Financial Officer								
	Salary & Allowances	54,00,000	48,00,000						
	Contribution to Provident Fund	-	-						
		54,00,000	48,00,000						
	Mr. Dhiraj Rathi, Company Secretary (Appointed on 31.07.2018)								
	Salary & Allowances	2,00,000	-						
	Contribution to Provident Fund	4,800	-						
		2,04,800	-						
	Ms. Laveena Chanchalani, Company Secretary (Upto 31.07.2018)								
	Salary & Allowances	50,000	1,50,000						
	Contribution to Provident Fund	-	-						
		50,000	1,50,000						
38	Disclosures as required by the Micro, Small and Medium Enterprises Development Act, 2006 are as under:-								
	Particulars	Amount (In Rupees) Year Ended March 31, 2019	Amount (In Rupees) Year Ended March 31, 2018						
	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	48,30,458	26,90,732						
	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	7,95,953	84,62,111						
	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	74,45,694	86,66,354						
	The amount of interest due and payable for the period of making delay payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act	-	-						
	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	84,62,111	-						
	Interest due and payable towards suppliers registered under MSMED Act, for payment already made	6,45,626	10,71,468						
	Further interest remaining due and payable for earlier years	-	72,60,504						
	Note:- This information has been given in respect of such vendors to the extent they could be identified as Micro and Small enterprises on the basis of information available with the Company.								
39	The Information related to Segmental Reporting as required to be disclosed in accordance with the Indian accounting standard: '108-Operating Segment' are as under:- (A) Broadly the activity of the company falls within Two segments								
	<table border="1"> <thead> <tr> <th>Criteria</th> <th>Segments</th> </tr> </thead> <tbody> <tr> <td>Product Base</td> <td>1. Agricultural Activities (Seed Production)</td> </tr> <tr> <td></td> <td>2. Trading Activities</td> </tr> </tbody> </table>	Criteria	Segments	Product Base	1. Agricultural Activities (Seed Production)		2. Trading Activities		
Criteria	Segments								
Product Base	1. Agricultural Activities (Seed Production)								
	2. Trading Activities								

(B) The financial data of both segments are as follows

		Amount in Rs.		
Sr No	Particulars	Agriculture Activities	Trading Activity	Total
a	Segment Revenue (Net of trade discount, Scheme and discounts)			0
i	External Sales/Income			
		1,86,47,32,616	19,56,92,016	2,06,04,24,632
		1,56,49,41,911	14,77,59,000	1,71,27,00,911
ii	Inter-segment Sale	-	-	0
		-	-	0
iii	Other Income			
		-	2,27,35,457	2,27,35,457
		-	94,41,359	94,41,359
	Change in inventory			
		(29,98,21,046)	(47,86,000)	-30,46,07,046
		5,64,94,386	1,14,51,000	6,79,45,386
iv	Total Revenue			
		2,16,45,53,662	22,32,13,473	2,38,77,67,135
		1,50,84,47,525	14,57,49,359	1,65,41,96,884
b	Total Revenue of each segment as a percentage of total revenue of all segment			
		90.65	9.35	100
		90.58	9.42	100
	Less: Production Expenses /Purchases			
		1,20,28,89,875	7,00,14,568	1,27,29,04,443
		67,63,82,240	5,78,59,558	73,42,41,798
	Less: Other Expenses			
		65,72,09,891	6,89,70,064	72,61,79,955
		56,59,72,321	5,34,38,088	61,94,10,409
c	Segment Result [Profit/(loss)]			
		30,44,53,895	8,42,28,841	38,86,82,736
		26,60,92,964	3,44,51,713	30,05,44,677
d	Segment Result as a percentage of segmental result to the Profit			
		78.33	21.67	100
		88.54	11.46	100

(c) CY denotes current year and PY denotes previous year.

(d) The allocation of other expenses as mentioned in (B) (b) above, which are not directly relating to specific activity of prouction or trading, have been made by the mangement in the ratio of turnover and relied upon by the auditors.

Geographical Segment:

Particulars	Year Ended March 31, 2019			Year Ended March 31, 2018		
	India	Outside India	Total	India	Outside India	Total
Revenue						
External Segment Revenue	2,28,04,70,184	2,88,19,061	2,30,92,89,245	1,86,66,33,812	4,98,74,221	1,91,65,08,033
Total Segment Revenue	2,28,04,70,184	2,88,19,061	2,30,92,89,245	1,86,66,33,812	4,98,74,221	1,91,65,08,033
Other Information						
Carrying Amount of Segment Assets	6,44,22,88,965	1,83,44,990	6,46,06,33,955	5,69,10,12,568	2,10,36,367	5,71,20,48,935

40

In the opinion of the Board, fixed assets have been stated at cost, which is at least equal to or less than the realizable value if sold in the ordinary course of business. Consequently, the management is of the opinion that there is no impairment of assets.

41

- i The company is engaged in agricultural activities of production of seeds on lease hold land situated at various part of India.
- ii The company has entered into agreements with various growers for cultivation and production of agricultural produce in view of the fact that the company itself is unable to carry on such activities which are spread over various parts of India. The company has reimbursed the cultivation expenses based upon the agreements entered into with the growers.

42 Employee Benefits

The company has classified the various benefits provided to employees as under

Defined Contribution Plans :

During the year, the Company has recognized the following amounts in the Profit & Loss Account

	Current Year	Previous Year
- Employers Contribution to Provident Fund	62,32,882	61,59,685
- Employers Contribution to ESI	1,93,222	1,69,783
- Employers Contribution to Labour Welfare Fund	6,048	7,920

Defined Benefit Plans

The company has neither created fund nor contributed to Scheme framed by the Insurance Company for the defined benefit plans for the qualifying employees. The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit credit method with actuarial valuations being carried out at each balance sheet date.

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions: -

Particulars	Current Year	Previous Year
Discount Rate	7.79%	7.85%
Salary escalation rate	6%	6%
Expected rate of return on Plan Assets	-	-
Expected average remaining service of employee in the number of years	-	-

Disclosures for defined benefit plans based on Actuarial Reports as at 31st March 2019

a) Change in Present Value of Defined Benefit Obligation		
Particulars	Current Year	Previous Year
Present value of obligations at the beginning of the year	1,63,52,760	1,64,67,913
Current Service Cost	14,57,370	16,20,459
Past Current Service Cost	0	5,57,693
Interest Cost	12,83,692	12,08,745
Actuarial (Gain) / Loss	8,39,441	-4,92,932
Benefit paid	-30,44,941	-30,09,118
Present value of obligations at the end of the year	1,68,88,322	1,63,52,760
b) Change in Fair value of plan assets		
Particular	Current Year	Previous Year
Fair Value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Employer's contributions	30,44,941	30,09,118
Actuarial gain / (loss) on plan assets	-	-
Benefit paid	-30,44,941	-30,09,118
Fair value of plan assets at the end of the year	-	-
c) Percentage of each category of plan assets to total fair value of plan assets as at 31st March 2019		
Particulars	Current Year	Previous Year
Obligation on the part of the Company	100%	100%
d) Reconciliation of the present value of defined benefit obligations and the fair value of plan assets		
Particulars	Current Year	Previous Year
Present value of funded obligations as at the end of the year	0	0
Fair value of plan assets as at the end of the year	0	0
Funded (Assets)/liability recognized in the Balance Sheet as at the end of the year	0	0
Present value of unfunded (assets) / obligations as at the end of the year	1,68,88,322	1,63,52,760
Unrecognized past service cost	0	0
Unrecognized actuarial (gain)/loss	0	0
Unfunded net (Assets)/liability recognized in the Balance Sheet as at the end of the year	1,68,88,322	1,63,52,760
e) Net employee benefit expense (Recognized in employment cost) for the year ended on 31st March 2019		
Particulars	Current Year	Previous Year
Current Service Cost	14,57,370	16,20,459
Interest Cost	12,83,692	12,08,745
Expected return on plan assets	-	-
Net Actuarial (Gain) / Loss recognized in the year	8,39,441	-4,92,932
Past Service cost	0	0
Net Gratuity (Income) / expense	35,80,503	23,36,272
f) Detail of Present value of obligation, Plan Assets and Experience Adjustments		
Particulars	Current Year	Previous Year
Present value of obligation	1,68,88,322	1,63,52,760
Fair value of plan assets	-	-
(Surplus) / Deficit	1,68,88,322	1,63,52,760
Experience Adjustment	-	-
(Gain)/ Loss on plan liabilities	-	-
(Gain)/ Loss on plan assets	-	-
g) Expected contributions to Gratuity Fund next year Rs. NIL (Previous Year Rs. NIL)		
h) The liability for leave encashment and compensated absences as at year end is Rs. 56,95,969 (Previous year liability Rs. 60,28,752)		
43 Related parties disclosure		
List of related parties		
a) Associates:-		
i) Global Transgenes Ltd.		
ii) Agri Tech (India) Ltd.		
iii) Nath Biotechnologies Ltd.		
iv) Nath Royal Seed Ltd		
v) Paithan Mega Food Parks Pvt Ltd		
b) Key Management Personnel:-		
Mr. Satish Kagliwal (Managing Director)		
Mr. Devinder Khurana (Chief Financial Officer)		
Mr Dhiraj Rathi (Company Secretary)		

d) Transactions carried out with related parties as referred to in (a) to (c) above, in the ordinary course of the business:

				Amount in Rupees	
Sr no	Name of party	Nature of transactions	Current year	Previous year	
1	Global Transgenes Ltd.	Purchase of Seed	31,74,999	-	
		Purchases of Gene Development Know How	-	4,00,00,000	
		Reimbursement of expenses paid	1,08,61,000	92,30,000	
		Incentive granted	8,57,285	6,92,000	
2	Agri Tech (India) Ltd.	Amount Received	4,83,56,257	15,81,89,262	
		Transfer (credit to account)	1,51,650	62,68,378	
		Amount Paid	5,56,68,257	13,93,07,459	
		Transfer (debit to account)	2,08,16,142	71,10,080	
3	Nath Biotechnologies Ltd.	Land Purchase	20,21,00,000	-	
		Transfer (debit to account)	91,91,979	3,07,92,479	
		Amount Received	67,20,415	3,10,16,650	
		Amount Paid	1,57,26,242	2,87,70,125	
4	Nath Royal Seed Ltd	Transfer (credit to account)	5,79,871	4,49,14,296	
		Purchases	-	-	
		Amount Received	14,97,000	2,10,000	
		Transfer (credit to account)	-	71,797	
5	Paithan Mega Food Park Pvt Ltd	Amount Paid	38,400	82,750	
		Transfer (debit to account)	-	69,04,806	
		Warehouse Rent	1,15,00,000	9,93,066	
		Advance given against purchase of land	1,25,00,000	-	
6	Satish Kagliwal	Reimbursement of expenses paid	7,50,008	-	
		Remuneration	48,00,000	30,00,000	
7	Devinder Khurana	Remuneration	54,00,000	48,00,000	
8	Dhiraj Rathi	Remuneration	2,04,800	-	
9	Leena Chanchalani	Remuneration	50,000	1,50,000	

e) Out standing balances at the year end

	as on 31.03.2019	as on 31.03.2018
	Rs.	Rs.
1 Global Transgenes Ltd.	4,289 Dr	25,62,242 Cr
2 Agri Tech (India) Ltd.	74,20,970 Dr	2,05,55,523 Cr
3 Nath Biotechnologies Ltd.	9,17,95,682 Dr	7,41,77,747 Dr
4 Nath Royal Seed Ltd	0	1,32,04,260 Dr
5 Paithan Mega Food Parks Pvt Ltd	2,44,852 Cr	9,93,066 Cr

Notes:

1 Related party relationship is as identified by the Company and relied upon by the Auditors.

2 No amounts in respect of related parties have been written off/back during the year, nor have been provided for as doubtful debts.

44 FOREIGN CURRENCY TRANSACTIONS

	Current Year	Previous Year
	Rs.	Rs.
CIF value of Imports: Purchase of Win Chi Win & Vegetable Seeds	3,59,30,548	1,99,18,684
Expenditure in Foreign Currency: -		
Travelling Expenses	29,36,527	7,18,220
Software Purchase	6,97,000	-
Membership Fee	34,04,357	-
Sales Promotion	13,67,506	-
Royalty	3,13,817	-
Earning in Foreign Currency: F O B value of Exports	2,88,19,061	4,98,74,221

45 Difference in Foreign Exchange Gain (Loss) included in other income

23,52,566 -4,38,000

46 Details related to Investments made, Loans and Advances given and security provided as per section 186 of the Companies Act 2013.

Name of the Party	Resolution Passed on	Limit prescribed in resolution	Investment made	Amount outstanding as on 31st March, 2019
Investment	08.08.2016	2,50,00,00,000		
Paithan Mega Food Park Pvt. Ltd.			4,99,40,000	4,99,40,000

Name of the Party	Resolution Passed on	Limit prescribed in resolution	Loan granted during the year	Amount outstanding as on 31st March, 2019	Maximum outstanding during the year
Loans and Advances					
Nath Bio-technologies Ltd Agritech (India) Ltd.	08.08.2016	2,50,00,00,000	1,57,26,242 74,20,970	9,17,95,682 74,20,970	18,04,05,773 74,20,970
(i) In respect of above parties, rate of interest is Nil.				9,92,16,652	18,78,26,743
Name of the Party	Resolution Passed on	Limit prescribed in resolution	Additional Guarantee granted during the year	Amount outstanding as on 31st March, 2019	Maximum outstanding during the year
Guarantee Given					
IDBI Bank (in favour of Paithan Mega Food Parks Limited)	08.08.2016	2,50,00,00,000	-	30,00,00,000	30,00,00,000
47	Expenditure on Corporate Social Responsibility Activities			Current Year (Rs)	Previous Year (Rs)
(a)	Gross amount required to be spent by the Company during the year			42,20,701	39,60,823
(b)	Amount spent during the year				
(i)	Donations			-	-
(ii)	Expenditure on Rural Transformation			44,31,736	40,59,843
(iii)	Other			-	-
The company has been engaged in farmers education for imparting farming training in technology, use of upgraded seeds and methodology of seed production etc. In view of this some of such programme undertaken by the Company are classified as CSR activities.					
48	The net profit (loss) for the purpose of measurement of basic and diluted earnings per share in terms of Indian Accounting Standard - 33 on Earnings Per Share has been calculated as under:				
				Current Year Rs	Previous Year Rs.
	Net Profit (loss) as per Profit & Loss Account			38,34,95,217	29,41,85,054
	Less :- Dividend on Preference Shares			-	-
	Numerator: Profit Available for equity share holders			38,34,95,217	29,41,85,054
	Denominator: Weighted Average Number of Equity shares outstanding (nos)			1,90,04,000	1,69,90,301
	Denominator for Diluted equity share holder			1,90,04,000	1,69,90,301
	Basic Earnings per share is arrived at by dividing Numerator by Denominator			20.18	17.31
	Diluted Earnings per share is arrived at by dividing Numerator for diluted equity share holder by Denominator			20.18	17.31
	The nominal value per equity shares is Rupees			10	10
49	Disclosure of Derivatives:				
Particulars	Foreign Currency Denomination	Foreign Currency Amount	Amount (In Rupees)	Foreign Currency Amount	Amount (In Rupees)
			March 31, 2019	March 31, 2018	
Assets (Trade Receivables)	USD	2,21,750	1,53,38,736	3,28,423	2,10,36,367
Assets (Advance for purchase)	USD	43,461	30,06,254		
Liabilities (Trade Payable)	Euro	84,974	66,02,684	37,373	30,52,361
The foreign currency outstanding has been translated at the rates of exchange prevailing on the Balance Sheet date in accordance with Indian Accounting Standard 21 - "The Effects of Changes in Foreign Exchange".					
50	Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's presentation.				
Satish Kagliwal Managing Director DIN: 00119601	Sweta Kagliwal Director DIN No.: 02052811	Devinder Khurana Chief Financial Officer	Dhiraj Rathi Company Secretary		
Place:Aurangabad Date: 30.05.2019					

FORM A

1.	Name of the Company	NATH BIO-GENES (INDIA) LIMITED
2.	Annual financial statements for the year ended	31 st March 2019
3.	Type of Audit qualification	NIL
4.	Frequency of qualification	NA
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the Directors report	NA
6.	Additional comments from the board/audit committee chair	NA
7.	To be signed by:	
	CEO/Managing Director	Mr. Satish Kagliwal Managing Director
	CFO	Mr. Devinder Khurana Chief Financial Officer
	Auditors of the Company	For Ashok R Majethia Chartered Accountants FRN 127769W
		Ashok Majethia Proprietor Membership No 124781
	Audit Committee Chairman	Mr. Kashinath Iyer Chairman, Audit Committee

NATH BIO-GENES (INDIA) LIMITED

Registered Office: Nath House, Nath Road, Aurangabad – 431005

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting venue)
ANNUAL GENERAL MEETING – Saturday, August 10th, 2019

Reg, Folio No./ DP ID & Client ID No.: _____ No. of shares held: _____

Name of the attending member (in block letters)

Name of proxy (in block letters, to be filled in by the proxy attending instead of the member)

I hereby record my presence at the Annual General Meeting of the Company at Nath House, Nath Road, Aurangabad – 431005 on Saturday August 10th, 2019 at 11.00 a.m.

Member's / Proxy's Signature

Notes:

- 1) Interested joint members may obtain attendance slips from the Registered Office of the Company.
- 2) Members / joint members / proxies are requested to bring this slip with them. Duplicate slips will not be issued at the entrance of the conference hall.
- 3) The proxy form must be deposited so as to reach the Registered Office of the Company not less than FORTY-EIGHTHOURS before the time of the Annual General Meeting.

NATH BIO-GENES (INDIA) LIMITED

Registered Office: Nath House, Nath Road, Aurangabad – 431005

PROXY FORM

Reg. Folio No. / DP ID & Client ID No.: _____ No. of shares held: _____

I/We _____ of _____ being a member / members of the above- named Company hereby appoint _____ of _____ of failing him / her _____ of _____ as my / our proxy to attend and vote for me / us on my / our behalf at the Annual General Meeting of the Company to be held at Nath House, Nath Road, Aurangabad – 431005 on Saturday, August 10th, 2019 at 11.00 a.m.

Signature:

Affix ₹1/-
Revenue
Stamp

Date: