



Nath Seeds Ltd.

April 25, 2014

- 1) The Secretary,
Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers
Dalal Street, MUMBAI 400 001
- 2) The Secretary,
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E), MUMBAI 400 051
- 3) The Secretary,
Ahmedabad Stock Exchange Ltd
Kamdhenu Complex
Opp Sahajanand College
Panjarpole, AHMEDABAD 380 015

SCRIP CODE NO: 526576

Sub: Clause 31 of Listing Agreement

Dear Sir,

The meeting of the Board of Directors of Nath Seeds Limited was held on 23rd April 2014, for the purpose of Approval of the Notice of the Annual General Meeting & fixing the date of the Annual General Meeting;

The Annual Report was issued & we are attaching herewith six copies of the Annual Report of the Company for the year ended 31st March 2014 for your reference.

This is for your information and record purpose.

Thanking You.

Yours faithfully,
For Nath Seeds Limited,

Authorised Signatory

H.O. : Nath House, Nath Road, P. B. No. 318, Aurangabad 431 005

Tel. : 2376314 to 17, 2376686, 2376687 Telex : 0745-290 NATH IN Gram : NATHSEEDS Fax : 0240 2376188
E-mail : info@nathseeds.com

B.O. : 1, Chateau Windsor, 86 Veer Nariman Road, Churchgate, Mumbai 400 020
Tel. : 22871001 • 22875653/54/55 Telex : 011-86585 NATH IN Gram : NATHPAPER FAX : 022-22875652

**NATH
GROUP**



NATH SEEDS LIMITED

ANNUAL REPORT

2014



NATH SEEDS LIMITED

DIRECTORS

Satish Kagliwal
Akash Kagliwal
Shrirang Agrawal
Radhesham Attal

COMPANY SECRETARY

Krutika Apte

AUDITORS

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

REGISTERED OFFICE

Nath House
Nath Road
Aurngabad 431005

ADMINISTRATIVE OFFICE

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

REGISTRAR & TRANSFER AGENTS

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



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NOTICE

Notice is hereby given that the ANNUAL GENERAL MEETING of NATH SEEDS LIMITED will be held at the Registered Office of the company at Nath House, Nath Road, Aurangabad-431005 on Saturday the 17th May, 2014 at 4 p.m., to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet of the Company as at March 31, 2014 and Statement of Profit & Loss for the year ended as on that date together with the Reports of Directors and Auditors thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution;

“RESOLVED that pursuant to the provisions of section 139 of the Companies Act, 2013, M/s Gautam N Associates, Chartered Accountants, Aurangabad (Firm Registration No 103117W) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company for a period of three years commencing from the conclusion of this Annual General Meeting to conclusion of the forth Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company.
3. To appoint Mr. Shrirang Agrawal as Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. TO CONSIDER & IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION

“RESOLVED THAT Pursuant to the provisions of section 13 of the Companies Act, 2013 (corresponding to Section 21 of the Companies Act, 1956) and other applicable provisions if any, and subject to the approval of the Central Government, the name of the company be changed from NATH SEEDS LIMITED to TECHINDIA NIRMAN LIMITED & the name NATH SEEDS LIMITED, wherever it appears in the Memorandum of Association, Articles of Association, documents etc be substituted by the new name TECHINDIA NIRMAN LIMITED.

RESOLVED FURTHER THAT Mr. Satish Kagliwal, Whole Time Director of the Company be and is hereby authorised to do all acts & deeds, settle all matters and things arising out of and incidental to the above mentioned change in the name of the Company and further take all such steps as it may, in its absolute discretion, deem necessary to give effect to this resolution.”

5. TO CONSIDER & IF THOUGHT FIT TO PASS WITH OR WITHOUT SMODIFICATION THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of section 13 & 14 of the Companies Act 2013 & pursuant to the change of name of the company, Clause I of the Memorandum of Association of the company, be and is hereby altered to read as follows;

I. The name of the Company is TECHINDIA NIRMAN LIMITED.

RESOLVED FURTHER THAT the Articles of association of the Company be and is hereby altered to include the name TECHINDIA NIRMAN LIMITED.

RESOLVED FURTHER THAT the alterations as mentioned in this resolution be noted in the Memorandum of Association & Articles of Association.

RESOLVED FURTHER THAT Mr. Satish Kagliwal, Whole Time Director of the Company be and is hereby authorized to sign & file the necessary forms with the Registrar of Companies & do all the necessary acts in order to give effect to the above resolution.”

6. TO CONSIDER & IF THOUGHT FIT TO PASS WITH OR WITHOUT SMODIFICATION THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION

RESOLVED THAT pursuant to the provisions of Section 196 & 203 of the Companies Act 2013 (including any amendment, modification, variation or re-enactment thereof), (Section 198, 269, 309 Schedule XIII to the Companies Act, 1956) and subject to approval of the Central Government, if any, the approval of the Company be and is hereby accorded to the re-appointment of Mr. Satish Kagliwal as the Managing Director of the Company for a period of five years effective from 17th May 2014 to 16th May 2019 without any remuneration.

RESOLVED FURTHER THAT Mr. Akash Kagliwal, Director of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to the above resolution.”

By order of the Board of Directors

Date: 23st April, 2014
Registered Office: Nath House
Nath Road,
Aurangabad-431005

Krutika Apte
Company Secretary

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NOTES: 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. The Proxy Forms duly completed must reach the Registered Office of the company not less than forty Eight Hours before the commencement of the meeting.

3. Pursuant to Section 91 of the Companies Act, 2013, (corresponding to Section 154 of the Companies Act, 1956), The Register of Members and Share Transfer Books of the Company will be closed from 14th May 2014 to 17th May 2014 both days inclusive.

4. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, (corresponding to Section 173 of the Companies Act, 1956), in respect of the business under Item Nos. 7 to 9 as set out above are annexed hereto.

NOTES

The following Explanatory Statements, as required by Section 102 of the Companies Act, 2013, (corresponding to Section 173 of the Companies Act, 1956), set out all material facts relating to the business under Item Nos. 4, 5 and 6 mentioned in the accompanying Notice dated April 23, 2014.

ITEM NO 3

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

NAME OF DIRECTOR	Mr. Shrirang Agrawal
Date of Birth	16.02.1947
Date of Appointment	30.01.2008
Qualification	Graduate
Experience in special functional area	Industrialist with rich business experience
Chairman/ Director of other companies	<ol style="list-style-type: none"> 1. Global Transgenes Limited 2. Tapovan Paper & Board Mills Limited 3. Raasi Synthetics And Chemicals Limited 4. Nath Seeds Limited 5. Agri-Tech (India) Limited 6. Nath Biotechnologies Limited 7. Nath Pulp & Paper Mills Limited 8. Barkha Farms Private Limited 9. Wexford Trading Private Limited 10. Wellspring Enterprises Private Limited 11. Tapovan Farms Private Limited
Chairman/ Member of Committees of other Companies	<p>Nath Seeds Limited</p> <ul style="list-style-type: none"> - Audit Committee - Investor Grievance Committee <p>Agri-Tech (India) Limited</p> <ul style="list-style-type: none"> - Audit Committee - Investor Grievance Committee <p>Nath Pulp & Paper Mills Limited</p> <ul style="list-style-type: none"> - Audit Committee & Chairman - Investor Grievance Committee &

	Chairman
No of shares held in the Company	NIL

ITEM NO 4

The Company changed its main object to venture into Real Estate & Infrastructure development by passing a special resolution through postal ballot on 25th June 2013. Pursuant to the new business of the company, the promoters of the company have proposed to change the name of the company from NATH SEEDS LIMITED to TECHINDIA NIRMAN LIMITED.

The Registrar of Companies, Mumbai, vide its letter dated 29th March, 2014, has made available the new proposed name "TECHINDIA NIRMAN LIMITED" to the Company.

The provisions of the Companies Act, 2013, inter alia, require approval of the Members of the Company by way of Special Resolution for change of name of the Company and for consequential alteration of Memorandum and Articles of Association of the Company

ITEM NO 5

With reference to Item no 4 it will become necessary to alter the Memorandum of Association & the Articles of Association of the Company to include the new name of the company "TECHINDIA NIRMAN LIMITED".

The provisions of the Companies Act, 2013, inter alia, require approval of the Members of the Company by way of Special Resolution for altering the provisions of the Memorandum of Association & the Articles of Association of the Company.

ITEM NO 6

Pursuant to the provisions of Section 196 & 203 of the Companies Act 2013, it is necessary to re-appoint Mr. Satish Kagliwal as Managing Director of the Company whose term of office expires on 1st October 2014. It is necessary to re-appoint him pursuant to the provisions of section 196 & 203 of the Companies Act 2013.

NAME OF DIRECTOR	Mr. Satish Kagliwal
Date of Birth	23 rd August 1957
Qualification	Masters in Business Administration
Experience in special functional area	Industrialist with rich business experience
Chairman/ Director of other companies	Agri-Tech (India) Limited Arati Farms Private Limited Barkha Farms Private Limited Dizziland Farms Private Limited Ferry Fax Farms Private Limited Nath Bio-Technologies Limited Nath Royal Limited Nath Royal Seeds Limited Pace Farms Private Limited Paithan Mega Food Park Private Limited Pithambar Farms Private Limited

	Tingli Finvest Private Limited Nath Research Foundation Emerald Seeds Private Limited Nature-Tech Foods Private Limited
Managing Director	Nath Bio-Genes (India) Limited

Mr. Satish Kagliwal & Mr. Akash Kagliwal are interested in the above resolution.

The Board of Directors commends the above resolutions for your approval.

By order of the Board of Directors

Date: 23rd April, 2014
Registered Office: Nath House
Nath Road,
Aurangabad-431005

Krutika Apte
Company Secretary

<p>Invitation to participate in the Green Initiative launched by the Ministry of Corporate Affairs we invite our Members to participate in the Green Initiative by registering their Email IDs with the Company by letter or e-mail to investor@nathseeds.com to enable it to send documents such as Annual Report, Notices of General Meetings, Postal Ballot Notices, ECS Credits etc. by email. This is now permitted by the Ministry of Corporate Affairs vide their Notifications No. 17/2011 and No. 18/2011 dated April 21, 2011 and April 29, 2011 respectively.</p>
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DIRECTORS' REPORT

Your Directors are pleased to present the Annual Report together with the Audited Accounts of your Company for the financial year ended 31st March 2014.

FINANCIAL RESULTS

(Rs In Lacs)

Sr. No	PARTICULARS	YEAR ENDED	
		31.03.2014	31.03.2013
1.	Sales	0	1240.25
2.	Profit before Interest & Depreciation	(53.24)	31.19
3.	Interest	0.01	16.59
4.	Depreciation	5.83	6.48
5.	Profit Before Tax	(47.4)	8.12
6.	Tax Provision	0	0
7.	Profit After Tax	(47.4)	8.12
8.	Extra-Ordinary Items	(13.21)	0
9.	Profit carried to Balance Sheet	(60.61)	8.12

OVERALL PERFORMANCE AND OUTLOOK

Your company had been in the Hybrid Seeds business since inception. Pursuant to the Scheme of Reconstruction and Rearrangement the Seed Business was transferred to another company. We continued Cotton and Paddy seed production for few years. However last year that activity was also closed. Keeping in view the vast opportunities available in the Real Estate and Infrastructure field, it was then decided to venture into these areas. Accordingly the main objects of the Company were changed through Postal Ballot. We also applied to Registrar of Companies for change of name to suit the new business line of the Company. Accordingly "TECHINDIA NIRMAN LIMITED" has been allotted to the Company.

Although no business has been conducted by the Company in this year, we are gearing up to venture into the new line of business of Real Estate and Infrastructure Development.

CHANGE OF NAME OF THE COMPANY

With reference to the Change in the Business activity of the Company, the management has as stated in the notice of the Annual General Meeting proposed to change the name of the Company to "TECH INDIA NIRMAN LIMITED". The Board of Directors will ensure the due compliance of all the terms and conditions as stipulated by the Listing Agreement, The Companies Act 2013 during the process of name change.

MANAGEMENT REVIEW ANALYSIS

The company had made its name in the agriculture sector. With the change of business line the company is now in the process of venturing into real estate and infrastructure sector. Your company has a good exposure in the real estate market and has considerable landed assets in Aurangabad. The real estate market, although dull at this juncture has a tremendous scope of growth. We as a company plan to venture into this sector to reap operational benefits in future.

i. OPPORTUNITIES AND THREATS

The real estate market is open to strategic opportunities but then it is also prone to the ups and downs from time to time. We are entering in this area at a time when the market is undergoing a slow down. Our asset base would be well placed at this juncture to catch the upside in the coming few years. Also, as management the company is well placed with competent persons to encash the future opportunities while keeping the inherent risks under check.

ii. SEGMENTATION OR PRODUCT-WISE PERFORMANCE

The Company would only be dealing in the real estate business from this year onwards and hence would be reported as one segment.

iii. OUTLOOK, RISK AND CONCERNS

The main risk in the real estate and infrastructure industry is high cost of construction and variable demand from time to time. The Company feels that with the large asset base available at its disposal and also with competent management, the company would be able to face the situation better in future. There is an opportunity to accelerate growth in the real estate sector which has remained stagnant for over past few years.

iv. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

There is adequate internal control system in the company through internal audit and regular operational reviews.

v. DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

During the year a number of key HR initiatives were taken up to link business objectives with employee performance. The human resources of the Company are adequately motivated to work towards optimal performance. The industrial relations are also cordial.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally.

The Report on Corporate Governance as stipulated under Clause 49 of Listing Agreement forms part of the Annual Report. The Requisite Certificate from the Auditors of the Company, Gautam N Associates, Chartered Accountants, Aurangabad confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is attached to this report.

DIVIDEND

Given the growth requirements of the business and the inadequacy of profits in the Company, the Directors have not recommended any dividend for the financial year 2013-14.

DEPOSITS

The Company had accepted Fixed Deposits as per section 58A of the Companies Act, 1956, and has strictly adhered to all the applicable laws and regulations including the Companies Act, 1956 read with Rules issued thereunder. The Company has complied with all the necessary requirements while accepting deposits.

The Company has repaid all its fixed deposit holders during the year 2013 and there are no fixed deposits as per section 58A of the Companies Act, 1956 for the year ended 31st March 2014.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION FOREIGN EXCHANGE EARNING & OUTGO:

In terms of rule 2 of The Companies (Disclosure of particulars in the report of Board of Directors Rules, 1988) the relevant particulars are given as under.

Conservation of Energy:

The Company has taken necessary measure to achieve economy in consumption of energy.

Technology Absorption & Research and Development:

The company has employed state-of-the-art technology, wherever applicable.

Expenditure on R & D	NIL
Foreign Exchange Earning and Outgo: Earnings	NIL
Outgo	NIL

DIRECTORS

Mr. Shirang Agrawal, Director retires by rotation and being eligible offers himself for re-appointment. Pursuant to Clause 49 of the Listing Agreement, Details of Directors retiring by rotation is provided as part of the Notice of the ensuing Annual General Meeting.

Mr. Satish Kagliwal was appointed as the Whole Time Director of the company, and his term of office expires on 1st October 2014, and as stated in the Notice of the Annual General Meeting it is proposed to appoint him as the Managing Director of the Company. Mr. Satish Kagliwal is a Managing Director in Nath Bio-Genes (India) Limited & the Board of Directors have given their unanimous approval for his appointment as Managing Director of our Company.

COMPANY SECRETARY

Pursuant to the provisions of the Companies Act, 1956, your company has appointed Ms. Krutika Apte as a full time Company Secretary of the Company for ensuring the compliance of all necessary statutory requirements and procedures.

AUDITORS

M/s Gautam N Associates, Chartered Accountants, Aurangabad retire at the ensuing Annual General Meeting and being eligible, have expressed their willingness to continue, if so appointed. As required under the provisions of section 139(1) of 2013 Act & the Companies (Audit & Auditors) Rules 2014, your Company has obtained a written certificate from the Auditors proposed to be re-appointed to the effect that, if the appointment is made it shall be in accordance with the conditions as may be prescribed. The Board hereby requests the members to reappoint M/s Gautam N Associates, Chartered Accountants, Aurangabad as the Auditors for period of three years from the conclusion of this Annual General Meeting till the Annual General Meeting to be held in 2017.

AUDITORS REPORT

The Auditors in their Report have commented regarding the penalty proceedings initiated by Income Tax Department. Here it is clarified that the base demand on which the penalty proceedings have been initiated has already been allowed by the department. Hence we have appealed against this penalty proceeding with the department and are confident that the issue will be decided in our favour. The other comments are self-explanatory, and therefore, in the opinion of the Directors, do not call for any further explanation.

PARTICULARS OF EMPLOYEES

As required by Section 217 (2 A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, the information be treated as NIL, as no employee is drawing salary equals to or above the limits mentioned in the said Section and Rules.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) of Companies Act, 1956, 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, 2014 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.

INSURANCE

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

ACKNOWLEDGEMENT

The employees of NATH SEEDS LIMITED continue to work with great dedication and commitment. The Board desires to place on record its appreciation to all the employees of the company during the year under review.

The Board also acknowledges the support given by Banks, Financial Institutions and Government Authorities.

For and on behalf of the Board of Directors

23rd April 2014

Registered Office:

Nath House,
Nath Road,
Aurangabad-431005

Whole Time Director

Satish Kagliwal

DIN 00119601

Director

Akash Kagliwal

DIN 01691724

CORPORATE GOVERNANCE REPORT

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is listed below:

MANDATORY REQUIREMENTS

1. Company's Philosophy:

The Company's philosophy on Corporate Governance envisages the attainment of high level transparency and accountability in the functioning of the Company and the conduct of its business internally and externally, including its interaction with employees, shareholders, creditors, consumers and institutional and other lenders and places due emphasis on regulatory compliance.

Traditional views of governance as a regulatory and compliance requirement have given a way for adoption of governance as an integral part of the Company. Several initiatives have been taken for maintaining the highest standards which include efficient shareholders' communications, observance of Secretarial Standards issued by the Institute of Company Secretaries of India, Best Governance Practices.

The Company will continue its journey in raising the standards in Corporate Governance and will also review its systems and procedures constantly to keep pace with the changing economic environment.

2. The Board of Directors

Composition and Status of Directors

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

Name of the Director	Category	No of Public Directorships	Committee Membership	Committee Chairmanship
Mr. Satish Kagliwal	Promoter Executive	6	2	-
Mr. Akash Kagliwal	Promoter Executive	9	6	-
Mr. Radhesham Attal	Independent Non-Executive	3	2	2
Mr. Shrirang Agrawal	Independent Non Executive	6	6	2

The present strength of the Board of Directors is 4.

Attendance of Directors at the Board Meeting

During the year ended 31st March 2014, Six Board of Directors Meetings were held on 25th April 2013, 29th May 2013, 29th July 2013, 28th October 2013, 27th January 2014 and 25th March 2014 The

interval between two meetings did not exceed four months. The attendance of each Director at Board of Directors Meetings is as under.

Name of Director	No. of Board Meetings
Mr. Satish Kagliwal	6
Mr. Akash Kagliwal	6
Mr. Radhesham Attal	6
Mr. Shrirang Agrawal	6

All significant information had been place before the Board.

3. 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.

4. Committees of the Board

A. AUDIT COMMITTEE

(i) Broad Terms of Reference

The terms of reference of the Audit Committee include:

- To review the Company's financial reporting process and its financial statements.
- To review the accounting and financial policies and practices.
- To review the efficacy of the internal control mechanism and monitor risk management policies adopted by the Company and ensure compliance with regulatory guidelines.
- To review reports furnished by the internal and statutory auditors and ensure that suitable follow-up action is taken.
- To examine accountancy, taxation and disclosure aspects of all significant transactions.

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Agreement.

(ii) Composition

The Audit Committee constitutes of three Directors namely Mr. Radhesham Attal, Chairman Mr. Akash Kagliwal, Committee Member & Mr. Shrirang Agrawal, Committee Member. During the year ended 31st March 2014, five audit committee meetings were held on 25th April 2013, 29th May 2013, 29th July 2013, 28th October 2013, and 27th January 2014. The Company Secretary acts as the Secretary of the Audit Committee. The constitution of the Audit Committee and attendance of the committee members at the meetings were as under:

Name of Director	Status	No. of Meetings attended
Mr. Radhesham Attal	Chairman, Independent, Non-Executive	5
Mr. Akash Kagliwal	Member, Promoter, Executive	5
Mr. Shrirang Agrawal	Member, Independent, Non-Executive	5

B. SHARE TRANSFER & INVESTOR GRIEVANCES COMMITTEE.

(i) Broad terms of reference and composition

The Committee has been constituted with the necessary powers to carry out Share transfers, dematerialization/re-materialization of shares as well as handling shareholders/investor grievances. In short, the terms of reference of the Committee include, redressal of shareholders and investors complaints, regarding transfer and transmission of shares, dematerialization of shares and issue of duplicate share certificates, non-receipt of Balance Sheet etc. The Committee also oversees the performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

(ii) Composition

The Share Transfer and Investor Grievances Committee constitute of three Directors namely Mr. Radhesham Attal, Chairman Mr. Akash Kagliwal, Committee Member & Mr. Shrirang Agrawal, Committee Member. During the year ended 31st March 2014, four committee meetings were held on 25th April 2013, 29th July 2013, 28th October 2013, and 27th January 2014. The Company Secretary acts as the Secretary of the Share Transfer and Investors' Grievance Committee. The constitution of the Share Transfer and Investors' Grievance Committee and attendance of the committee members at the meetings were as under:

Name of Director	Status	No. of Meetings attended
Mr. Radhesham Attal	Chairman, Independent, Non-Executive	4
Mr. Akash Kagliwal	Member, Promoter, Executive	4
Mr. Shrirang Agrawal	Member, Independent, Non-Executive	4

(iii) Details of Shareholders' complaints

The company during the year received 1 complaint. There were NIL complaints pending disposal as on 31st March 2014.

(iv) Compliance Officer

Ms. Krutika Apte is the Compliance officer of the Company for complying with requirements of SEBI Regulations and the Listing Agreements of the Stock Exchanges in India.

5. Company Secretary

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible to ensure compliance with the applicable statutory requirements and is the interface between the management and regulatory authorities for governance matters. Ms. Krutika Apte has been employed as the Company Secretary of the Company.

6. Details of General Body Meetings

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

Financial Year	Place	Date	Time
2012-2013	Nath House, Nath Road, Aurangabad (MAH) 431005	31 st August 2013	2.00 PM
2011-2012	Nath House, Nath Road, Aurangabad (MAH) 431005	1 st September 2012	4.00 PM
2010-2011	Nath House, Nath Road, Aurangabad (MAH) 431005	30 th September 2011	4.00 PM

The following special resolutions were passed pursuant to Section 192A of the Companies Act, 1956, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, & the result of the same was declared on 25th June 2013.

- Special Resolution under Section 16 of the Companies Act, 1956-Deletion of the existing Main object and insertion of new main object.
- Special resolution u/s 149(2A)- For commencement of any new business
- Special Resolution u/s Section 372A of the Companies Act, 1956 for Inter-corporate Loans & Investments.
- Ordinary Resolution- Increasing the Borrowing Limits to Rs 250 Crores u/s 293(1) (d).
- Ordinary Resolution-for creation of charge on movable & Immovable Properties of the company u/s 293(1)(a).

7. Means of communication

(a) Quarterly Results: The Board of Directors of the Company approved and took on record & communicated the Unaudited Results of the Company to the Stock Exchanges and displayed the same on the Company's website www.nathseeds.com.

(b) News Releases, Presentations: Official news, Releases are displayed on the Company's website www.nathseeds.com.

(c) Annual Report: The Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto.

(d) Designated E-mail-id: The Company has designated the following Email-id exclusively for investors: investor@nathseeds.com

8. Disclosures

- No transaction of material nature has been entered into by the Company with directors or management and their relatives, etc. that may have a potential conflict with the interest of the Company.
- There are some financial & operating transactions with its Promoters & Directors & associate concerns which are not conflicting to Company's interest. The details of such transactions have been shown in Note No.26 forming part of the financial statement for the year ended 31st March, 2014.
- Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any other statutory authority on any matter related to capital markets, during the last three years : Nil
- The Company has not established any mechanism as referred under Whistle Blower policy.
- Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause: The Company has complied with all mandatory requirements. No non-mandatory requirements were adopted.

9. Shareholders information

a. Registered Office

Nath Seeds Limited
Nath House
Nath Road, Aurangabad
Maharashtra, 431 005

b. Annual General Meeting

Location	Nath Seeds Limited Nath House, Nath Road Aurangabad, 431005
Date & Time	Saturday, 17th May 2014, 4.00 PM

c. Date of Book Closure

The register of share holders of the Company will remain closed on 14th May 2014 to 17th May 2014 both days inclusive.

d. Financial Calendar

- Financial Reporting for the Quarter Ending 30th June 2014 by July 2014.
- Financial Reporting for the Quarter Ending 30th September 2014 by October 2014.
- Financial Reporting for the Quarter Ending 31st December 2014 by January 2015.
- Financial Reporting for the Quarter Ending 31st March 2015 by April 2015.
- Annual General Meeting for the Year ending 31st March 2015 by September 2015.

e. Listing on Stock Exchanges and ISIN No.

The Company's shares are listed at the Stock Exchange, Mumbai, National Stock Exchange of India Limited, Mumbai and the Stock Exchange Ahmadabad, under ISIN No. ISIN-INE778A01021, by National Securities Depository Limited and Central Depository Services (India) Limited. The shares of the company fall under the category of compulsory delivery in dematerialized mode by all category of investors.

f. Listing Fee Status

Bombay Stock Exchange	Paid for the year 2014-2015
National Stock Exchange	Paid for the year 2014-2015
Ahmadabad Stock Exchange	Paid for the year 2014-2015

g. Stock Code

Stock Exchange	Trade Symbol
Bombay Stock Exchange	NATHSE
National Stock Exchange	NATHSEED
Ahmedabad Stock Exchange	NATHSEEDS

h. Stock Market Data

Month	BSE		NSE	
	High	Low	High	Low
Apr-13	5.25	3.75	4.40	3.70
May-13	4.35	3.60	4.25	3.55
Jun-13	4.76	3.75	3.95	3.55
Jul-13	4.21	3.62	3.80	3.50
Aug-13	4.08	3.43	4.05	3.35
Sep-13	4.25	3.82	4.05	4.05
Oct-13	4.08	3.60	4.05	3.70
Nov-13	4.24	3.51	4.10	3.50
Dec-13	4.93	4.03	4.50	4.05
Jan-14	5.01	4.02	5.10	3.95
Feb-14	5.83	4.00	5.55	4.40
Mar-14	4.50	3.26	4.90	4.30

i. Registry and Transfer activity

As per the SEBI guidelines, the Registry and Share transfer activity is being handled by M/s Big Share Services Private Limited, Mumbai. The Share Transfer requests received in physical form are normally registered within 30 days from the date of receipt.

j. **Distribution of Share Holding as on 31st March 2014**

Shareholding of Nominal		Number of Shareholders	Percentage of Total	Share Amount	Percentage of Total
Rs	Rs				
1	5000	25269	84.7896	30744310	21.79686
5001	10000	2586	8.6773	17381940	12.44428
10001	20000	1091	3.6608	15044790	10.61999
20001	30000	351	1.1778	8849440	6.574361
30001	40000	131	0.4396	4588340	2.968323
40001	50000	89	0.2986	4046770	2.999602
50001	100000	172	0.5771	11643370	8.093034
100001	9999999	113	0.3792	50961040	34.50355

k. **Share Holding Pattern as on 31st March 2014**

Category	No. of Shares	% of Equity Capital
Indian Promoters	4963588	34.65
Persons acting in Concert	0	0
Sub Total	4963588	34.65
Non Promoter Holding		
Mutual Funds	4408	0.03
Banks/Financial Institutions	106488	0.74
NRI/OCB/FII/FN/Clearing Member	89843	0.63
Sub Total	200739	1.40
Others		
Private Corporate Bodies	1225364	8.55
Indian Public	7936309	55.40
Sub Total	9161673	63.95
Total	14326000	100.00

*The total paid up capital is INR 1,50,782,360 including INR 143263360 equity shares and INR 7519000 preference shares. The difference of INR 3360 is due to trifurcation post de-merger

l. **Plant Location**

Nath Seeds Limited,
Nath House, Nath Road,
Aurangabad – 431 005
Phone No.: (0240) 2376314-17 Fax No. : (0240) 2376188
Email: mail@khurana.co.in

m. **Investor Correspondence**

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address and any other query relating to the shares of the Company, please write to;

Big Share Services Pvt. Ltd,
E2/3, Ansa Industrial Estate
Saki Via Road, Saki Naka,
Andheri (East), Mumbai – 72

For any query on Annual Report please write to;

Ms. Krutika Apte
Company Secretary
Nath Seeds Limited,
Nath House, Nath Road,
Aurangabad-431005
Email: investor@nathseeds.com

For an on behalf of the Board of Directors

Aurangabad
Dated: 23rd April 2014

Whole Time Director
Satish Kagliwal
DIN 00119601

**AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF
CORPORATE GOVERNANCE**

To,
The Members of
Nath Seeds Limited
Aurangabad

We have examined the compliance of conditions of corporate governance by Nath Seeds Limited for the year ended on 31st March 2014, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

The Compliance of conditions of the Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 explanation given to us, we certify that the company has generally complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

On the basis of the representation received from Registrar and Share Transfer agent and as per the records maintained by the Company which are presented to the Share Transfer and Investors' Grievance Committee, we state that no investor grievances are pending for a period exceeding one month as on 31st March 2014.

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

For Gautam N Associates
Chartered Accountants

Gautam Nandawat
Partner

Place: Aurangabad
Dated: 23rd April 2014

**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)
CERTIFICATION**

To the Board of Directors of Nath Seeds Limited

Dear Sirs,

SUB: CEO/CFO Certificate

(Issued in accordance with the provisions of Clause 49 of the Listing Agreement)

We Satish Kagliwal, Whole Time Director and Devinder Khurana, Vice President Finance of Nath Seeds Limited, to the best of our knowledge and belief, certify that:

We have reviewed the financial statements, read with cash flow statement of Nath Seeds Limited for the year ended March 31, 2014 and that to the best of our knowledge and belief, we state that:

- (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 present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

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 in violation of the company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company if any, and the steps taken or proposed to be taken for rectifying these deficiencies.

We have indicated to the auditors and the Audit committee;

- (i) That there are no significant changes in internal control over the financial reporting during the year;
- (ii) significant changes in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) That there are no frauds of which we have become aware and the involvement therein, if any of the management or an employee.

For an on behalf of the Board of Directors

Place: Aurangabad
Dated: 23rd April 2014

Whole Time Director	Vice President (Finance)
Satish Kagliwal	Devinder Khurana
DIN 00119601	

DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT

In accordance with Sub Clause I (D) of Clause 49 of the Listing Agreement with the Stock Exchanges, I Satish Kagliwal, Whole Time Director of the Company hereby confirm that the Board members and the senior management personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial Year ended 31st March, 2014.

For an on behalf of the Board of Directors

Place: Aurangabad
Dated: 23rd April 2014

Whole Time Director
Satish Kagliwal
DIN 00119601

INDEPENDENT AUDITOR'S REPORT

**To the Members of
Nath Seeds Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of **Nath Seeds Limited** (“the Company”), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 (“the Act”). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Profit and Loss Account, of the Loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to

- a) Note no 3(a) to the financial statements which describes about the redemption of Preference Shares.
- b) Note no 22(c) to the financial statements, which describes the demand of penalty amounting to Rs. 17,40,13,562 in respect of income tax assessment completed for assessment year 2001-02 and 2003-04 (net of advances of Rs. 30,00,000) which is being contested by the Company.
- c) Note No 24 to the financial statements which describes that certain Creditors, Unsecured Loans, Deposits, Loans and Advances are subject to confirmation and reconciliation.

Our opinion is not qualified in respect of above matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required under provisions of section 227(3) of the Companies Act, 1956, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act;
 - e. on the basis of written representations received from the directors as on 31st March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Act nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For Gautam N Associates
Chartered Accountants
FR Number – 103117W

(Gautam Nandawat)
Partner
Membership No 032742

Place: Aurangabad
Date: 23.04.2014

ANNEXURE TO THE AUDITORS' REPORT

Annexure referred to in Para 1 of report on "Other Legal And Regulatory Requirements" of our report to the Members of Nath Seeds Limited for the year ended 31st March, 2014.

- i) a) The Company has maintained proper records, showing full particulars including quantitative details and situation of its fixed assets.
- b) As explained to us, some of the fixed assets have been physically verified by the management during the year according to the phased program of verification, which in our opinion is reasonable having regard to the size of the Company and nature of its fixed assets. As explained, no material discrepancy was noticed on such verification.
- c) The Company has not disposed off any substantial part of its fixed assets during the year.
- ii) The company has not carried out business activity during the year covered under audit, accordingly, the provisions of clause 4 (ii) of the Order are not applicable to the Company.
- iii) a) The Company has taken unsecured loans from two companies covered in the register maintained under section 301 of the Act. The maximum balance of the above parties was Rs 14,65,11,193 and the year-end balance was Rs 6,07,54,925. The Company has not given advances to parties covered in the register maintained under section 301 of the Act.
- b) In our opinion, the rate of interest, wherever applicable, and other terms and conditions on which the loan have been taken from companies, listed in the register maintained under section 301 of the Act, are, prima facie not prejudicial to the interest of the company.
- c) The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest, wherever applicable.
- d) There are no overdue amounts of loans taken from or granted to companies, firms or other parties listed in the register maintained under section 301 of the Act.
- iv) In our opinion and according to the information and explanations given to us, internal control procedures are commensurate with the size of the Company and nature of its business. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control.
- v) a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Act, have been so entered.
- b) In our opinion, there are no transactions for sale of services made in pursuance of contracts or arrangements required to be entered in the register maintained under Section 301 of the Act and aggregating during the year to Rs. 5,00,000 or more.
- vi) The company has not accepted deposits covered under section 58A and 58AA of the Act and Rules framed there under.

- vii) In our opinion, the Company's internal audit system needs to be strengthened by expanding the scope and coverage.
- viii) The Central Government has not prescribed for maintenance of cost records under Section 209(1)(d) of the Act, for the products of the Company.
- ix) a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including, professional tax, provident fund, sales tax, wealth-tax, cess and other statutory dues applicable to it.
- b) According to the information and explanations given to us, there are no dues of Wealth Tax, Sales Tax, Custom Duty, cess, etc. as at 31st March 2014, which have not been deposited on account of any dispute *except demand of penalty under Income Tax, 1961*. Refer Note no 22(c).
- x) The accumulated losses of the company are more than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit; however has not incurred cash losses during the immediate preceding financial year.
- xi) In our opinion and according to the information and explanations given to us, the company has defaulted in repayment of dues to Maharashtra State Financial Corporation, a financial institution, for an amount of Rs 4,12,60,082 since last 11 years.
- xii) In our opinion, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund/society.
- xiv) In our opinion, the company is not dealing or trading in shares, securities, debenture and other investments.
- xv) As per the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the financial year.
- xvi) As per the information and explanations given to us, the company has not obtained any term loan during the year.
- xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that generally no funds raised on short-term basis have been used for long-term investment and vice versa.
- xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares during the year to parties and companies covered in the register maintained under section 301 of the Act.
- xix) According to the information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.
- xx) The company has not raised any money by public issues during the year.
- xxi) During the course of our examination of the books of accounts carried out in accordance with generally accepted accounting practices in India, we have neither come across any incidence of fraud during the year on or by the company nor have we been informed of any such case by the management.

For Gautam N Associates
Chartered Accountants
Firm Registration No 103117W

(Gautam Nandawat)
Partner
M No 32742

Place: Aurangabad
Dated: 23rd April, 2014

NATH SEEDS LIMITED			
BALANCE SHEET AS AT 31ST MARCH, 2014			
			Amount in Rs
PARTICULARS	Note No	As at 31st March, 2014	As at 31st March, 2013
I. EQUITY AND LIABILITIES			
(1) Shareholders Funds			
a) Share Capital	3	150782360	150782360
b) Reserves & Surplus	4	24968811	31029717
c) Money Received against share warrant		0	0
		175751171	181812077
(2) Share Application money pending allotment		0	0
(3) Non current Liabilities			
a) Long Term Borrowings		0	0
b) Deferred Tax Liabilities (Net)		0	0
c) Other Long Term Liabilities		0	0
d) Long Term Provisions		0	0
		0	0
(4) Current Liabilities			
a) Short Term Borrowings	5	102015007	41260082
b) Trade Payables	6	806837	64775484
c) Other Current Liabilities	7	6253	12751
d) Short Term Provisions		0	0
		102828097	106048316
TOTAL		278579268	287860393
II. ASSETS			
(1) Non Current Assets			
a) Fixed Assets			
i) Tangible Assets	8	263562745	264146295
ii) Intangible Assets		0	0
iii) Capital Work In Progress		0	0
iv) Intangible assets under development		0	0
		263562745	264146295
b) Non Current Investments	9	4783525	4783525
c) Deferred Tax Assets (Net)		0	0
d) Long Term Loans and Advances	10	5900000	3400000
e) Other Non Current Assets		0	0
		10683525	8183525
(2) Current Assets			
a) Current Investments		0	0
b) Inventories		0	0
c) Trade Receivables	11	0	4008334
d) Cash and Cash Equivalents	12	125144	124463
e) Short Term Loans and Advances	13	222434	8469260
f) Other Current Assets	14	3985421	2928517
		4332998	15530574
TOTAL		278579268	287860394
CASH FLOW STATEMENT	1		
NOTES FORMING PART OF THE FINANCIAL STATEMENTS		0	0
As per our report attached			
For Gautam N Associates		For and on behalf of Board of Directors	
Firm Registration No 103117W			
Chartered Accountants			
(Gautam Nandawat)		Akash Kagliwal	Satish Kagliwal
Partner		Director	Whole time Director
M No 32742			
Place: Aurangabad		Krutika Apte	
Dated: 23rd April 2014		Company Secretary	

NATH SEEDS LIMITED			
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2014			
			Amount in Rs
PARTICULARS	NOTE NO.	For the period ended on 31st March 2014	For the period ended on 31st March 2013
REVENUE			
Revenue from operations	15	0	124025330
Other Income	16	146139	229576
		146139	124254906
EXPENDITURE			
Purchase of Stock in Trade		0	0
Production Expenses	17	0	99318844
Change in Inventories	18	0	20178806
Employees Benefits Expenses		0	0
Finance Costs	19	1349	1659238
Depreciation and Amortisation	8	583550	648388
Other Expenses	20	4300775	1637292
		4885674	123442569
Profit before exceptional, extraordinary items and tax		-4739535	812337
Extra-Ordinary Items and Prior period expenses	21	1321371	0
Profit before Tax		-6060906	812337
Tax Expenses			
Income Tax		0	0
Profit/(Loss) for the period for the continuing operations		-6060906	812337
Basic and Diluted Earnings per Share		(2.21)	(1.63)
NOTES FORMING PART OF THE FINANCIAL STATEMENTS			
As per our report attached			
For Gautam N Associates		For and on behalf of Board of Directors	
Firm Registration No 103117W			
Chartered Accountants			
(Gautam Nandawat)		Akash Kagliwal	Satish Kagliwal
Partner		Director	Whole Time Director
M No 32742		Krutika Apte	
Place: Aurangabad		Company Secretary	
Dated: 23rd April 2014			

Nath Seeds Limited		
NOTE NO 1		
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2014		
	2013-2014	2012-2013
	Rs	Rs
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax & Extra Ordinary items	-4,739,535	812,337
Adjustment for :		
Depreciation	583,550	648,388
Interest Paid / Financial Charges	1,349	1,659,238
Provision for doubtful advances	3,327,114	0
Less : Interest Received	0	-77,640
Less : Dividend on long term investment	-23,900	-12,000
Operating Profit before working capital changes	-851,422	3,030,323
Adjustment for :		
(Increase) / Decrease in Trade Receivables	4,008,334	-4,008,334
(Increase) / Decrease in Inventories	0	20,178,806
(Increase) / Decrease in Other Current Assets	-1,056,904	-2,022,167
(Increase) / Decrease in Short Term Loans & Advances	4,919,712	77,374,183
(Increase) / Decrease in Long Term Loans & Advances	-2,500,000	-3,400,000
Increase / (Decrease) in Trade Payable	-63,968,647	31,427,169
Increase / (Decrease) in Other Current Liability	-6,498	-55,287,259
Cash Generated from operation before Tax & Extra Ordinary item	-59,455,424	67,292,721
Extra Ordinary Items	-1,321,371	0
Net Cash Flow from Operating Activities - (A)	-60,776,795	67,292,721
B) CASH FLOW FROM INVESTING ACTIVITIES		
Sale of fixed assets	0	21,400
Interest Received	0	77,640
Dividend received	23,900	12,000
Net Cash Flow from Investing Activities - (B)	23,900	111,040
C) CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid / Financial Charges	-1,349	-1,659,238
Increase / (Decrease) in Long Term Borrowings	0	-6,989,405
Increase / (Decrease) in Short Term Borrowings	60,754,925	-65,810,011
Net Cash Flow From Financing Activities - (C)	60,753,576	-74,458,654
Net increase/Decrease in cash & cash equivalent (A+B+C)	681	-7,054,893
Opening Cash and Cash Equivalent	124,463	7,179,356
CLOSING CASH & CASH EQUIVALENT	125,144	124,463

NATH SEEDS LIMITED			
NOTE NO -2			
SIGNIFICANT ACCOUNTING POLICIES:			
A) GENERAL			
(i) The financial statements are prepared on historical cost basis in accordance with applicable Accounting Standards and on accounting principles of a going concern. These financial statements have been prepared to comply with all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and the other relevant provisions of the Companies Act, 1956 (the "Act").			
(ii) All the expenses and income to the extent considered payable and receivable, respectively, unless specifically stated to be otherwise, are accounted for on accrual basis.			
(iii) 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 VI 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) FIXED ASSETS:			
Fixed Assets are stated at cost including freight, duties, taxes and all incidental expenses related thereto.			
C) 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 will be capitalised under the appropriate heads on completion of the projects.			
D) DEPRECIATION / AMORTIZATION			
Depreciation on Fixed Assets is provided for on written down value method at the rates specified in Schedule XIV to the Companies Act 1956 (hereinafter referred to as the "Act").			
E) INVENTORIES:			
The inventories are valued at lower of cost and net realizable value. Cost is assigned on weighted average basis. Obsolete, defective and unserviceable stocks are provided for.			
F) BORROWING COST			
Borrowing cost directly attributable to acquisition, construction, production of qualifying assets are capitalised as a part of the cost of such assets up to the date of completion. Other borrowing costs are charged to Statement of Profit and Loss.			
G) TAXATION			
i) 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.			
ii) Deferred tax for timing difference between tax profit and book profit is accounted for using the tax rates and laws as have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets are recognized to the extent there is reasonable certainty that these assets can be realized in future and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.			
H) EARNING PER SHARE			
Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period attributable to equity share holders. The weighted average number of equity shares outstanding during the period and for all periods 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 period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.			
I) INVESTMENT			
Long Term Investment are stated at cost. Provision for fall in the value is made only in case of permanent diminution.			
J) TREATMENT OF CONTINGENT LIABILITY: -			
Contingent liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as			
K) BORROWING COST			
Borrowing cost directly attributable to acquisition, construction, production of qualifying assets are capitalized as a part of the cost of such assets up to the date of completion. Other borrowing costs are charged to Statement of Profit and Loss.			
L) RETIREMENT BENEFIT			
Gratuity / Leave encashment liability are determined as and when employee leaves the company.			

NATH SEEDS LIMITED			
NOTE -- 3			
SHARE CAPITAL			
PARTICULARS	AS AT 31st MARCH 2014		AS AT 31st M
	Number	Amount `	Number
Authorised			
Equity Shares of Rs.10 each	24700000	247000000	24700000
Preference Shares of Rs.100 each	130000	13000000	130000
	24830000	260000000	24830000
Issued, Subscribed & Paid up			
Equity Shares of Rs.100 each	14326336	143263360	14326336
Preference Shares of Rs.100 each	75190	7519000	75190
TOTAL	14401526	150782360	14401526
(a) Preference shares of Rs. 58,00,000 and Rs. 17,19,000 were redeemable at par in three equal installments at the end of 3rd, 4th and 5th year from the date of allotment viz 16.01.1996 and 22.05.1996 respectively.			
(b) The redemption of preference shares could not be made and no dividend was declared resulting in entitlement of voting power			
The Reconciliation of the numbers of Equity Shares outstanding is setout as below			
PARTICULARS	AS AT 31st MARCH 2014		AS AT 31st M
	Number	Amount `	Number
Shares outstanding at the beginning of the year	14326336	143263360	14326336
Shares Issued during the year	0	0	0
Shares bought back during the year	0	0	0
Shares outstanding at the end of the year	14326336	143263360	14326336
The Reconciliation of the numbers of Preference Shares outstanding is setout as below			
PARTICULARS	AS AT 31st MARCH 2014		AS AT 31st M
	Number	Amount `	Number
Shares outstanding at the beginning of the year	75190	7519000	75190
Shares Issued during the year	0	0	0
Shares bought back during the year	0	0	0
Shares outstanding at the end of the year	75190	7519000	75190
Details of Shareholders holding more than 5% Shares in the company - Equity Shares			
Name of the shareholder	AS AT 31st MARCH 2014		AS AT 31st M
	No. of Shares	% of Holding	No. of Shares
Nath Royal Ltd	3580674	24.99%	3580674
Details of Shareholders holding more than 5% Shares in the company - Preference Shares			
Name of the shareholder	AS AT 31st MARCH 2014		AS AT 31st M
	No. of Shares	% of Holding	No. of Shares
1) The New India Assurance Company Ltd	23135	30.77%	23135
2) The United Insurance Company Ltd	17352	23.08%	17352
3) The Oriental Insurance Company Ltd	17352	23.08%	17352
4) The General Insurance Company Ltd	17351	23.08%	17351
NOTE -- 4			
RESERVES & SURPLUS			Amount in Rs
PARTICULARS	AS AT 31st MARCH 2014		AS AT 31st MARCH 2013
Capital Reserve			
Securities Premium		251982269	251982269
Capital Reserve		3495348	3495348
Revaluation Reserve		256137775	256137775
		511615392	511615392
Statement of Profit & Loss			
Opening Balance		-480585675	-481398012
Profit (+) / Loss (-) for the year		-6060906	812337
Closing Balance		-486646581	-480585675
		24968811	31029717

NATH SEEDS LIMITED			
NOTE -- 5			
SHORT TERM BORROWINGS			Amount in Rs
PARTICULARS		AS AT 31st MARCH 2014	AS AT 31st MARCH 2013
UNSECURED LOANS			
From a Financial Institution		41,260,082	41,260,082
From an Associate Company		60,754,925	0
		102,015,007	41,260,082
NOTE NO - 6			
TRADE PAYABLES			Amount in Rs
PARTICULARS		AS AT 31st MARCH 2014	AS AT 31st MARCH 2013
Sundry Creditors		687549	64656937
Sundry Creditors for others service providers		119288	118547
		806837	64775484
There are no over dues to vendors registered under the Micro, Small and Medium Enterprises Development Act, 2006.			
NOTE -- 7			
OTHER CURRENT LIABILITIES			Amount in Rs
PARTICULARS		AS AT 31st MARCH 2014	AS AT 31st MARCH 2013
TDS Payable		6253	12751
		6253	12751

NATH SEEDS LIMITED									
NOTE -- 8 FIXED ASSETS									
								Amount in Rs.	
	GROSS BLOCK				DEPRECIATION			NET BLOCK	
Particulars	As at	Additions	Deletions	As at	Upto	For the	Upto	As at	As at
	01.04.13	During the	During the	31.03.14	01.04.13	Year	31.03.14	31.03.14	31.03.13
		Year	Year						
TANGIBLE ASSETS									
Land	258310800		0	258310800	0		0	258310800	258310800
Corporate Building	16423000		0	16423000	10587505	583550	11171055	5251945	5835495
	274733800	0	0	274733800	10587505	583550	11171055	263562745	264146295
	274733800	0	0	274733800	9939117	648388	10587505	264146295	
<p>Note : The Company has revalued the land admeasuring 8.65 acres situated at gut no 64/2(Part), 63,62/3, Itkheda Paithan Road, Aurangabad. The corresponding value of Rs. 25,61,37,775 representing such upward revision has been shown as revaluation reserve under the head "Reserves & Surplus".</p>									

NATH SEEDS LIMITED			
NOTE -- 9			
NON CURRENT INVESTMENTS			Amount in Rs
PARTICULARS		AS AT 31st MARCH 2014	AS AT 31st MARCH 2013
Unquoted; non-trade, at cost			
a) In Government Securities			
National Savings Certificates			
(Face Value Rs.54,000 deposited with Govt Dept)		49275	49275
b) In Equity Shares: Fully Paid)			
1000 Equity shares of The Saraswat Co-op. Bank Ltd. of Rs. 10 each, fully paid		10000	10000
1000 Equity Shares of The Janta Sahakari Bank Ltd of Rs. 100 each, fully paid		100000	100000
250 Equity Shares of Deogiri Nagari Sahakari Bank ltd. of Rs. 25 each, fully paid#		6250	6250
3440 Equity Shares of The Peoples Co-op. Bank Ltd. of Rs. 25 each, fully paid		86000	86000
45,320 (previous year 45,320) Equity Shares of Jankalyan Sahkari Bank Ltd of Rs. 100 each		4532000	4532000
# Cetificates are yet to be received			
		4783525	4783525
NOTE -- 10			
LONG TERM LOANS AND ADVANCES			Amount in Rs
PARTICULARS		AS AT 31st MARCH 2014	AS AT 31st MARCH 2013
Capital advances for Land Purchase		5900000	3400000
		5900000	3400000

NATH SEEDS LIMITED			
NOTE -- 11			
TRADE RECEIVABLE			Amount in Rs
PARTICULARS		AS AT 31st MARCH 2014	AS AT 31st MARCH 2013
i) Secured: Considered Good		-	-
ii) Unsecured: Considered Good			
Due for a period of less than six months			4,008,334
Due for a period of more than six months		-	-
		-	4,008,334
NOTE -- 12			
CASH AND CASH EQUIVALENTS			Amount in Rs
PARTICULARS		AS AT 31st MARCH 2014	AS AT 31st MARCH 2013
Cash in hand		4291	2759
Balances with Banks		120853	121704
		125144	124463
NOTE -- 13			
SHORT TERM LOANS AND ADVANCES			Amount in Rs
PARTICULARS		AS AT 31st MARCH 2014	As at 31st March 2013
(Unsecured, Considered good)			
Prepaid Expenses		34002	16869
Advances paid to Creditors		45932	8309891
Advance against 16% Redeemable Preference Shares		142500	142500
		222434	8469260
(Unsecured, Considered doubtful)			
Advances to growers		3326844	0
Less: Provision for doubtful advances to grower		-3326844	0
		0	0
		222434	8469260

NATH SEEDS LIMITED			
NOTE -- 14			
OTHER CURRENT ASSETS			Amount in Rs
PARTICULARS		AS AT 31st MARCH 2014	As at 31st March 2013
TDS Receivable		609684	552780
Advance paid for Income Tax (Refer Note No 23(c))		3000000	2000000
Security Deposit with others		375737	375737
		3985421	2928517
NOTE -- 15			
REVENUE FROM OPERATIONS			Amount in Rs
PARTICULARS		For the period ended on 31st March 2014	For the period ended on 31st March 2013
Sale of Failed Seeds		0	5613736
Production incentive		0	1108350
		0	6722086
Reimbursement of Expenses Received (Refer also Note No 27)			
Land preparation charges		0	26020723
Fertiliser		0	15601764
Labour Charges		0	30754213
Lease Rental		0	29779484
Other Farming Expenses		0	15147060
		0	117303244
		0	124025330
NOTE -- 16			
OTHER INCOME			Amount in Rs
PARTICULARS		For the period ended on 31st March 2014	For the period ended on 31st March 2013
Dividend on long term Investments		23900	12000
G. O. T charges		0	112650
Germination charges		0	24425
Interest earned		0	77640
Processing & Ginning Charges		0	158
Sundry Credit Balance written back		63099	0
Misc. Income		59139	2702
		146139	229576
NOTE -17			
PRODUCTION EXPENSES			Amount in Rs
PARTICULARS		For the period ended on 31st March 2014	For the period ended on 31st March 2013
Production of Foundation Seeds		-	2,948,634
Production of Field Crop Seeds		-	96,370,210
		-	99,318,844

NATH SEEDS LIMITED			
NOTE -- 18			
CHANGE IN INVENTORIES			Amount in Rs
PARTICULARS		For the period ended on 31st March 2014	For the period ended on 31st March 2013
Opening stock of Seeds		0	20178806
		0	20178806
Closing stock of Seeds		0	0
		0	0
Increase / (Decrease) in inventory		-	(20,178,806)
NOTE -- 19			
FINANCE COSTS			Amount in Rs
PARTICULARS		For the period ended on 31st March 2014	For the period ended on 31st March 2013
Interest Expenses		0	1644046
Bank Charges		1349	15192
		1349	1659238
NOTE -- 20			
OTHER EXPENSES			Amount in Rs
PARTICULARS		For the period ended on 31st March 2014	For the period ended on 31st March 2013
Rates and Taxes		23648	759874
Postal Ballot Expenses		228750	0
Insurance		15607	35791
Legal & Professional charges		512161	523542
Power and Fuel		0	14100
Traveling and Conveyance		7548	7500
Auditors' Remuneration			
Statutory Audit		67416	67416
Tax Audit		0	16854
Repairs & Maintenance		84375	90588
Provision for doubtful advances to grower		3327114	2381
Brokerage and Commission		0	12980
Misc Expenses		34156	106266
		4300775	1637292
NOTE -- 21			
EXTRA-ORDINARY ITEMS			Amount in Rs
PARTICULARS		For the period ended on 31st March 2014	For the period ended on 31st March 2013
Sundry balances written off		1321371	0
		1321371	0

NATH SEEDS LIMITED							
NOTE 22							
Contingent Liabilities not provided for in respect of							
	Particulars					Current Year (Rs)	Previous Year (Rs.)
a)	Arrears of Dividend on Cumulative Redeemable preference shares (including Corporate Dividend Tax)					25,557,616	24,159,383
b)	Amount of penalty in respect of assessment completed for assesment year 2001-02 and 2003-04 earlier year. (net of advances of Rs. 30,00,000 Previous year 20,00,000) which is being contested by the Company.					174,013,562	175,013,562
NOTE 23							
In the opinion of the Board, Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of the business.							
NOTE 24							
The accounts including detailed transactions of certain Creditors, Unsecured Loans, Loans and Advances are subject to confirmations and reconciliations. The difference as may be noticed on reconciliation will be accounted for on completion thereof. In the opinion of the management, the ultimate difference will not be material.							
NOTE 25							
In view of the carried forward unabsorbed depreciation, the management has, as the matter of prudence, not recognized deferred tax assets during the year.							
NOTE 26							
Related parties disclosure as per Accounting Standard - 18:							
a) List of related parties							
i) Associates:-							
1	Agri Tech (India) Ltd.						
2	Nath Bio-Genes Ltd.						
3	Nath Biotechnologies Ltd						
ii) Key Management Personnel:-							
Mr. Satish Kagliwal (Whole time Director)							
b) Transactions carried out with related parties as referred to in (a) above, in the ordinary course of the business:							
Sr No	List of related parties	Transaction	Current year Rs.	Previous year Rs.			
1	Agri Tech (India) Ltd.	Transfer (Debit to Party Account)	1768750	0			
		Transfer (Credit to account)	62523675	0			
2	Nath Bio-Genes Ltd.	Transfer (Credit to account)	92295800	0			
		Transfer (Debit to account)	92375800	132116683			
		Amount Received	80000	0			
		Reimbursement of expenses	0	117303244			
		Production Incentive received	0	1108350			
3	Nath Biotechnologies Ltd	Transfer (Debit to Party Account)	0	1637213			
		Transfer (Credit to Party Account)	0	40123253			
c) Outstanding balance of related parties as on 31st March, 2014							
Sr No	List of related parties	Current year Rs.	Dr / Cr	Previous year Rs.	Dr / Cr		
1	Agri Tech (India) Pvt Ltd	60754925	Cr	0			
Notes:							
1 Related party relationship is identified by the Company and relied upon by the Auditors.							
2 No amounts in respect of related parties have been written off during the year. Also, no accounts have been provided for as doubtful debts.							

FORM A

1.	Name of the company	Nath Seeds Limited
2.	Annual financial statements for the year ended	31 st March 2014
3.	Type of Audit observation	Non-qualified Opinion
4.	Frequency of observation	–
5.	To be signed by- <ul style="list-style-type: none">• Whole Time Director• CFO• Auditor of the company• Audit Committee Chairman	Mr. Satish Kagliwal Devinder Khurana Gautam Nandawat Patner Membership Number 032742 For Gautam N Associates Chartered Accountants Radhesham Attal



NATH SEEDS LIMITED

Registered Office: Nath House, Nath Road, Aurangabad – 431 005

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting venue)
ANNUAL GENERAL MEETING - Saturday, May 17, 2014

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 – 431 005 on Saturday, May 17, 2014 at 4.00 p.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 Auditorium.
- 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.

..... TEAR HERE.

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 _____ or 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 – 431 005 on Saturday, May 17, 2014 at 4.00 p.m.

Signature:

Affix RS.1/-
Revenue
Stamp

Date: