

23<sup>rd</sup> July 2024

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: Submission of Notice of Annual General Meeting and Annual Report for the financial year 2023-24.

Ref: Regulation 34 of SEBI Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

With reference to the captioned subject, we are submitting herewith Notice of the 31<sup>st</sup> Annual General Meeting (AGM) of the Company along with the Integrated Annual Report of the Company for the financial year 2023-24, which is being sent to the shareholders by electronic mode.

The 31<sup>st</sup> Annual General Meeting of the Company will be held on Saturday, August 17, 2024 at 11.00 a.m. through Video Conferencing/ Other Audio Visual means (VC/OAVM).

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management And Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the AGM Notice using the electronic voting platform provided by National Securities Depository Limited (NSDL). The voting rights of members shall be in proportion to the shares held by them, as on the cut-off date i.e. Friday, August 09, 2024.

The remote e-voting period commences on, Wednesday 14<sup>th</sup> August 2024 at 9.00 a.m. and ends on Friday, 16<sup>th</sup> 2024 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the members participating in AGM through VC/OAVM, who have not already cast their vote by remote e-voting shall be able to exercise their rights in the meeting.

The Annual Report containing the AGM Notice is also uploaded on the Company's website viz. [www.nathbiogenes.com](http://www.nathbiogenes.com)

Kindly take the same on your record.

Please take the above on record and oblige.

Thanking you,

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

Devinder Khurana  
Chief Financial Officer



**2023-24**

**ANNUAL  
REPORT**

**Nath Bio-Genes (I) Ltd.**  
हर बीज खरा, शक्ति भरा®



# 31st Annual Report 2023-2024

## Corporate Information

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### Directors

Mr. Satish Kagliwal - Managing Director  
Mrs. Jeevanlata Kagliwal  
Mr. Akash Kagliwal  
Mr. Hitesh Purohit  
Mr. Vadla Nagabhushanam  
Mr. Madhukar Deshpande  
Ms. Ashu Jain

### Chief Financial Officer

Dr. Devinder Khurana

### Company Secretary

Mr. Dhiraj Rathi

### Statutory Auditors

Gautam N Associates  
Chartered Accountant  
30, GNA House, Behind ABC Complex,  
Manmandir Travels Lane, Adalat Road,  
Aurangabad-431 001

### Bankers

1. Axis Bank Ltd.
2. IDBI Bank Ltd.
3. HDFC Bank Ltd.
4. Janakalyan Sahakari Bank Ltd.

### Registered Office

Nath House, Nath Road, Aurangabad-431005  
0240-6645555

### Corporate Office

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

### Registrar & Transfer Agents

Big Share Service Private Limited,  
Office NoS6-2, 6th Floor, Pinnacle Business Park,  
Next to Ahura Center, Mahakali caves Road,  
Andheri East, Mumbai-400 059.

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## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that the THIRTY FIRST ANNUAL GENERAL MEETING of NATH BIO-GENES (INDIA) LIMITED will be held on Saturday 17<sup>th</sup> August 2024 at 11.00 A.M. IST through Video Conferencing (VC)/ other Means (OAVM) to transact the following business:

### **ORDINARY BUSINESS.**

#### **1. ADOPTION OF FINANCIAL STATEMENTS.**

To receive, consider and adopt the Audited Balance Sheet of the Company as of March 31, 2024, and Statement of Profit & Loss for the year ended as on that date together with the Reports of Directors and Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited Standalone Financial Statement of the Company for the financial year ended 31st March 2024, together with the Reports of the Board of Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted.”

“RESOLVED THAT the audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2024, together with the Report of the Statutory Auditor thereon, be and are hereby received, considered and adopted.”

#### **2. DECLARATION OF DIVIDEND.**

To declare a final Dividend of ₹ 2 per equity shares of face value of ₹ 10 each for financial year ended 31<sup>st</sup> March 2024.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT as recommended by the Board of Directors, dividend for the financial year 2023-24 at the rate of ₹ 2 per equity shares of face value of ₹ 10 each, be and is hereby declared and that the said dividend be paid out of the profits of the Company to the eligible equity shareholders.”

#### **3. RE-APPOINTMENT OF DIRECTOR**

To appoint Mrs. Jeevanlata Kagliwal (DIN-02057459) as Director of the Company, who retires by rotation and being eligible, offer herself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, Mrs. Jeevanlata Kagliwal (DIN: 02057459), who retires as a Director by rotation and, being eligible, has offered herself for re appointment, be and is hereby re-appointed as a Director of the Company.”

By order of the Board of Directors

Date: 08.05.2024  
Registered Office: Nath House  
Nath Road,  
Chhatrapati Sambhajanagar  
(Aurangabad) -431005  
CIN: L01110MH1993PLC072842

Satish Kagliwal  
Managing Director  
DIN: 00119601



## **NOTES**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has

entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.nathbiogenes.com](http://www.nathbiogenes.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, and MCA Circular No. 2/2021 dated January 13, 2021.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Private Limited for assistance in this regard.
9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Private Limited in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA Bigshare Services Private Limited in case the shares are held by them in physical form.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.nathbiogenes.com](http://www.nathbiogenes.com) websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
12. 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.
13. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from 13<sup>th</sup> August 2024 to 17<sup>th</sup> August 2024 both days inclusive and record date is 09<sup>th</sup> August 2024 for payment of dividend.

14. The Board of Directors, at its meeting held on 08<sup>th</sup> May 2024 has recommended dividend of ₹ 2 per equity share of the face value of ₹ 10 each for FY2024 for the approval of members at the 31<sup>st</sup> AGM.
15. Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared, at the AGM, will be credited/dispatched on/after Friday, 24<sup>th</sup> August 2024 and within thirty days from the date of declaration of dividend
  - (a) to all those members holding shares in dematerialized form, as per the details provided by the share transfer agent of the Company, i.e., Bigshare Services as on closing hours on Friday, 09<sup>th</sup> August 2024; and
  - (b) to all those members holding shares in physical form, as per the details provided by the share transfer agent of the Company, i.e., Bigshare Services as on closing hours on Friday, 09<sup>th</sup> August 2024.
16. As per SEBI Listing Regulations and pursuant to SEBI circular dated 20 April 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, a dividend, if declared, will be paid through electronic mode, where the bank account details of the members are available. In case where the dividend could not be paid through electronic mode, payment will be made through physical instrument such as banker's cheque or demand draft incorporating bank account details of such members.
17. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA Bigshare Services Private Limited (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).
18. 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.
19. 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.
20. In the case of joint holders, the member whose name appears as the first holder in order of names as per the registrar of members of the Company will be entitled to vote during the AGM.
21. The Company has appointed M/s Neha P Agrawal, Practicing Company Secretaries Membership No. 7350, to scrutinize the Voting at the meeting and remote e voting process in fair and transparent manner.
22. Since AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.
23. Instruction for E-Voting and joining AGM are as follows:



## EVOTING INSTRUCTIONS

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Wednesday, 14<sup>th</sup> August 2024 at 09:00 A.M. and ends on Friday 16<sup>th</sup> August 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday 09<sup>th</sup> August 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday 09<sup>th</sup> August 2024.

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select</li></ol>

“Register Online for IDEAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

 App Store  Google Play

**Individual Shareholders holding securities in demat mode with CDSL**

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password,’ you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf

file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join the General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nath.scrutinizer@gmail.com](mailto:nath.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical register details:  
<https://www.bigshareonline.com//InvestorRegistration.aspx>

OR

2. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ([investor@nathbiogenes.com](mailto:investor@nathbiogenes.com))

### **In case shares are held in demat mode:**

1. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([investor@nathbiogenes.com](mailto:investor@nathbiogenes.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2021, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are

required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor@nathbiogenes.com](mailto:investor@nathbiogenes.com). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number, mail ID and questions or a topic they would like to speak at AGM at [investor@nathbiogenes.com](mailto:investor@nathbiogenes.com) from August 11, 2024 (9:00 a.m. IST) to August 15, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions

during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

### Dividend Related Information

Pursuant to the changes in the Income-tax Act, 1961 ('the Act'), as amended by the Finance Act, 2020, dividends paid or distributed by the Company on or after 1st April 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source ('TDS') (at the applicable rates) at the time of payment of the dividend. The withholding tax rate would vary depending on the residential status of the shareholder(s) and subject to verification of documents, sent by the shareholder(s)

#### **Resident Shareholders:**

Tax shall be deducted at source under section 194 of the Income Tax Act, 1961 (the 'IT Act') @ 10% on the amount of dividend declared and paid by the Company during financial year 2024-22, subject to the following:

Sr No	Particulars	Rate of TDS	Section under IT Act
1	PAN is not available/Invalid PAN	20%	206AA
2	Non-filing of return of income tax for any of the last two financial years and TDS as well as TCS deduction in each of these years in case of the shareholder is ₹ 50000 or more (Refer Note 1)	20%	206AA
3	PAN is inactive on the date of AGM	20%	206AA

**Note 1:** Provisions of section 206AB of the IT Act are applicable with effect from 1 July 2021

No tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during a financial year does not exceed ₹ 5000; or if an eligible resident shareholder provides a valid declaration in Form 15G/Form 15H or other documents as may be applicable to different categories of shareholders.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company, tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

#### **Non-resident Shareholders:**

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the TDS on dividend shall be @ 20% or applicable rate plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders. For FII/FPI shareholders, section 196D provides for TDS @ 20% or applicable rate plus applicable surcharge and health & education cess.

However, as per section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with applicable Multilateral Instrument (MLI) provisions if they are more beneficial to them.



A list of documents/declarations required to be provided by the resident shareholders and list of documents/ declarations required to claim the benefit of DTAA by the non-resident shareholders are available on the Company's website <https://www.nathbiogenes.com>.

Kindly note that the documents should be send to Bigshare Services Private Limited., the registrar and share transfer agent at [tds@bigshareonline.com](mailto:tds@bigshareonline.com).

No communication on the tax determination/deduction shall be entertained after 12<sup>th</sup> August 2024.

The above referred documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act. In addition to the above, please note the following:

- In case you hold shares under multiple accounts under different status/category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- In the case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.
- For deduction of tax at source, the Company would be relying on the above data shared by Bigshare Services Private Limited as updated up to the record date.

May be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the aforementioned details/documents from the shareholders, and such shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to email the soft copy of the TDS certificate to shareholders at the registered email ID within the prescribed time, post payment of the said dividend, if declared in the AGM. The said certificate can also be viewed in Form 26AS at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the website of the Income Tax department of India <https://www.incometax.gov.in/home>.

In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder/s, such shareholder/s will be responsible to indemnify the Company and provide the Company with all information/documents and co-operation in any assessment/appellate proceedings before the Tax/Government authorities.

For further details and formats of declaration, please refer to FAQs on Dividend Distribution available on the Company's website <https://www.nathbiogenes.com>.



**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 in the accompanying Notice:

**Item No 3**

**DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT.**

Mrs. Jeevanlata Kagliwal was Regularized as Director of the Company by the members in the Annual General meeting held on 10<sup>th</sup> August 2019, liable to be retire by rotation.

Accordingly, in terms of Section 152 (6) of the Companies Act, 2013. Mrs. Jeevanlata Kagliwal shall retire as a Director by Rotation at the forthcoming Annual General Meeting and being eligible, has offered herself for a Reappointment.

As per the terms of his appointment as a director, her re-appointment as a director on retirement by rotation at the forthcoming Annual General Meeting, would not constitute break in her term of Director.

Brief profile of Mrs Jeevanlata Kagliwal are as under.

<b>NAME OF DIRECTOR</b>	<b>Mrs. Jeevanlata Nandkishor Kagliwal</b>
Date of Birth	30 <sup>th</sup> April 1948
Date of Appointment	30 <sup>th</sup> May 2019
Qualification	M.A. Political Science
Director in Other Public Company	1. Global Transgenes Limited 2. Nath Industrial Chemical Limited

	3. Nath Royal Seeds Limited 4. Nath Bio-Technologies Limited 5. Techindia Nirman Limited 6. Nath Bio-Genes (India) Limited
Chairperson/ Member of Committees of other Companies	NIL
No of shares held in the Company	266 Shares

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP except Akash Kagliwal and Satish Kagliwal are concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

By order of the Board of Directors

Date: 08<sup>th</sup> May 2024  
Registered Office: Nath House  
Nath Road,  
Chhatrapati Sambhajinagar  
Aurangabad-431005  
CIN: L01110MH1993PLC072842

Satish Kagliwal  
Managing Director  
DIN: 00119601

# MANAGING DIRECTOR'S STATEMENT



Dear Shareholders,

I am pleased to present to you the Annual Report for Nath Bio-genes (I) Ltd for the Financial Year 2024. This year has been a remarkable one, marked by significant growth and noteworthy achievements.

At Nath, we have always believed in the power of research and development (R&D) as the cornerstone of our success. Since our inception, we have invested heavily in R&D, and the results speak for themselves. Our innovative products and high-performance seeds have enabled farmers to achieve greater yields and increased revenues. According to a study by the National Institute of Agricultural Economics and Policy Research (NIAP), every rupee invested in agricultural research yields a return of Rs. 13.85. This underscores the critical role of agricultural research in enhancing productivity and supporting the agricultural sector as a whole.

Our diverse product portfolio has delivered strong performance this year. Our top-ranked cotton hybrids, Sanket and Jumbo, have shown impressive growth in both volume and value. Additionally, our paddy product portfolio has seen unique additions such as Khushi and Dhadak Gold, which have been well-received by the market. Our growing range of bajra, wheat, and maize seeds have also performed exceptionally well, aligning with our strategic focus on expanding our non-cotton and non-paddy portfolio.

To further enhance our vegetable segment, we introduced several new products this year. Our premium products, Tomato Akhand and hybrid Chili Rana, continue to lead their categories. We have also strengthened our vegetable team with new leadership to drive this segment forward. In a move to streamline our operations, we have consolidated our field crop, vegetable, and plant health nutrition verticals under a single marketing lead. This will foster synergy and collaborative efforts, resulting in enhanced market reach and increased sales.

Our product Win-Chi-Win has shown robust growth, with a 34% increase during the year. We have also added two new organic fertilizers, WINALL granules and WINPRO GOLI, to our portfolio, addressing the critical need for soil nutritional supplements.

On the international front, we have made significant strides. Following the approval of our BT gene in the Philippines, we successfully conducted demonstrations of our hybrids. In Uzbekistan, we have initiated trials and begun production activities through our joint venture. Although this is a small beginning, we expect substantial growth in the near future. However, geopolitical uncertainties have impacted our efforts in Africa.

We continue to invest in infrastructure, including warehouses, conditioning godowns, and processing plants, to support our growing operations. Seeds are indeed the foundation of life, impacting

everything from the food we eat to the clothes we wear. At Nath Bio-Genes, we are committed to delivering high-quality seeds to our farmers and driving continuous improvement and innovation.

Our financial performance for FY24 has been strong. The topline grew by 10.43% to Rs. 332 crores. Gross margins exceeded 55%, and our EBITDA stood at Rs. 510 million. Profit after tax increased by 16.8% to Rs. 411 million. We also closed the year with a positive operational cash flow of Rs. 74.70 crores and continue to maintain a ZERO long-term debt position.

Looking ahead, we are optimistic about achieving even greater growth in the coming years. We remain dedicated to building a pipeline of exceptional products, strengthening our market share, and maintaining our strong financial position.

I would like to extend my heartfelt thanks to all our stakeholders for their continued support. Together, we will continue to drive innovation and excellence in the agricultural sector.

# DIRECTORS' REPORT

The Directors of the Company are pleased to present the Annual Report together with the Audited Accounts of your Company for the financial year ended 31<sup>st</sup> March 2024.

## 1. FINANCIAL RESULTS

(Rs in Lacs)

Sr. No	PARTICULARS	31.03.2024 (Standalone)	31.03.2023 (Standalone)	31.03.2024 (Consolidated)	31.03.2023 (Consolidated)
1	Sales	33,262.49	30,129.15	33,262.49	30,136.37
2	Profit before Interest & Depreciation	5,103.75	4,959.59	5,048.83	5,139.39
3	Interest	910.19	1,026.57	911.12	1,026.57
4	Depreciation	326.12	301.23	326.12	301.23
5	Profit Before Tax & Exceptional items	3,867.44	3,631.80	3,811.59	3,811.59
6	Exceptional Items (Income)	344.88	-	344.88	-
7	Tax Provision (Net of Deferred Tax)	194.61	115.29	194.61	115.29
8	Profit After Tax	4,017.71	3,516.51	3,961.85	3,696.30
9	Other Comprehensive Income	92.77	2.06	92.77	-2.06
10	Profit available for Appropriation	4,110.47	3,518.56	4,054.62	3,504.72

## 2. COMPANY'S PERFORMANCE AND OPERATION.

Income from operations during the financial year ended 31<sup>st</sup> March 2024 was at Rs. 33262.49 Lacs as against Rs. 30129.15 Lacs representing an increase of 10.43 % over the previous year. Standalone Profit after Tax for the year under review was Rs 4017.71 which is higher by almost 14% as compared to last year. This was achieved by the company through better product mix, effective cost management and increase in sales.

## 3. DIVIDEND.

In view of the proposed growth plan, the Directors have recommended a dividend for the financial year 2023-24 of Rs. 2/- (i.e., 20%) per equity shares of the nominal value of Rs. 10.00 per share fully paid up, subject to approval of shareholders in the upcoming Annual General Meeting of the Company.

## 4. DEPOSITS.

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

**5. SHARE CAPITAL.**

The paid-up equity share capital as on 31st March 2024 was Rs.190040000/- divided into 19004000 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 2023-24 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). The full version of Annual Report 2023-24 is also available for inspection at the registered office of the Company during working hours up to the date of the ensuing Annual General Meeting (AGM). It is also available at the Company's website at [www.nathbiogenes.com](http://www.nathbiogenes.com).

**7. TRANSFER TO RESERVES.**

The entire profit earned during the FY24 available for appropriation was transferred to retained earnings.

**8. CONSOLIDATED FINANCIAL STATEMENT:**

In compliance with the relevant provisions of Section 133 of the Companies Act, 2013 and Ind AS-110 on Consolidated Financial Statements, read with the Accounting Standard AS-23 on Accounting for Investments in Associates, your Directors have pleasure in attaching the consolidated financial statements with JV- Nath Bio-Genes CA LLC, Uzbekistan, for the financial year ended March 31, 2024, which forms part of the Annual Report.

**9. ANNUAL SECRETARIAL COMPLIANCE REPORT.**

The Company has undertaken an audit for the financial year 2023-24 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/ Guidelines issued thereunder. The Annual Secretarial Compliance Report issued by M/S Neha P Agrawal, Practicing Company Secretary, has been submitted to the Stock Exchanges within the specified time. This can be available on Companies website i.e., [www.nathbiogenes.com](http://www.nathbiogenes.com)

**10. STATUTORY AUDITORS AND AUDITORS REPORT.**

At the Annual General Meeting held on 30<sup>th</sup> June 2022, M/s Gautam N Associates, Chartered Accountants, were appointed as the Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held in year 2027.

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 30<sup>th</sup> June 2022, had appointed M/s Gautam N Associates,, Chartered Accountants as Statutory Auditors to hold office from the conclusion of

Annual General Meeting to be held in year 2024, 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.

#### **11. 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.

#### **12. INTERNAL AUDITORS.**

The Board of Directors of the Company has appointed M/s M.K. Ghatiya and Associates, as Internal Auditors to conduct Internal Audit of the Company for the financial year ended 31st March 2024. The Internal Audit reports are being reviewed by the Audit Committee of the Company.

#### **13. COST AUDITORS.**

Pursuant to the provisions of Section 148 (1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014, your Company is not required to maintain cost records and accordingly no such audit is required to be conducted.

#### **14. 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 2024. 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 – VI**.

#### **15. SUBSIDIARIES.**

The details of the subsidiaries company as of 31 March 2024 is as under: -

**JV- Nath Bio-Genes CA LLC, Uzbekistan,-** A Joint Venture with 90% stake holding as JV- Nath Bio-Genes CA LLC, Uzbekistan, has been incorporated & registered under the statute of Republic of Uzbekistan.

#### **16. 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. 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.

#### **17. 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 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, to give a true and fair view of the state of affairs of the company as of 31<sup>st</sup> March 2024 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 have 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.

#### **18. DIRECTORS & KEY MANAGERIAL PERSON**

##### **Director Retires by rotation**

- ✚ Ms. Jeevanlata Kagliwal (DIN 02057459) retires by rotation under Section 152 of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

Key Managerial Person

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  
Dr. Devinder Khurana- Chief Financial Officer  
Mr. Dhiraj Rathi- Company Secretary

**19. 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.

**20. FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTOR.**

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

**21. NUMBER OF MEETINGS OF THE BOARD.**

Four meetings of the Board were held during the year. The dates on which the Board meetings were held are 22<sup>nd</sup> April 2023, 10<sup>th</sup> August 2023, 16<sup>th</sup> October 2023, and on 18<sup>th</sup> January 2024, the details of attendance of Board meetings and Committee meetings held during the Financial Year 2023-24 form part of the Corporate Governance Report.

**22. 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. Detailed information in this regard has been given in the Corporate Governance Report.

**23. MANAGEMENT DISCUSSION & ANALYSIS.**

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

**24. PARTICULARS OF EMPLOYEE.**

The overall employees of the Company as on 31<sup>st</sup> March 2024 is 423 and other details is given separately in Annexure-I.

**25. 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 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.

**26. PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014.**

Given Separately as Annexure III

**27. PARTICULARS OF LOANS, GUARANTEES 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 2023-24 as per Section 186 of the Companies Act, 2013 have been given in the Balance Sheet and Audit Report.

**28. 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 IV** 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.

**29. HUMAN RESOURCE MANAGEMENT**

The great task of Research & Development, Supply chain, Marketing etc. was done at Nath Bio-Genes successfully. We work as team by aligning objectives with organizational strategy to drive business out comes successfully and personal motivation. The above success was possible, we strive to on board the right people, with right skills and knowledge, at right time. The talent of individual employees utilized effectively managing it with strategies and initiatives driven to achieve business goals. Today Nath Bio-Genes strength of 423-member strong work force drives our growth effectively and efficiently.

**30. DIVIDEND DISTRIBUTION POLICY**

Pursuant to Regulation 43A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the board has approved and adopted the Dividend Distribution Policy and the same is available at Companies website and provided as Annexure-VII to the Annual Report.

**31. INSIDER TRADING CODE.**

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the PIT Regulations') on prevention of insider trading, the Company have its Code of Conduct for regulating, monitoring, and reporting of trading by Designated Persons in line with the recent amendments brought by SEBI in the PIT Regulations. The said Code lays down guidelines, which advise Designated Persons on the procedures to be followed and disclosures to be made in dealing with the shares of the Company and cautions them on consequences of non-compliances. the Company has also updated its Code of practices and procedures of fair

disclosures of unpublished price sensitive information by including a policy for determination of legitimate purposes.

### **32. 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, 2024, to the date of signing of the Director's Report.

### **33. 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 conducted 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.

### **34. POLICY AGAINST SEXUAL HARASSMENT 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:	Nil

### **35. ENVIRONMENTAL SAFETY.**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

### **36. COMMITTEE OF THE BOARD**

Currently the Board has Five Committees:

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

**37. 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 -III to this Report.

**38. EXTRACT OF ANNUAL RETURN.**

As per the requirements of Section 92(3) of the Act and Rules framed there under, the extract of the annual return for FY 2024 is given in **Annexure-V** in the prescribed Form No. MGT-9, which is a part of this report. And will be uploaded on Companies website [www.nathbiogenes.com](http://www.nathbiogenes.com).

**39. BUSINESS RESPONSIBILITY REPORT / BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

The Business Responsibility Report is discontinued by the SEBI from the financial year 2021-22 and with effect from 2022-23 top 1000 Company based on the Market Capitalization shall submit the Business Responsibility and Sustainability Report. However, our Company is not under the top 1000 Company and hence the requirement of BRSR is not applicable to us.

**40. INSURANCE**

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

**41. INDUSTRIAL RELATION.**

The Company enjoyed cordial relations with its employees at all levels. Your directors record their appreciation of the support and co-operation of all employees and counts on them for the accelerated growth of the Company.

**42. 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

08<sup>th</sup> May 2024

Registered Office:

Nath House,

Nath Road

(Chhatrapati Sambhajnagar)

Aurangabad-431005

Managing Director

Satish Kagiwal

DIN: 00119601

Director

Jeevanlata Kagiwal

DIN: 02057459

## 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 2023-24: -**

**Satish Kagliwal: Managing Director                                  14.57**

#### **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 Annual median remuneration, the employee count taken is 410 which comprises of employees who have served for whole of the Financial Year 2023-24.
- 2. Percentage increase in remuneration of each Director, Chief financial officer, Company Secretary in Financial Year 2023-24:**

<b>Directors/CFO/CS Name</b>	<b>Designation</b>	<b>% Increase /decrease in remuneration of 2023-24</b>
Satish Kagliwal	Managing Director	37.50%
Devinder Khurana	Chief Financial Officer	9.00 %
Dhiraj Rathi	Company Secretary	23.21%

- 3. Percentage increase in the median remuneration of employees in the financial year 2023-24: 10.20%**
- 4. Number of the Permanent employees on the rolls of the company as on 31.03.2024: 423**
- 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 8.09%. 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.

- 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 2023-24

TOP TEN EMPLOYEES-2023-24						
Sr. No.	Name	Designation	Remuneration (INR in Lakhs)	Qualification	Joining Date	Age
1	Venkatesh Kulkarni	Vice President-R&D	100.66	PhD., M. Sc. (Agri.)	21-05-18	58
2	Harish Pandey	Vice President-Mkt	79.90	B. Sc. (Agri.)	28-08-20	50
3	Devinder Khurana	Chief Financial Officer	76.40	CFA, CFE, CAIIB	01-08-96	65
4	Ravinder Reddy	Vice President-SCM	74.51	M. Sc. (Agri.),	05-05-20	64
5	Satish Kagliwal	Managing Director	66.00	MMS	01-11-90	66
6	Manoj Kumar Awasthi	General Manager-Mkt	61.89	M. Sc. (Agri.)	02-02-24	46
7	Syed Sajid Hassan	Vice President-IB	51.57	B. Sc. (Agri.), M. B. A.	02-07-19	59
8	Anil Khed	General Manage-Production	44.00	B. Sc. (Agri.)	19-06-23	58
9	Abhinay Jadhav	Chief People Officer	41.40	B. Com., M. B. A. (HR)	01-06-21	52
10	Satyadev Pathak	Associate Vice President - PD	35.33	M. Sc. (Bot.), B. Sc. (Agri.)	14-10-16	57

### 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

<b>Particulars of contracts / arrangement entered into by the Company with Related Parties</b>					
<b>Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules 2014.</b>					
<b>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)</b>					
<b>1. Details of contract or arrangement or transactions not at arm's length basis:</b>		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.			
<b>2. Details of contract or arrangement or transactions at arm's length basis:</b>					
a) Name of the Related Party	Global Transgenes Limited	Agri-Tech (India) Limited	Paithan Mega Food Park Limited	Emerald Seeds Pvt. Ltd	Ferry Farms Pvt Ltd
b) Nature of transaction	Operational	Operational	Operational	Operational	Operational
c) Duration of transaction	NA	NA	NA	NA	NA
d) Salient features of transaction including the value if any	Research & Development	Land Purchase	Warehouse Renting	Seeds Production	Purchase of Land

## ANNEXURE III

**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 contentions effort, we have taken necessary measure to achieve economy in consumption of energy. To augment efforts, the company has installed Solar Panels over the processing plant to conserve energy.

### **Technology Absorption & Research and Development:**

The company has been 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.

<b>Expenditure on R &amp; D</b>	<b>1127.63 Lacs</b>
Foreign Exchange Earning and Outgo:	
Earnings	438.07 Lacs
Outgo	789.63 Lacs

#### **ANNEXURE IV**

#### **Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2023-24**

<b>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</b>	Refer Sections: (a) Corporate Social Responsibility and (b) Disclosures: CSR&G Committee in this Report
<b>2. Average net profit of the Company for last three financial years `</b>	INR 4040.37 Lacs
<b>3. Prescribed CSR expenditure (two percent of the amount mentioned in item 2 above)</b>	INR 80.81 Lacs
<b>4. Details of CSR spent during the financial year:</b> <ul style="list-style-type: none"> <li>• <b>Total amount spent for the financial year</b></li> <li>• <b>Amount unspent if any</b></li> <li>• <b>Manner in which the amount spent during the financial year</b></li> </ul>	81.00 Lacs Not Applicable Details given below

#### **DETAILS OF AMOUNT SPENT ON CSR ACTIVITIES DURING THE FINANCIAL YEAR 2023-24**

Sr. No.	CSR project or Activity Identified	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 2023-2024 (In lacs)	Amount Spent Direct or through Implementing Agency
---------	------------------------------------	--------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------	----------------------------------------------------

1	Rural Transformation	Various Districts of Maharashtra, Gujarat, Madhya Pradesh & Bihar	Rs. 80.81 Lacs	Rs. 81.00 Lacs	Rs. 81.00 Lacs	Self through Company Staff
<b>Total</b>				INR 81.00		

**CORPORATE SOCIAL RESPONSIBILITY AT NATH BIO-GENES (INDIA) LIMITED**

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.

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 V**

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on March 31, 2024

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

<b>I. REGISTRATION AND OTHER DETAILS</b>	
<b>i) CIN</b>	L01110MH1993PLC072842
<b>ii) Registration Date</b>	14-07-1993
<b>iii) Name of the Company</b>	Nath Bio-Genes (India) Limited
<b>iv) Category / Sub-Category of the Company</b>	Public Company / Limited by shares
<b>v) Address of the Registered office and contact details</b>	Nath House, Nath Road, Chh. Sambhajnagar (Aurangabad)-431005
<b>vi) Whether listed company</b>	Yes
<b>vii) Name, Address and Contact details of Registrar and Transfer Agent,</b>	Big Share Services Pvt. Ltd, Office No S6-2, 6 <sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai-400 059.
<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>	
<b>All the business activities contributing 10% or more of the total turnover of the company</b>	
<b>GM and Hybrid Seeds</b>	100%
<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>	
Holding Company	NIL
Subsidiary Company	As per Attachment A
Associate Companies	NIL
<b>IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)</b>	
<b>i) Category-wise Share Holding</b>	As per Attachment B
<b>ii) Shareholding of Promoters</b>	As per Attachment C
<b>iii) Change in Promoters' Shareholding</b>	As per Attachment C
<b>iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)</b>	As per Attachment D
<b>v) Shareholding of Directors and Key Managerial Personnel</b>	As per Attachment E
<b>V. INDEBTEDNESS</b>	
<b>Indebtedness of the Company including interest outstanding/accrued but not due for payment</b>	As per Attachment F
<b>VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>	

<b>A. Remuneration to Managing Director, Whole-time Directors and/or Manager.</b>	As per Attachment G
<b>B. Remuneration to other directors</b>	As per Attachment G
<b>C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD</b>	As per Attachment G
<b>VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES</b>	NIL

### Attachment A

#### Particulars of Subsidiary Companies

Sr No	Name of the Company	Address of Company	CIN	% Of shares held	Applicable Section
1	JV -Nath Bio-Genes CA LLC	Samarqand Viloyati, Paxtachi, A. Allayorov MMTP Uzbekistan	N.A.	90%	2 (87)

### Attachment B

#### SHARE HOLDING PATTERN as on 31<sup>st</sup> March 2024

#### Category wise shareholding

Category of Shareholders	No. of shares at the beginning of the year (As on 01.04.2023)				No. of shares at the end of the year (As on 31.03.2024)				% Of change 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	0.01	439	0	439	0.01	0.00
(b) Central Govt.	0	0	0	0	0	0	0	0	0.00
(c) Bodies Corporate	8664463	0	8664463	45.59	8664463	0	8664463	45.59	0.00
(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
<b>Sub Total(A)(1)</b>	8664902	0	8664902	45.60	8664902	0	8664902	45.60	0.00
2 Foreign									

<b>A</b>	Individuals (NRI)	0	0	0	0	0	0	0	0	0.00
<b>B</b>	Bodies Corporate	0	0	0	0	0	0	0	0	0.00
<b>C</b>	Institutions	0	0	0	0	0	0	0	0	0.00
<b>D</b>	QFI	0	0	0	0	0	0	0	0	0.00
<b>E</b>	Any Others	0	0	0	0	0	0	0	0	0.00
	<b>Sub Total(A)(2)</b>	0	0	0	0	0	0	0	0	0.00
	<b>Total Shareholding of Promoters (A) = (A)(1) + (A)(2)</b>	<b>8664902</b>	<b>0</b>	<b>8664902</b>	<b>45.60</b>	<b>8664902</b>	<b>0</b>	<b>8664902</b>	<b>45.60</b>	<b>0.00</b>
<b>(B)</b>	<b>Public shareholding</b>									
<b>1</b>	<b>Institutions</b>									
<b>(a)</b>	Mutual Funds / UTI	876220	1694	877914	4.62	829101	1694	830795	4.37	-0.25
<b>(b)</b>	FI / Banks	0	22	22	0.00	0	22	22	0.00	0.00
<b>(c)</b>	Alternative Investment Fund	0	0	0	0	0	0	0	0.00	0.00
<b>(d)</b>	Venture Capital Funds	0	0	0	0	0	0	0	0.00	0.00
<b>(e)</b>	Insurance Companies	0	0	0	0	0	0	0	0.00	0.00
<b>(f)</b>	FII's	0	0	0	0	0	0	0	0.00	0.00
<b>(g)</b>	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0.00	0
<b>(h)</b>	Foreign Portfolio Investor	25067	0	25067	0.13	50669	0	50669	0.27	0.14
<b>(i)</b>	Any Other	0	550	550	0.01	0	550	550	0.01	0.00
<b>(i-ii)</b>	Overseas Bodies Corporate	880	0	880	0.01	880	0	880	0.01	0.00
	<b>Sub-Total (B)(1)</b>	<b>902167</b>	<b>2266</b>	<b>904433</b>	<b>4.75</b>	<b>880650</b>	<b>2266</b>	<b>882916</b>	<b>4.64</b>	<b>-0.09</b>
<b>B 2</b>	<b>Non-institutions</b>									
<b>(a)</b>	Bodies Corporate	2800322	10297	2810619	14.79	2487273	10297	2497570	13.14	-1.65
<b>(b)</b>	Individuals									
<b>I</b>	Individual shareholders holding share capital up to Rs 2 lakh	4447025	261082	4708107	24.77	4536765	203142	4793907	25.23	0.46
<b>II</b>	Individual shareholders holding									

	share capital in excess of Rs. 2 lakhs.	1025342	0	1025342	5.40	1334814	0	1334814	7.02	1.62
(c)	NBFC	0	0	0	0	0	0	0	0	0.02
(d)	Any Other	296589	0	296589	1.56	254035	0	254035	1.34	0.22
(d-i)	NRI	519121	15048	534169	2.81	542055	15048	557103	2.93	0.09
(d-ii)	Clearing Member	59839	0	59839	0.27	18753	0	18753	0.10	-0.17
	<b>Sub-Total (B)(2)</b>	<b>9148238</b>	<b>286427</b>	<b>9434665</b>	<b>49.64</b>	<b>9173695</b>	<b>228487</b>	<b>9456182</b>	<b>49.75</b>	<b>-0.11</b>
(B)	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>10050405</b>	<b>288693</b>	<b>10339098</b>	<b>54.40</b>	<b>10054345</b>	<b>230753</b>	<b>10285098</b>	<b>54.40</b>	<b>-4.54</b>
	<b>TOTAL (A)+(B)</b>	<b>18715307</b>	<b>288693</b>	<b>19004000</b>	<b>100.00</b>	<b>18719247</b>	<b>284753</b>	<b>19004000</b>	<b>100</b>	<b>0.00</b>
(C)	<b>Shares held by Custodians for ADRs and GDRs</b>									
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
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>18715307</b>	<b>288693</b>	<b>19004000</b>	<b>100.00</b>	<b>18719247</b>	<b>284753</b>	<b>19004000</b>	<b>100</b>	<b>0.00</b>

### Attachment C

#### Shareholding of Promoters & Change in Promoters Shareholding

Sr. No	Shareholders Name	No. of shares at the beginning of the year (As on 01.04.2023)			No. of shares at the end of the year (As on 31.03.2024)			% 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	1510452	7.95	0.00	2326283	12.24	0	4.29
2	Ashu Farms LLP	2088449	10.99	24.13	2598949	13.68	504000	2.69
3	Agri-Tech India Ltd	1495131	7.87	0.00	0	0.00	0	-7.87
4	Tingli Finvest Pvt. Ltd	562360	2.96	0.00	562360	2.96	0	0.00
5	Nath Royal Ltd.	494692	2.60	0.00	494692	2.60	0	0.00
6	Barkha Farms LLP	354030	1.86	0.00	522830	2.75	0	0.89
7	Ferry fax farms Pvt. Ltd.	307644	1.62	48.76	307644	1.62	225000	0.00

8	Pithambar Farms Pvt. Ltd.	250000	1.32	0.00	250000	1.32	0	0.00
9	Arati Farms Pvt. Ltd.	202641	1.07	0.00	202641	1.07	0	0.00
10	Nath Biotechnologies Ltd.	101200	0.53	0.00	101200	0.53	0	0.00
11	Prabha Farms Pvt. Ltd	75271	0.40	0.00	75271	0.40	0	0.00
12	Paresh Farms Pvt. Ltd.	374	0.01	0.00	374	0.01	0	0.00
13	Jeevan Investment and Finance Pvt. Ltd	219	0.01	0.00	219	0.01	0	0.00
14	Nath Industries Limited	532000	2.80	0.00	532000	2.80	0	0.00
15	Emerald Seeds Private Limited	690000	3.63	100	690000	3.63	690000	3.63
16	Jeevanlata Kagliwal	293	0.01	0.00	293	0.01	0	0.00
17	Nandkishor Kagliwal	146	0.01	0.00	146	0.01	0	0.00
	<b>TOTAL</b>	<b>8664902</b>	<b>45.60</b>	<b>16.38</b>	<b>8664902</b>	<b>45.60</b>	<b>16.38</b>	<b>0.00</b>

#### Attachment D

Shareholding of top ten Shareholders as on 31<sup>st</sup> March 2024. (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Name	No of shares	% Of Total Shares of the Company
1	Aditya Birla Sun Life Trustee Private Limited (Aditya Birla Sun Life Pure Value Fund)	828595	4.36
2	Satpal Khattar	400000	2.10
3	Meghal Bakulesh Shah	248099	1.30
4	KBS Properties Private Limited	100000	0.52
5	Anita Jaideep Sampat	96487	0.50
6	Arun Kumar	83376	0.43
7	Vikram Popatbhai Kotak	80000	0.42
8	Vikram Popatbhai Kotak	75000	0.39
9	Jaideep Narendra Sampat	74214	0.39
10	Bhimavarapu Sridhar Reddy	69028	0.36

#### 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
<b>A</b>	<b>Directors</b>				
<b>1</b>	Mr. Satish Kagliwal	0	0	01/04/2023	0
	Managing Director			31/03/2024	
<b>2</b>	Mrs. Jeevanlata Kagliwal	293	0.001	01/04/2023	0
	Director			31/03/2024	
<b>3</b>	Mr. Akash Kagliwal	0	0	22/04/2023	0
	Director (appointed on 22 April 2023)			31/03/2024	
<b>4</b>	Ms. Ashu Jain			01/04/2023	0

	Independent Director	0	0	31/03/2024	0
5	Mr. Vadla Nagabhushanam	0		01/04/2023	0
	Independent Director	0	0	31/03/2024	0
6	Mr. Hitesh Purohit	0		01/04/2023	0
	(Independent Director)	0	0	31/03/2024	0
7	Mr. Madhukar Deshpande	0	0	01/04/2023	0
	(Independent Director)	0	0	31/03/2024	0
B	<b>Key Managerial Person</b>				
8	Mr. Devinder Khurana	2301	0.01	01/04/2023	0
	Chief Financial Officer			31/03/2024	
9	Mr. Dhiraj Rathi	1	0	01/04/2023	0
	Company Secretary			31/03/2024	

Attachment F

**Indebtedness of the Company including interest outstanding/accrued but not due for payment.**  
(Rs. In Lacs)

Indebtedness at the beginning of the financial year (01.04.2023)	Secured Loans excluding Deposits	Unsecured Loans	Deposits from Dealers	Total Indebtedness
i) Principal Amount	10417.95	103.27	721.44	11242.66
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total i + ii + III	10417.95	103.27	721.44	11242.66
Change in Indebtedness during the financial year				
Addition	383.10	491.23	52.94	927.27
Reduction	461.50	103.27	0.00	564.77
Exchange Difference				
Net Change	-78.40	387.96	52.94	362.50
(31-03-2024)				
i) Principal Amount	10339.55	491.23	774.38	11605.16
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total i + ii + III	10339.55	491.23	774.38	11605.16



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	66.00	66.00
2	Value of perquisites	Nil	Nil
3	Profits in lieu of salary	Nil	Nil
4	Commission	Nil	Nil
	<b>Total</b>	<b>66.00</b>	<b>66.00</b>

B. Remuneration to other directors

(Rs in Lacs)

Sr. No	Particulars of Remuneration	Jeevanlata Kagliwal	Akash Kagliwal (Appointed on 22 <sup>nd</sup> April 2023)	Vadla Nagabhushanam	Madhukar Deshpande	Ashu Jain	Hitesh Purohit
1	Independent Directors	Nil	Nil	Nil	Nil	Nil	Nil
2	Fee for Attending Board Meetings	0.20	0.15	0.23	0.23	0.20	0.20
3	Commission	Nil	Nil	Nil	Nil	Nil	Nil
4	Others	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	<b>0.20</b>	<b>0.15</b>	<b>0.23</b>	<b>0.23</b>	<b>0.20</b>	<b>0.20</b>

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	76.04	8.44	84.48
2	Value of perquisites	0.00	0.00	0.00
3	Others	0.00	0.00	0.00
	<b>Total</b>	<b>76.04</b>	<b>8.44</b>	<b>84.48</b>

**Annexure-VI**

FORM NO. MR -3  
SECRETARIAL AUDIT REPORT  
For the financial year ended 31<sup>st</sup>March 2024

[Pursuant to section 204(1) of The Companies Act, 2013 and the Rule no. 9 of the Companies (Appointment and Remuneration Personnel Rules, 2014) and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

**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 with 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, 2024 (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, 2024, 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; - (Not Applicable during the period under review).
- 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 issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- b) Securities and Exchange Board of India (Listing Obligation and Disclosure

Requirements) Regulations, 2015.

The company has identified the following laws as specifically applicable to the During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

The company has identified the following laws as specifically applicable to the company however I have not verified whether the company has complied the provisions of the following acts as the same was not within the scope of my work.

- 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 Labour (Regulations & Abolition) Act 1970
- f. The Income Tax Act 1961
- g. Goods & Service Tax Act.

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 Bigshare 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

Peer review Certificate No. 1304/2021

Date: - 08<sup>th</sup> MAY 2024

Place: - Aurangabad

UDIN: - F007350F000335601

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**

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 a 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 the 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

Peer review Certificate No. 1304/2021

Date: - 08<sup>th</sup> MAY 2024

Place: - Aurangabad

UDIN: - F007350F000335601

**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  
Chhatrapati Sambhajinagar  
(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 2024 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

## ***Annexure-VII***

### ***Dividend Distribution Policy***

#### ***NATH BIO-GENES (INDIA) LIMITED DIVIDEND DISTRIBUTION POLICY***

##### ***1. PREAMBLE***

As per Regulation 43A of SEBI (LODR) Regulations (Amended), 2015, the top (1000) listed entities on market capitalization (calculated as on March 31 of every financial year) shall formulate dividend distribution policy which shall be disclosed in their annual Reports and on their Annual Reports and on their websites. Nath Bio-Genes (India) Limited being one of the top 1000 listed companies as per the market capitalization in the year March 2021, framed this policy to comply With the SEBI (LODR) Regulations, 2015.

##### ***2. OBJECTIVE***

The objective of the policy is to broadly specify the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect Dividend

##### ***3. PHILOSOPHY.***

The Company is deeply committed to driving superior value creation for all its shareholders. The Company believes that driving growth creates maximum shareholder value and thus it would first like to deploy its profits to fund its working capital requirements, capital expenditure requirements, reducing debt, allocate reserves for inorganic growth opportunities and thereafter distribute the surplus profits in the form of dividend to the shareholders.

##### ***4. DEFINATION***

‘Company’ means Nath Bio-Genes (India) Limited.

‘Board’ or ‘Board of Directors’ means Board of Directors of the Company.

‘Dividend’ means Dividend as defined under Companies Act, 2013.

‘Policy or this Policy’ means the Dividend Distribution Policy.

‘SEBI (LODR) Regulations’ means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modification(s) or reenactment(s) thereof for the time being in force.

##### ***5. PARAMETERS FOR DECLARATION OF DIVIDEND***



**Internal Factors / Financial Parameters** - The Board of Directors of the Company would consider the following financial parameters before declaring or recommending dividend to Shareholders.

- Investment Opportunities, for expansion and diversification into new project, acquisitions and other potential strategic action that may help grow Company.
- Liquidity position of the Company.
- Growth in earnings of the Company.
- Restrictions in debt agreements executed with lenders in relation to the Payment of dividends.
- The Board of Directors of the Company would consider its working capital requirements, R&D expenditure, and capital expenditure requirements for future growth before declaring the dividend.
- The dividend declaration would also depend upon the liquidity position of the Company, Outstanding borrowings and the cash flow required to meet contingencies.
- The Board of Directors of the Company shall also consider past dividend trends of the Company.
- Contingencies Requirements.
- State of Economy and Nature of Industry.
- Macro-economic and business Condition in General.
- Any other factors before declaring the dividend.

**External Factors**- The Board of Directors of the Company would consider the following external parameters before declaring or recommending dividend to Shareholders.

- Dividend declared would be in compliance with prevailing legal requirements, regulatory conditions or restrictions laid down under the Applicable Laws including tax laws.
- The Board of Directors of the Company would consider dividend pay-out ratios of Companies in the same industry.
- Prevailing legal requirements, tax rules, Government policies and statutory conditions or restrictions as may be provided under applicable laws.
- The declaration of dividends and its quantum may have a positive impact on the market prices.
- The Company may also consider the rate of inflation when declaration of dividend.

#### **6. CIRCUMSTANCES UNDER WHICH SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND.**

The Company shall not recommend dividend if it is of the opinion that it is financially not prudent to do so. The shareholders of the Company may not expect Dividend under the following circumstances.

- In case the Company is undertaking significant expansion which would require higher allocation of resources.
- If the Company requires significant amount of working capital to fund its future growth.
- In case the Company proposes to use surplus cash for buy-back of securities.
- In the event of inadequacy of profits or whenever the Company has incurred losses

The Company may declare dividend out of the profits of the Company for the year or out of the profits for any previous year or years or out of the free reserves available for

distribution of Dividend, after having due parameters laid down in this Policy.

#### **7. UTILISATION OF RETAINED EARNING.**

The Company maintains enough retained earnings to address the financing of working capital, capital expenditure, corporate actions, inter alia, buyback and reduction of capital, and unanticipated and emergency expenditures.

The Company may also use the retained earnings for such purposes as are within the Provisions of the Act, Rules, Listing Regulations, and any other applicable law.

#### **8. AMENDMENTS**

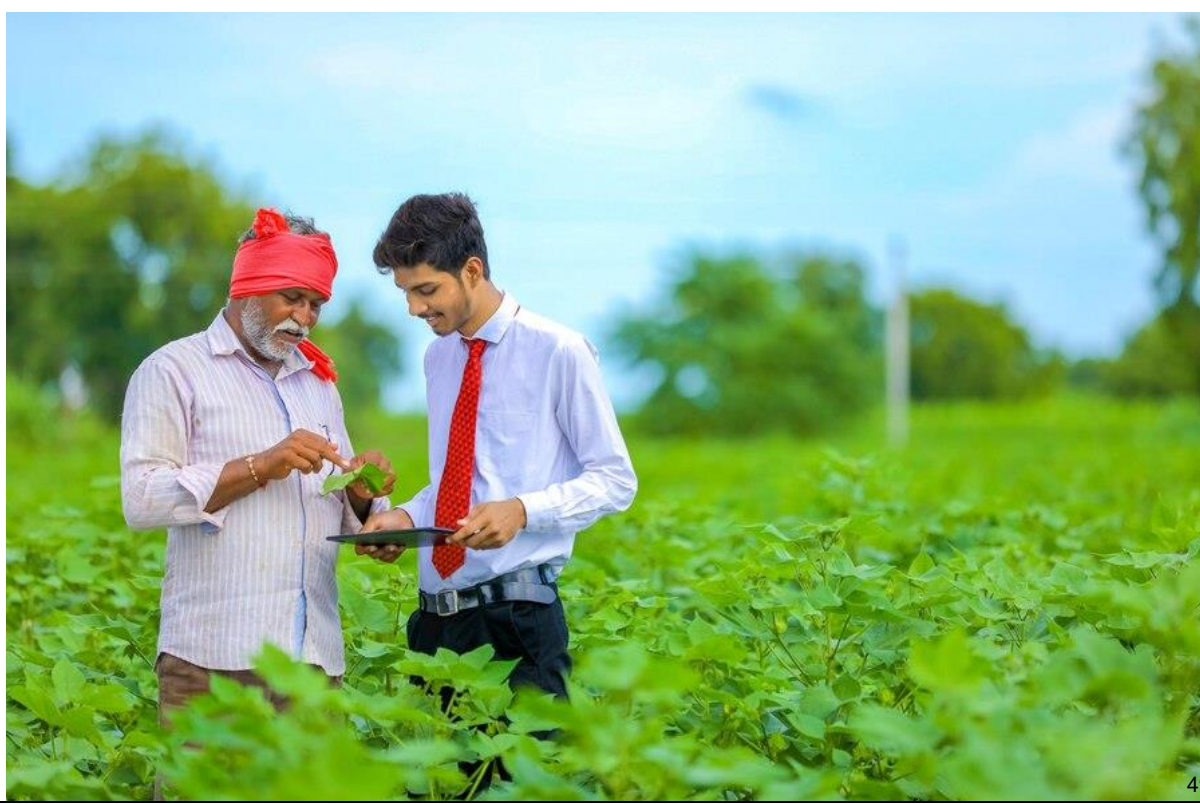
The Board may, subject to applicable law, amend, suspend, or rescind this Policy at any time. Any difficulties or ambiguities in this Policy will be resolved by the Board and/ or administrative committee of the Board, in line with the broad intent of this Policy, as and when required.

#### **9. DISCLAIMER**

This Policy shall not be construed as a solicitation for investments in the Company's Securities and shall neither act as an assurance of guaranteed returns (in any form), On investments in the Company's securities.

#### **10. CHANGE IN LAW.**

In case of any subsequent changes in the provisions of the Act or further rules and regulations / guidelines from the Securities and Exchange Board of India including the Listing Regulations or any other regulations which makes any of the provisions of this Policy inconsistent, then the provisions of the Act or such other regulations would prevail over this Policy and the relevant provisions contained in the Policy would be modified accordingly in due course to make it consistent with applicable laws.



# **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

## **Global Economy**

The global economic outlook for FY24 is increasingly positive, with projected growth now at **2.7%**, an upward revision from the earlier forecast of 2.4%<sup>1</sup>. This adjustment reflects the exceptional performance of the United States economy and improved prospects for several major emerging markets, collectively invigorating the global economic landscape.

However, concerns about a resurgence in inflation persist due to rising food and energy prices, exacerbated by geopolitical tensions in the Red Sea and transit challenges in the Panama Canal. Additionally, upward wage pressures in developed economies with historically low unemployment rates could contribute to inflationary pressures<sup>2</sup>.

Looking beyond FY24, the global economy is expected to maintain a steady growth trajectory, albeit with regional disparities. Technological innovation and digital transformation will continue to drive productivity gains, particularly in sectors like finance, healthcare, and manufacturing. Investment in emerging Technologies such as artificial intelligence, renewable energy, and biotechnology will be pivotal in sustaining long-term growth. The transition to a green economy will gain momentum, with increased investment in renewable energy sources, sustainable agriculture, and environmentally friendly technologies. This shift will not only mitigate climate risks but also create new economic opportunities and jobs.

The resolution of geopolitical tensions and the establishment of stable trade relations will be crucial for global economic stability. Diplomatic efforts and international cooperation will play a significant role in ensuring a conducive environment for economic growth. Aging populations in developed economies and a growing youth demographic in emerging markets will influence labor market dynamics and economic policies. Addressing skills gaps and fostering inclusive growth will be essential to harness the full potential of the global workforce. Central banks and governments will need to strike a balance between controlling inflation and supporting economic growth. Adaptive monetary policies and targeted fiscal measures will be key to navigating economic uncertainties and fostering a stable economic environment.

Overall, while the global economy faces both opportunities and challenges, the underlying resilience and adaptability of markets worldwide provide a solid foundation for sustained growth in the coming years.

<sup>1</sup> <https://www.un.org/development/desa/dpad/publication/world-economic-situation-and-prospects-as-of-mid-2024/>

<sup>2</sup> [https://www.oecd.org/en/publications/2022/11/oecd-economic-outlook-volume-2022-issue-2\\_b4166cd1.html](https://www.oecd.org/en/publications/2022/11/oecd-economic-outlook-volume-2022-issue-2_b4166cd1.html)

Effective policy measures, technological advancements, and international cooperation will be instrumental in shaping a prosperous global economic future.

### **Indian Economy**

India's economy presents a compelling picture of **moderate growth** in the near term with **significant long-term potential**. While the real GDP growth is expected to moderate to **6.8% in fiscal 2025** and the Nominal GDP has witnessed a growth rate of 9.6% in FY 2023-24 over the growth rate of 14.2% in FY 2022-23, this steady expansion positions India to become the world's **third-largest economy** by 2031<sup>3</sup>. This growth is also expected to translate into a significant rise in **per capita income**, which is estimated to reach **US\$ 4,000 by FY 2030**, reflecting a nearly **70% increase** from FY 2023 levels. Furthermore, this growth trajectory is projected to elevate India to the **upper-middle-income category** by the same year, signifying a substantial improvement in living standards<sup>4</sup>.

This follows impressive expansions of 7.6% and 7.0%<sup>5</sup> in the preceding fiscal years, showcasing resilience amidst economic fluctuations. The anticipated moderation reflects global economic dynamics and adjustments in domestic policy settings aimed at sustainable growth. This achievement marks a significant milestone in India's economic evolution, underpinned by robust fundamentals despite global economic headwinds, rising interest rates, and potential fiscal adjustments.

The government is striking a commendable balance between **fiscal consolidation** and **growth**. The revised fiscal deficit for FY24 is estimated at **5.8% of GDP**, demonstrating a continued focus on fiscal responsibility. This trend is expected to persist, with the projected fiscal deficit for FY25 anticipated to be **5.1% of GDP**. Importantly, the government is prioritizing infrastructure development to fuel long-term growth. The **FY25 capex target of US\$ 133.8 billion (Rs 11.1 lakh crore)** represents an **11.1% increase** compared to the previous year<sup>6</sup>. This significant investment in infrastructure bodes well for India's future economic potentials.

Looking ahead, India's economic narrative remains compelling, driven by continued investments in infrastructure, digital transformation, and reforms aimed at enhancing business climate and governance. Challenges such as income inequality and infrastructure gaps persist but are being addressed through targeted policy interventions. The government's commitment to fiscal discipline and inclusive development augurs well for long-term growth prospects. Moreover, demographic advantages, a burgeoning middle class, and increasing urbanization are poised to sustain domestic demand and investment momentum.

<sup>3</sup> <https://www.crisil.com/en/home/our-analysis/reports/2024/03/india-outlook-2024-report/growth-marathon.html>

<sup>4</sup> <https://www.ibef.org/economy/union-budget-2024-25>

<sup>5</sup> <https://data.worldbank.org/indicator/>

<sup>6</sup> <https://www.ibef.org/economy/union-budget-2024-25>

This is a welcome sign for India's long-term economic health, signaling a transition from a labor-intensive to a more productive, efficiency-driven economy. To achieve this, India is making strides on multiple fronts. The government's "**Make in India**" initiative fosters technological advancements in manufacturing, while infrastructure projects aim to improve logistics and connectivity. Additionally, skilling initiatives like Skill India are crucial in equipping the workforce with the capabilities to thrive in this new paradigm. By prioritizing these aspects, India is well-positioned to capitalize on the efficiency wave and propel sustainable economic growth.

In conclusion, while India navigates through global uncertainties and domestic challenges, its economic trajectory remains resilient and promising. The nation's ascent towards becoming a global economic powerhouse is supported by prudent policymaking and a proactive approach to sustainable development. Investors and stakeholders can anticipate a dynamic and evolving financial landscape, offering opportunities amidst the broader narrative of growth and transformation.

### **Agricultural Sector**

Agricultural development stands as a pivotal instrument in eradicating extreme poverty, fostering inclusive prosperity, and addressing the nutritional needs of an estimated ten billion people by 2050. Moreover, agriculture significantly contributes to global economic output, constituting approximately 4% of global GDP and exceeding 25% in some developing nations<sup>7</sup>.

In 2024, the global agricultural market is poised to achieve a gross production value of approximately USD 4.59 trillion, with an anticipated compound annual growth rate (CAGR) of 3.76% through 2029, projecting a value of USD 5.52 trillion by the end of the period<sup>8</sup>. Concurrently, import values are projected to reach USD 949.7 billion, growing at a CAGR of 11.54%, while export values are expected to total USD 841.7 billion in 2024, with an anticipated CAGR of 17.73% over the same period. This growth trajectory underscores the sector's resilience and strategic importance in meeting global food demand.

According to Bain & Co., the Indian agricultural sector is also poised for a substantial growth, projected to reach between US\$ 30-35 billion by 2025. The sector's resilience is underscored by the First Advance Estimates for 2023-24, which anticipate rice production at 1,063.13 lakh tonnes during the kharif season. India demonstrated robust performance, with exports reaching US\$ 35.18 billion from April to December 2023-24 alone. For the full fiscal year 2023-24, agricultural exports are expected to match the previous year's level at US\$ 53 billion, reflecting sustained global demand and competitive positioning.

The global agricultural biotechnology market is forecasted to expand from USD 79.9 billion in 2023 to USD 119.6 billion by 2028, reflecting a CAGR of 8.4% during the forecast period. This growth underscores the sector's increasing reliance on advanced biotechnological solutions to enhance productivity and sustainability.<sup>9</sup>

<sup>7</sup> <https://www.worldbank.org/en/topic/agriculture/overview#1>

<sup>8</sup> <https://www.statista.com/outlook/io/agriculture/worldwide#:~:text=Gross%20production%20value%20in%20Agriculture,US%24949.7bn%20in%202024>

<sup>9</sup> <https://www.bccresearch.com/market-research/biotechnology/agricultural-biotechnology-markets-report.html>

Such growth forecasts underscore India's strategic positioning in the global food economy, driven by robust domestic demand, policy support, and a burgeoning industrial base. As India continues to harness its agricultural and food processing potential, it stands poised to enhance its global footprint and economic resilience in the years ahead.

Agribusiness firms are increasingly pursuing acquisitions of arable land to bolster crop yields and expand their operational footprint in response to heightened demand and growth opportunities in farming activities. These strategic initiatives are expected to underpin continued growth and profitability within the agricultural sector.

### **Seed Sector Overview**



According to the World Seed Trade Statistics, India boasts the sixth-largest domestic seed market globally, valued at approximately \$1.3 billion<sup>10</sup>. However, the seed replacement rate remains low for most crops, with the notable exceptions of cotton and certain vegetables. The adoption of hybrid seeds is predominantly observed in cotton, and to a lesser extent in crops such as corn, millet, sunflower, and some vegetables. The concept of seed certification emerged in response to the growing concern over the rapid loss of varietal identity during production cycles.

According to the hybrid seeds market trends, based on crop, the fruits & vegetable crops segment was the highest revenue contributor to the market, with \$40,951.5 million in 2020, and is estimated to reach \$118,878.4 million by 2031, at a CAGR of 10.0% during the forecast period. The fruit & vegetables crops segment grows at the highest rate, in terms of both value and volume in the market.

There is an increasing awareness among farmers regarding the higher yield and superior quality of produce derived from hybrid seeds, driving a gradual shift towards their use. The global hybrid seeds market was valued at \$59.6 billion in 2020 and is projected to reach \$166.2 billion by 2031, registering a compound annual growth rate (CAGR) of 9.6%<sup>11</sup>.

In India, the hybrid seeds market generated revenue of \$17.7 billion in 2020 and is expected to grow to \$51.8 billion by 2031, with an estimated CAGR of 10.0% during the forecast period. This robust growth trajectory underscores the increasing importance and adoption of hybrid seeds in enhancing agricultural productivity and ensuring food security.

### **Cotton Sector Overview**

<sup>10</sup> <https://www.seednet.gov.in/Material/IndianSeedSector.aspx>

<sup>11</sup> <https://www.alliedmarketresearch.com/hybrid-seeds-market#:~:text=India%20hybrid%20seeds%20market%20generated,10.0%25%20during%20the%20forecast%20period.>

India's cotton cultivation spans over 13.06 million hectares, representing a significant portion of the global total of 33.1 million hectares. The Indian cotton industry is a vital economic sector, supporting the livelihoods of approximately 60 million individuals. In the fiscal year 2023-24, India produced 31.6 million bales of cotton (each bale weighing 170 kg) as of November 2023.

The primary importers of Indian cotton during FY24 (until January 2024) were Bangladesh, China, Sri Lanka, and Vietnam. These countries collectively accounted for 45% of India's total cotton exports. Notably, despite the challenges posed by the COVID-19 pandemic, India maintained its export momentum in cotton and cotton yarn. Bangladesh emerged as the largest importer, securing over 34% of India's cotton exports, followed by China with a 13% share. The total value of cotton exports reached US\$ 5.3 billion in the fiscal year 2023-24<sup>12</sup> (until January 2024).

In alignment with strategic economic goals, the Government of India, in collaboration with the Export Promotion Council, has set an ambitious target of US\$ 100 billion in textile exports by 2025-26. To achieve this, there is a focused effort to enhance cotton productivity from the current yield of approximately 450 kg lint per hectare to at least 800-900 kg lint per hectare. This initiative aims to bolster the competitive edge of India's textile industry on the global stage.

### [Company Overview](#)

Nath Bio-Genes (India) Limited stands as a distinguished leader in the Indian seed industry, leveraging over two decades of expertise in producing and distributing high-quality seeds to Indian farmers. The Company's robust research and development initiatives have yielded numerous acclaimed cotton seed varieties, noted for their resilience against viruses and weather fluctuations, as evidenced by their outstanding performance in ICAR trials. The company's commitment to excellence is further demonstrated through its comprehensive extension programs designed to empower farmers. These initiatives include product awareness campaigns, crop demonstrations, agronomic input guidance, fertigation practices, and post-harvest management training.

As Nath Bio-Genes transitions from addressing food security to focusing on nutritional security, the company is dedicated to bringing healthier seed varieties from farms to consumers' plates. This strategic shift underscores Nath Bio-Genes' ongoing mission to support farmers and contribute to the overall well-being of the population through innovative agricultural solutions.

Notably, the recent introductions of the Sanket and Jumbo cotton seeds have secured top-three rankings across diverse geographies and planting conditions. This consistent superior performance underscores a strong potential for Nath Bio-Genes' cotton seed portfolio to outpace industry growth rates.

<sup>12</sup> <https://icac.org/>

The company's core crops flourished in FY24, with significant volume increases for Cotton (17%), Paddy (12%), Bajra (26%), Maize (19%), and Wheat (27%). This diversification strategy has not only mitigated risk but also positioned Nath Bio-Genes as a well-rounded player in the agricultural sector.

Even more impressive is the advancement in the Non-Cotton, Non-Paddy (NCP) segment. Here, Nath Bio-Genes achieved a remarkable 15.73% value surge despite a modest volume increase (4.21%). This shift towards higher-margin products demonstrates a keen focus on profitability. Notably, their continued emphasis on the NCP portfolio, including Maize, Bajra, Mustard, and Wheat, resulted in a commendable 16% volume growth, solidifying their strategic direction.

Central to Nath Bio-Genes' success is its commitment to fostering strong relationships within the agricultural community, collaborating closely with over 15,000 forward-thinking farmers who cultivate seeds for the Company. This collaborative approach has not only enhanced agricultural productivity but also earned Nath Bio-Genes numerous accolades, including the prestigious "Vasantrao Naik Prathisthan Award" in recognition of its significant contributions to the sector.

### **Product Portfolio**

Segment	Key Products	Product Pipeline	Key Geographies
Cotton	Sanket, Jambo, Profit +, Rana, Maharana, Himalaya, NBC-10 & NBC-11	NBC 2020, NBC 211, PAN India NBC 30, NBC 85	Central Zone, South Zone, Western Zone in India
Paddy	Dhadak, Dhadak Gold, Loknath, Gorakhnath, Tehelka, Gazab, Khushi-27, Puravakamini, Menka, Kasturi, Nath 2020, Nath Poha, Golden-72, Mehak-92, Karina, Nath-11	NBRH 19195, NBRH 34	North, Central and North-East India
Pearl Millet	Super-27, NBBH-20, NBH-07, NBH-05, NBH- 1717	NBBH-2122, NBBH-2212	North, West & Central India
Mustard	Rajshree, Rajshree Gold, Himalaya, Goldie, Goldie Super, Golden-100 & Pari-313	In Progress	North & Central India
Corn	Dominator, NWMH-2002 Gold, Don-1588, NMH-1008, Dominator Gold, Singham, NMH 1707	NMH- 5620, NMH-6560, NMH-6962	PAN India
Wheat	Mohan Wonder, Manik-07, NAVNATH	NW-10, NW-16, NW-20	North, West, East & Central India
Forage	NutriMax, NutriMax Gold	In process	North, West, East & Central India



Grain Sorghum	Amranath, Amarnath-251	In process	North, West, South & Central India
Vegetable	Chilli – Legend, NCH-495 Okra – NOH05, Sara Cucumber - NCH02. NCH 1061 Bitter Gourd – Chintu Tomato – Akhand, Joy	Chilli - NCH 2561, NCH 200, NCH 2546 Okra - NOH3341 Cucumber - NCUH2061 Bitter Gourd- NBH6054 Tomato - NTH1965	PAN India
PNS	Win-chi-Win, WinGoli, WinPro Granules	In process	PAN India

**Cotton** - The company has demonstrated remarkable resilience within the cotton industry, despite the sector grappling with the significant challenge of illegal genetically modified (BT) cotton seeds. This resilience is evidenced by a notable 17% increase in cotton sales volume for FY24, about 16.06 lakh packets were sold. Cotton continues to be a pivotal segment, accounting for 31% of the company's overall revenue in the same fiscal year. In response to the adverse impact of illegal BT cotton seeds, the company has actively engaged in a comprehensive array of initiatives. These efforts include strategic collaborations with industry bodies and government entities to tackle the issue at its root. Additionally, the company has prioritized farmer education, underscoring the critical importance of using legitimate BT cotton seeds to achieve optimal yields and sustainable agricultural practices.

**BT Cotton** - For commercial cultivation in India, BT cotton is the only transgenic crop approved by the government. Popularly known as, cotton bollworm is a prevalent pest that has been targeted with a pesticide using genetic engineering.

**HTBT Cotton** – It adds another layer of alteration, rendering the plant resistant to the herbicide glyphosate, even though it has not been approved by regulators.

**Challenges faced by Cotton Industry** - HTBT cotton requires only one application of glyphosate. There is no additional requirement for weeding. This leads to a saving of cost of about. Since the Genetic Engineering Appraisal Committee has not authorized it, it is being sold illegally in Indian marketplaces. With such unlawful cotton seed sales, farmers are in danger since there is no guarantee of the quality of the seed, it pollutes the environment, the industry loses genuine seed sales, and the Government also loses revenue. It would not only destroy tiny cotton seed businesses, but it would also endanger the country's whole legal cotton seed industry.

The company is developing products which have most of the following features:

- Medium and Large Boll
- \* Ease in harvesting
- High tolerance to sucking pests.
- High tolerance to pink bollworm
- Wider adaptability
- Yield Superiority

With a focus on yield superiority, the strategy is to offer farmers a wide selection of cotton seed types that are suited for various climatic situations. Sanket and Jambo, the Company's two newest hybrids, are aiding in the segment's rise.

**Paddy** - The sales composition of paddy encompasses both open-pollination and hybrid seeds, with hybrid variants commanding superior margins. Consequently, hybrid paddy constitutes the most significant segment of the Company's product portfolio. In pursuit of enhanced margins, the Company has strategically adjusted its paddy product mix to favor hybrid paddy sales. This strategic pivot resulted in a 7.43% decline in volume but a modest 1.24% decline in value for FY23, underscoring the higher value retention of hybrid seeds. Notably, paddy volumes have since increased by 11.99%, reflecting the growing prominence of hybrid paddy in the product mix. In FY24, paddy sales contribute to 25% of the Company's total revenue.

Hybrid paddy remains a high-value, low-volume product, central to the Company's strategic focus. Despite potential fluctuations in paddy volume, revenue and margins from this segment are projected to remain robust. The introduction of new products such as Dhoom, Dhadak, and Dhadak Gold are expected to further bolster this segment.

The Company's flagship products in the paddy segment include, Loknath, Gorkhanath, and Tehelka. In alignment with its R&D initiatives, the Company is developing products with the following characteristics:

- Early maturity, fine grain quality, and enhanced resistance to diseases and pests
- Improved tolerance to moisture stress
- Medium-Bold and Long-Bold grain products with medium maturity equipped with resistance to Bacterial Leaf Blight (BLB) and Brown Planthopper (BPH)

These strategic endeavors underscore the Company's commitment to innovation and market leadership in the high-margin hybrid paddy segment.

**Vegetables** - The vegetable segment is a significant market with a wide range of product offerings, and its cultivation varies across different regions in India. The Company has a robust presence in this segment, with more than ten crops available throughout the country, contributing around 7 % of the Company's top line. The Company is currently working on launching new products with high disease resistance and excellent virus resistance, particularly in tomato and okra, as well as high-yield and no bitterness features in chilly, bitter gourd, and cucumber. Furthermore, the Company is conducting extensive research and development to expand its product portfolio.

The R&D team of the Company has been working on the following:

- Developing newer products
- Diversifying the existing portfolio of products
- Bio-tech integrated Innovation

**Plant Nutrient Supplement** - Win-Chi-Win, a renowned Plant Nutrient Supplement, has consistently demonstrated its effectiveness in boosting crop yields. The Company has observed a notable surge in demand for this product across horticultural, agricultural, and vegetable crop sectors. To exclusively source and market Win-Chi-Win in India, the Company has formed a strategic partnership with a Chinese firm, ensuring widespread distribution across the nation. Within the PNS vertical, the Company has launched two innovative soil conditioners designed to enhance soil quality and promote healthy crop growth. Win-Chi-Win's performance has been exceptional, achieving a robust quantitative 34% growth in FY24.

**Others** - This category mostly covers wheat, jowar, mustard, bajra, and maize with a larger proportion of maize, mustard, and bajra. 44% of the Company's top line comes from this segment of the business.

### **Financial Overview**

The Company has maintained a low net debt, currently as in FY24 is ₹32 Cr, while consistently achieving strong performance in cotton sales, which saw a YoY growth of 16.38%. A stable net profit margin of approximately 12% (adjusted PAT) underscores its financial stability. Strategic diversification into high-margin segments such as field crops, vegetables, and supplements has notably supported the Company's shift to a de-risked business model, with non-cotton and non-paddy segments now comprising 45% of the portfolio.

Enhanced control over receivables is evident from improved receivable days, further bolstering the Company's financial position. Revenue showed a significant increase of 9.64% to reach ₹3,326 million, supported by a robust gross margin of 59.85%, which reflects effective revenue growth and cost management strategies. The Company also generated a positive operating cash flow of ₹747 million, demonstrating its ability to finance future investments and sustain growth.

### **Company Outlook**

The Company's future strategy underscores a continued focus on NCP Crops while emphasizing innovation and geographical expansion. Leveraging its research and development capabilities, the Company is introducing new products and acquiring additional territories. It has already commenced product testing and is obtaining licensing approvals in Southeast Asia and Africa, regions identified as significant markets. These strategic moves are designed to mitigate single-country regulatory and environmental risks, ensuring a diversified and resilient operational framework.

### **Infrastructure**

The Company adheres to a strategic philosophy of minimizing capital tied up in infrastructure. Recognizing the superior efficiency and cost-effectiveness of leasing storage and processing facilities, the Company has entered into a long-term contractual agreement with a premier provider in Southern India. This arrangement consolidates all the Company's field crop processing requirements under one roof, thereby optimizing operational efficiency and reducing costs.

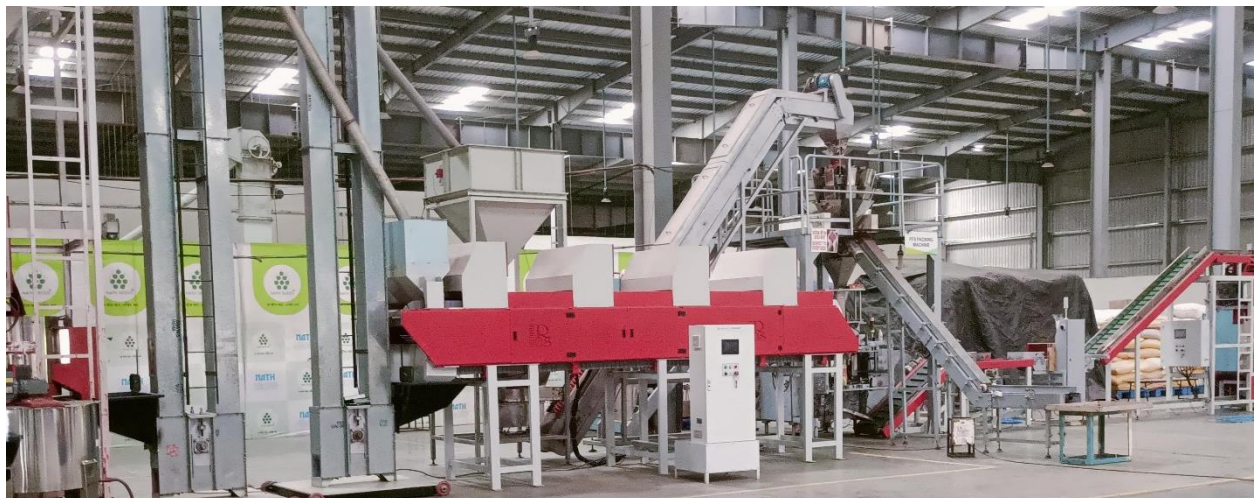
### **Research and Development**

The Company has strategically enhanced its research and development capabilities by leveraging the expertise of the nation's foremost R&D specialists. Utilizing cutting-edge technologies, the Company has successfully developed high-yielding hybrids that exhibit superior resilience to both biotic and abiotic stresses. The Company's unique and distinguished collection of Trait Specific Elite Germplasm confers a significant competitive advantage, positioning it ahead of industry peers. The Company has the following R&D investments:

- 40 breeding and evaluation R&D dedicated stations in different Agro-Climatic conditions
- About 325 acres of land for the purpose of research and development
- Partnerships and collaborations with globally recognized research institutes such as NRCPB, CIMMYT, IRRI, ICRISAT
- Dedicated team of hand-picked plant breeders and biotechnologists based at key R&D centers under the guidance of R&D veterans.

### **Seed Production**

The Company's operations are extensively distributed across India, with seed production activities in Andhra Pradesh, Gujarat, Karnataka, Maharashtra, Rajasthan, Odisha, Uttar Pradesh, Madhya Pradesh, and Tamil Nadu, encompassing diverse agro-climatic regions. Seed production spans more than 30,000 acres, managed by a team of around 25,000 dedicated growers and nearly 100 technically proficient organizers. The Company adheres to stringent field standards and quality control inspections throughout the seed production process, ensuring that only the highest quality seeds are delivered to its processing facilities. A team of skilled production employees and quality personnel meticulously monitor the farms to enforce these standards. The Company places significant emphasis on nurturing its relationships with produce growers and organizers. By acknowledging their challenges and providing necessary guidance, direction, and financial support, the Company has fostered trust, loyalty, and commitment among its team, yielding positive results.



### **Elaborate Seed Processing Facilities**

The Company operates three advanced seed processing plants located in Maharashtra, Telangana, and Andhra Pradesh, offering state-of-the-art seed processing capabilities. Additionally, the Company maintains custom processing arrangements in Gujarat, Karnataka, Tamil Nadu, Madhya Pradesh, and Rajasthan. Each facility is fully equipped with pre-cleaners, fine cleaners, graders, gravity separators, de-stoners, indented cylinders, treaters, needle separators, and packaging machinery.

For the ginning, de-linting, drying, processing, treating, packaging, and storing of seeds, the Company has established independent facilities. These facilities ensure that farmers' seeds meet and exceed the stringent quality standards mandated by regulatory bodies. By enhancing seed viability and extending their shelf life, the Company elevates the quality of seed processing. Furthermore, all packaging materials are selected for their superior environmental barrier properties, ensuring optimal storage conditions for the seeds.

### **Stringent Quality Assurance**

The Company maintains state-of-the-art testing laboratories in Maharashtra and Andhra Pradesh, renowned for their precision and organization. The dedicated team conducts regular field inspections throughout the entire manufacturing process. Adhering to the Company's stringent quality policy, the highest standards are upheld to provide farmers with superior yields, thereby enhancing their profitability. Comprehensive Total Quality Management (TQM) practices are implemented, including frequent lot germination monitoring and genetic purity testing.

Genetic purity of genetically modified crops is assessed through the Enzyme-Linked Immunosorbent Assay (ELISA) test. The Company undertakes rigorous measures to ensure seeds are produced under optimal conditions, maintaining genetic purity across all batches. Additionally, a stringent quality assurance process is employed during the processing and packaging of foundation seeds.

In alignment with the standards set by the International Seed Testing Association (ISTA), the Company performs over 200,000 quality tests annually across the entire supply chain before seeds are packaged and dispatched to marketing centers. Every seed lot entering the processing plants is meticulously sampled and evaluated for physical appearance, moisture content, presence of other distinguishable varieties, physical purity, treatment, genetic purity, germination, vigor, and soil emergence. These assessments are systematically classified and documented.

### **Diversified Distribution Network**

The Company maintains an extensive network of 16 business centers across 131 regions in India, collaborating with over 20,000 distributors. Under the leadership of seasoned seed marketing professionals, the Company has significantly expanded its presence domestically and internationally over the past 4-5 years. Looking ahead, the Company aims to further extend its direct retailer network. Leveraging its strong position in India, the Company is strategically targeting international markets with agronomic conditions like those in India. The Company is well positioned to expand its operations into

additional regions across Asia, Africa, and the Middle East. Their focus is on building an un-paralleled Supply Chain Network.

**Risk Mitigation Strategies**

Risk	Impact	Mitigation
Regulatory Risk	Increased domestic as well as foreign competition in the seeds space can result in the tightening of regulatory norms posing a risk to the operations of the Company. Mitigation	The Company has a dedicated Compliance and R&D team to stay updated on international standards on GM and/or Hybrid seeds. These dedicated teams in collaboration with middle management and technology teams help the Company mitigate any risk arising from policy changes.
Technology Risk	Increased usage of the same technology on the soil can render soil, pathogens, and pests resistant to its beneficial effects.	The Company's R&D infrastructure is focused on innovating and inventing newer technologies to avoid reliance on only one type of technology. The Company aims to produce seeds with high yields and endurance to several pests and viruses.
Unpredictable Weather	Weather plays a key role in the production of food grains, pulses, vegetables, etc. Any adverse climatic conditions can negatively impact the production and maintenance of crops and fields	The Company attempts to minimize the effects of these natural variables by taking proactive and quick action by creating seeds that can be cultivated situations, such as drought, heat waves, etc.
Cotton Business	There are multiple risks associated with the cotton business such as the increased proliferation of illegal seeds which are herbicide tolerant in cotton- growing states to meet the customized product – based demand.	The company has a diversified product portfolio and focuses on 'All season products.' The company seeks to increase segment growth in the vegetable and plant nutrient markets.

**Human Resources**

The Company regards its human resources as its most asset, particularly during its transition from the growth phase. Human resources are deemed essential for both operational efficiency and overall business success. The Company's team of dedicated scientists and researchers has established a robust foundation, facilitating continuous innovation and advancement.

To maintain and enhance employee capabilities, the Company invests in ongoing training and development programs, including workshops with prestigious research institutions worldwide. In its efforts to bolster brand awareness, the Company has strategically expanded its sales and marketing team. Comprehensive HR policies have been implemented to attract and retain top talent, ensuring that

employees can achieve their full potential within a supportive work environment. As of March 31, 2024, the Company employed a total of 423 individuals.

### **Internal Control Systems**

The Company rigorously adheres to all local regulatory standards to ensure the effective and efficient management of its operations. It is firmly committed to the principle that a robust internal control system is foundational to sound corporate governance. The Company's internal controls are appropriately scaled to its size and the nature of its operations and are continually monitored and updated as necessary to safeguard assets against loss or unauthorized use.

An audit committee has been established to evaluate internal factors comprehensively and to recommend remedial actions whenever required. This proactive approach underscores the Company's dedication to maintaining stringent governance and operational integrity.

### **Cautionary Statement**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, expectations and estimates regarding future performance may be "forward-looking statements" and are based on the currently available information. The management believes these to be true to the best of its knowledge at the time of preparation of this report. However, these statements are subject to certain future events and uncertainties, which could cause actual results to differ materially from those, which may be indicated in such statements.

# CORPORATE GOVERNANCE REPORT

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In accordance with Regulation 34(3) read with Section C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended 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 employees, investors, customers, regulators, suppliers, and the society at large.

Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from the NBIL culture and ethos.

At NBIL, good corporate governance is a way of life and the way we do our business, encompassing every day's activities and is enshrined as a part of our way of working. Our corporate governance framework ensures effective engagement with our stakeholders and helps us evolve with the changing times with an unwavering commitment to our ethical values and principles.

At NBIL, it is imperative that our Company's affairs are managed in a fair and transparent manner. For us, corporate governance is not just about adhering to the letter of the law, but about embracing the substantive spirit that lies underneath. As a Company with a strong sense of values and commitment, NBIL believes that profitability must go hand in hand with a sense of responsibility towards all stakeholders. Our actions are governed by our values and principles, which are reinforced at all levels of the organisation. These principles have been and will continue to be our guiding force in future.

The Company has adopted a Code of Conduct for its employees including the Managing Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors which includes Code of Conduct for Independent Directors suitably incorporating the duties of Independent Directors as laid down in the Companies Act, 2013 (the Act) and the same is available on the Company's website. The Company's corporate governance philosophy has been further strengthened through the NBIL Business Excellence Model, the Company's Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices (Insider Trading Code).

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as applicable, with regard to corporate governance.



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. CORPORATE GOVERNANCE STRUCTURE**

The Company continues to be governed through a multitier Governance Structure, one of the cornerstone pillars of the Framework, with the Shareholders at the apex of the pyramid followed by the Board and its Committees, Management Team led by Chairman & Managing Director and other Stakeholders who ensure governance through a well-defined Governance Directives embedded in the roles and responsibilities of each tier of the structure.



### **Details of Governance Structure as under**

#### **a. Shareholders**

The Shareholders of the Company, being at the apex, appoint the Board of Directors who are accountable for overall growth and governance of the Company in best interest of all the stakeholders. The shareholders exercise their control, communicate discretion, voice their opinion and provide guidance during interactive sessions with the Company through voting at the General Meetings, Postal Ballots and Post Earning Calls.

#### **b. Board of Directors and Committees**

The Board is responsible for ensuring that the Company is managed in a well-balanced manner that fulfills stakeholders' aspirations, attains sustainable growth, and adopts best corporate governance practices. The Board is further supported by Board Committee(s) who diligently and effectively discharge duties assigned by the Board of Directors in their

respective 'Terms of Reference' and recommend actions for the consideration of the Board.

The Board evaluates and approves the governance directives, systems and processes and provides direction and goals to the Management Team to achieve good Corporate Governance.

**c. Management Team**

Management Team comprises of the Key Managerial Personnel (KMPs) & Senior Managerial Personnel (SMPs) of the Company which is led by Chairman and Managing Director ("CMD"). KMPs & SMPs, in their managerial role as Business / Function Heads of the Company, are responsible for effectively and efficiently managing day to day operations and achieving business objectives, whilst ensuring compliance with laws and adherence with the governance directives. KMPs and SMPs promulgate transparency in their business dealings and stakeholder management based on principles of sustainable sourcing, delivering safe and sustainable products, resource management and good governance. The Directors, KMPs and SMPs are governed by the Code of Conduct which emphasis compliance without deviations. In addition, as a part of the group governance process, KMPs and SMPs in their role as 'Nominee Directors' of the Company's group entities are responsible for ensuring compliance at a group level.

**d. Human Capital**

The Human Capital of the Company forms the foundation of the pyramid in the Corporate Governance Structure. The Human Capital represents the image of the Company. The Human Capital is instructed to ensure compliance with the Governance Directives and their commitment to promote good Governance in their dealings and interactions with all other stakeholders. The Company has a zero-tolerance policy on Nath Bio-Genes's Code of Conduct.

**e. Other Stakeholders**

With a view to ensure wholistic compliance with the Governance Framework in true letter and spirit, the Company encourages all its stakeholders including suppliers, service providers, vendors, traders, agents, consultants, contractors, dealers, distributors, business associates and joint venture partners to adopt good governances, sustainable business practices, and comply with the Nath Bio-Genes's Code of Conduct / Supplier Code of Conduct which includes Supplier Selection and Management Process. The Stakeholders are further empowered with the redressal / grievance mechanism enumerated in the Whistle-Blower Policy.

**3. CORPORATE GOVERNANCE SYSTEM.**

The Governance Directives are supported by well-defined systems, processes and practices aimed at identification, implementation and monitoring of statutory / regulatory compliances and good governance practices which includes risk management, detection of deviations, trainings to create awareness of the Governance Directives. The Governance System is designed keeping in mind law of

the land, external environment, stakeholders' interests and concerns, evaluation of risks and business strategy.

The Governance System enumerates the Company's ability to:

- Identify statutory compliances and associated risk management.
- Develop, approve, implement and amend governance directives together with standard operating procedures and training modules.
- Assign roles and responsibility for focused implementation of directives, monitoring of compliances, detection of deviations, risk assessment and management, guidance on remedial measures / corrective actions.
- Conduct independent assurance, review, internal and external audit and oversight of governance systems.
- Undertake requisite and timely upgradation of the governance system.

The Governance practices are a set of tools used to support the governance system and structure which include, pre-approved meeting calendar, detailed explanatory notes and management proposals, training calendar, systematic dissemination of information disclosures on material information, audits, risk management consultation by renowned firms, utilisation of digital platforms / digitisation for compliance, key performance indicators for cent percent compliance, detailed minutes and action taken reports, escalation matrix, transparent rewards and recognitions, grievance and solution-oriented redressal, compliance mapping and certifications by each function all aimed at achieving excellence in corporate governance in the Company.

#### **4. STRUCTURE OF BOARD OF DIRECTORS.**

As on 31<sup>st</sup> March 2024 the board has optimum Combination of Board of Directors. Presently the Company has Seven Directors comprising of Two Executive Director, one woman director and Four Non-Executive Independent director including one-woman Independent Director. The composition of the Board as on 31<sup>st</sup> March 2024 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:

#### **Key Skills, Expertise and Competencies of the Board**

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence. The Board provides leadership, strategic guidance, objective and an independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically evaluates the need for change in its composition

and size. The Board has identified the following skills/ expertise/competencies fundamental for the effective functioning of the Company, which are available with the Board:

#### **5. COPOSITION AND STATUS OF THE BOARD OF DIRECTORS.**

The names and categories of the directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting (“AGM”), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2024, are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public limited companies in which he/she is a director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders’ Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

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 as on 31-03-2024		Committee Membership/Chairmanship		No of Board Meeting Attended this year	Attendance of Last AGM on 11 <sup>th</sup> July 2023.
		Listed	Other	Membership	Chairmanship		
Mr. Satish Kagliwal	Chairman Managing Director – Executive	3	3	7	1	4	Yes
Mr. Akash Kagliwal (Appointed on 22nd April 2023)	Promoter, Non-Executive	3	0	2	0	3	NA
Mrs. Jeevanlata Kagliwal	Executive Director	3	3	0	0	4	Yes
Mr Vadla Nagabhushanam	Independent, Non-Executive	3	0	5	4	4	Yes
Mr. Madhukar Deshpande	Independent, Non-Executive	4	0	5	5	4	Yes
Ms. Ashu Jain	Independent,	1	0	0	0	4	Yes

	Non-Executive						
Mr. Hitesh Purohit	Independent, Non-Executive	4	0	8	4	4	Yes

None of the Directors of the Company is member in more than Ten committees and not having a chairmanship in more than five companies.

The board of directors of the company is meet at regular period of time / intervals to discuss and decide Business strategies and policies of the Company. In any cases special and urgent business need the resolution to be passed by the circulation by the Board of Directors, which resolutions to be confirm in next board meeting of the Companies.

The Chairman and Managing Directors of the Company is assisted by the executive directors and senior managerial in overall business of the Company.

- a. Table showing details of Directors Serving Directorship in other Listed Companies As on 31<sup>st</sup> March 2024.

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.	Mr. Akash Kagliwal (Appointed on 22 <sup>nd</sup> April 2023)	1. Nath Bio-Genes (India) Limited 2. Nath Industries Limited 3. Indo Count Industries Limited
3.	Mr. Vadla Nagabhushanam	1. Nath Bio-Genes (India) Limited 2. Agri-Tech (India) Limited 3. Techindia Nirman Limited
4.	Mr. Madhukar Deshpande	1. Nath Bio-Genes (India) Limited 2. Agri-Tech (India) Limited 3. Techindia Nirman Limited. 4. Nath Industries Limited
5.	Mrs. Jeevanlata Kagliwal	1. Nath Bio-Genes (India) Limited 2. Agri-Tech (India) Limited 3. Techindia Nirman Limited
6.	Ms. Ashu Jain	1. Nath Bio-Genes (India) Limited
7.	Mr. Hitesh Purohit	1. Nath Bio-Genes (India) Limited 2. Agri-Tech (India) Limited 3. Techindia Nirman Limited. 4. Nath Industries Limited

b. Details of Equity shares held by the Directors.

Sr No	Name of the Director	Category	No of Shares Held	% of Number of Shares Held
1	Mr. Satish Kagliwal	Managing Director	0	0
2	Mr. Akash Kagliwal (Appointed on 22 <sup>nd</sup> April 2023)	Non-Executive Director	0	0
3	Mrs. Jeevanlata Kagliwal	Executive Director	293	0.001
4	Ms. Ashu Jain	Independent Director	0	0
5	Mr. Vadla Nagabhushanam	Independent Director	0	0
6	Mr Madhukar Deshpande	Independent Director	0	0
7	Mr. Hitesh Purohit	Independent Director	0	0

**6. NUMBER OF BOARD MEETINGS.**

Four meeting of the Board were held during the year. The dates on which the Board meetings were held are 22<sup>nd</sup> April 2023, 10<sup>th</sup> August 2023, 16<sup>th</sup> October 2023, and on 18<sup>th</sup> January 2024. The details of attendance of Board meetings and Committee meetings held during the Financial Year 2023-24 forms part of the Corporate Governance Report.

Sr No	Date of Meeting/ Name of Director / Attended Board Meeting YES/ NO	22/04/2023	10/08/2023	16/10/2023	18/01/2024
1	Mr. Satish Kagliwal	YES	YES	YES	YES
2	Mr. Akash Kagliwal (Appointed on 22 <sup>nd</sup> April 2023)	NA	YES	YES	YES
3	Mrs. Jeevanlata Kagliwal	YES	YES	YES	YES
4	Mr. Ashu Jain	YES	YES	YES	YES
5	Mr. Vadla Nagabhushanam	YES	YES	YES	YES
6	Mr. Madhukar Deshpande	YES	YES	YES	YES
7	Mr. Hitesh Purohit	YES	YES	YES	YES

## **7. SEPARATE MEETING OF INDEPENDENT DIRECTOR.**

Independent Directors of the Company met separately on January 15, 2024, 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.

## **8. 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.

## **9. COMMITTEE OF THE BOARD.**

The board has Four Committees as on 31<sup>st</sup> March 2024 namely, Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee and Risk Management 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.
- Review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.

**2. Frequency of Meeting held.**

Four Audit Committee meeting of the Board were held during the year 2023-24. The dates on which the Board meetings were held are 20<sup>th</sup> April 2023, 09<sup>th</sup> August 2023, 16<sup>th</sup> October 2023, 15<sup>th</sup> January 2024.

**3. Composition and Meetings and Attendance of Audit Committee.**

Name	Category	Status	No of Meetings Held / Attended	
Mr. Madhukar Deshpande	Independent Director	Chairman	4	4
Mr. Satish Kagliwal	Managing Director	Member	4	4
Mr. Vadla Nagabhushanam	Independent Director	Member	4	4

**B. Nomination and Remuneration Committee.**

The 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 set up 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.**

Two Nomination and Remuneration Committee of the Board were held during the year 2023-24. The dates on which the Board meetings were held on 09<sup>th</sup> August 2023 and 15<sup>th</sup> January 2024.



**3. Composition and Meetings and Attendance of Nomination and Remuneration Committee.**

Name	Category	Status	No of Meetings	
			Held	attended
Mr. Hitesh Purohit	Independent Director	Chairman	2	2
Mr. Madhukar Deshpande	Independent Director	Member	2	2
Mr. Vadla Nagabhushanam	Independent Director	Member	2	2

**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.

- Consider and resolve the grievances of security holders.
- Consider and approve the issue of share certificates, transfer, and transmission of Securities, Etc.

**1. Role of Stakeholders Relationship Committee.**

- Transfer, transmission, split and consolidation of investors holding.
- Dematerialization/rematerialization 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 2023-24. The dates on which the Board meetings were held are 20<sup>th</sup> April 2023, 09<sup>th</sup> August 2023, 16<sup>th</sup> October 2023, 15<sup>th</sup> January 2024.

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

Name	Category	Status	No of Meetings	
			Held	Attended
Mr. Madhukar Deshpande	Independent Director	Chairman	4	4
Mr. Vadla Nagabhushanam	Independent Director	Member	4	4
Mr. Satish Kagliwal	Managing Director	Member	4	4

#### **4. Complaints Received**

During the financial year 2023-24, two (02) complaints were received and resolved and there were no complaints outstanding as on 31st March 2024. There were no share transfer requests pending as on 31st March 2024.

#### **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.
- Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities.

##### **2. Frequency of Meeting held.**

Three Corporate Social Responsibility Committee meeting were held during the year 2023-24. The dates on which the Board meetings were held are 09<sup>th</sup> August 2023, 16<sup>th</sup> October 2023 and 15<sup>th</sup> January 2024.

##### **3. Composition and Meetings and Attendance of CSR Committee.**

Name	Category	Status	No of Meetings Held / Attended	
Mr. Vadla Nagabhusanam	Independent Director	Chairman	2	2
Mr. Madhukar Deshpande	Independent Director	Member	2	2
Mr. Satish Kagliwal	Managing Director	Member	2	2

#### **E. Risk Management Committee.**

This Committee is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations.

The Company has constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) approving the Company's Risk Management Framework and (b) Overseeing all the risks that the organization faces such as strategic, financial, liquidity, security, regulatory, legal, reputational and other risks that have been identified and assessed to ensure that there is a sound Risk Management Policy in place to address such concerns / risks. The Risk Management process covers risk identification, assessment, analysis, and mitigation. Incorporating sustainability in the process also helps to align potential exposures with the risk appetite and highlight risks associated with chosen strategies. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis. The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and Regulation 21 of the Listing Regulations.

**1. Frequency of Meeting held**

Two Risk Management Committee meeting were held during the year 2023-24. The dates on which the Board meetings were held are 16<sup>th</sup> October 2023, 15<sup>th</sup> January 2024.

**2. Composition and Meetings and Attendance of RM Committee.**

Name	Category	Status	No of Meetings Held / Attended	
Mr. Satish Kagliwal	Managing Director	Chairman	2	2
Mr. Vadla Nagabhushanam	Independent Director	Member	2	2
Mr. Hitesh Purohit	Independent Director	Member	2	2

**10. 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 initiative is 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:

#### **11. 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.

#### **12. DIVIDEND DISTRIBUTION POLICY**

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, requires that the top 1000 listed Companies based on the market capitalization formulate Dividend Distribution Policy. In compliance with the said requirement, the Company has formulated the Dividend Distribution Policy,

The details of which are available on the Company's website and also provided as attachment of Directors Report.

### **13. REMUNARATION OF DIRECTORS.**

- a. The details of Remuneration paid to Executive / Independent Directors for the year 2023-24 are as follows: -

<b>Sr No</b>	<b>Name of Director</b>	<b>Designation</b>	<b>Salary (INR In Lakhs)</b>	<b>Perquisites and allowance</b>	<b>Total</b>
1.	Mr. Satish Kagliwal	Managing Director	66.00	NIL	66.00
2.	Mrs. Jeevanlata Kagliwal	Executive Director	NIL	NIL	NIL
3.	Mr. Akash Kagliwal	Non-Executive Director	NIL	NIL	NIL

- b. Sitting Fees Paid for Meetings:

<b>Sr No</b>	<b>Name of Director</b>	<b>Designation</b>	<b>Remuneration</b>	<b>Sitting Fees (INR In Lakhs)</b>
1.	Mrs. Jeevanlata Kagliwal	Executive Director	NIL	0.20
2.	Mr. Akash Kagliwal (Appointed on 22/04/2023)	Non-Executive Director	NIL	0.15
3.	Ms. Ashu Jain	Independent Director	NIL	0.20
4.	Mr. Vadla Nagabhushanam	Independent Director	NIL	0.23
5.	Mr. Madhukar Deshpande	Independent Director	NIL	0.23
6.	Mr. Hitesh Purohit	Independent Director	NIL	0.20

### **14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT.**

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

### **15. 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
2022-23	Video Conferencing AGM	14 <sup>th</sup> July 2023	11.00 AM
2021-22	Video Conferencing AGM	30 <sup>th</sup> June 2022	11.00 AM
2020-21	Video Conferencing AGM	27 <sup>th</sup> August 2021	11.00 AM

**b. Extraordinary General Meeting**

On 12<sup>th</sup> March 2024 the Company held Extra-ordinary general meeting of the Members during the year 2023-24 for passing below resolution.

- To approve transactions under Section 185 of the Companies Act, 2013 To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

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

1. Reappointment of Mr. Satish Laxminarayan Kagliwal (DIN-00119601) as Managing Director of the Company (2022-23)
2. Appointment of Mr. Hitesh Purohit (DIN-02340858) as Independent Director (2021-22)
3. Appointment of Ms. Ashu Jain (DIN-00243310) as Independent Director. (2020-21)
4. Appointment of Mr. Vadla Nagabhushnam (DIN- 08863512) as Independent Director. (2020-21)
5. Appointment of Mr. Madhukar Deshpande (DIN- 07630081) as Independent Director. (2020-21).

**d. Details of special resolution passed through Postal Ballot**

No Special Resolution passed through the Postal Ballot.

**16. OTHER DISCLOURE**

**a. Related party transactions-**

No transaction of a 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 whistleblower 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**

The details of the subsidiaries company as of 31 March 2024 is as under: -

**JV- Nath Bio-Genes CA LLC, Uzbekistan:** A Joint Venture with 90% stake holding as JV- Nath Bio-Genes CA LLC, Uzbekistan" was incorporated & registered under the statute of Republic of Uzbekistan.

**f. Policy on Determination of Materiality for Disclosures.**

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

**g. Reconciliation of Share Capital Audit Report**

Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No D&CC / FITTC/ Cir- 16/2002 dated December 31, 2002

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**h. 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

**g. Auditors Fees**

Total Fees for all services paid by the Company to the Statutory Auditors and all entities in this network firm/network entity of which the statutory Auditor is part is given Below.

Sr No	Payment to Statutory Auditors	FY 2023-24 (Rs. In Lakhs)
1	Audit Fees	10.00
2	Others	4.63
	Total	14.64

**17. MEANS OF COMMUNICATION.**

The quarterly and annual financial results of the Company are uploaded on NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre in accordance with the requirements of Listing Regulations. The financial results are displayed on BSE and NSE websites. The quarterly, half-yearly and annual financial results of the Company are also 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](http://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. In terms of the Listing Regulations, the Company has a designated email ID for dealing with Investors' complaints viz., [investors@nathbiogenes.com](mailto:investors@nathbiogenes.com).



## **18. GENERAL SHAREHOLDERS INFORMATION**

### **a. Annual General Meeting**

<b>Date &amp; Time</b>	<b>Saturday 17<sup>th</sup> August 2024.</b>
Time	11.00 AM
Venue	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020, 2020 and as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.

### **b. Book Closure**

13th August 2024 to 17<sup>th</sup> August 2024.

### **c. Record Date**

Friday, 09<sup>th</sup> August 2024

### **d. Financial Year**

1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2024

### **e. Listing on Stock Exchanges and stock codes / symbol.**

<b>Stock Exchange</b>	<b>Trade Symbol</b>	<b>Address</b>
BSE Limited	537291	25 <sup>th</sup> 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

### **f. CIN- L01110MH1993PLC072842**

**g. Market Price Data**

High, Low (based on daily closing prices) and number of equity shares traded during each month in the year 2023-24 on BSE and National Stock Exchange of India Limited.

MONTH	BSE		NSE	
	High	Low	High	Low
Apr-23	174.95	141.25	174.00	142.40
May-23	173.7	159.00	178.40	159.60
Jun-23	202.55	165.40	202.20	165.15
Jul-23	227.00	182.20	227.00	183.30
Aug-23	244.60	209.05	243.70	207.05
Sep-23	230.95	200.1	230.90	201.60
Oct-23	223.35	175.80	222.00	177.25
Nov-23	210.90	185.55	210.95	184.75
Dec-23	218.10	191.75	217.70	192.00
Jan-24	238.90	201.40	239.70	203.90
Feb-24	234.00	199.6	230.75	198.30
Mar-24	208.7	173.10	213.75	172.90

**h. Performance of the Share Price of the Company in Comparison to the BSE Sensex and Nifty**



**i. Registry to an issue and Share Transfer Agents.**

Name- Bigshare Services Private Limited  
 Address- S-6- 2<sup>nd</sup> Floor, Pinnacle Business Park, next to Ahura Center, Mahakali Caves Road, Andheri (East) Mumbai-400093  
 Telephone 022-62638200  
 Email- [info@bigshareonline.com](mailto:info@bigshareonline.com) [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
 Website [www.bigshareonline.com](http://www.bigshareonline.com)

***j. 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. The Stakeholders Relationship Committee is authorized to approve the 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 a 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 a 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 a 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.

***k. SEBI Complaints Redressal System***

The investor complaints are processed in a centralized web-based complaints redressal system formulated by SEBI. The salient features of this system are centralized database for all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its status.

The Company has registered itself on SCORES and every effort is made to resolve investor complaints received through SCORES or otherwise within the statutory time limit of the receipt of the complaint.

***l. Green Initiative***

The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated 21 April 2011 and 29 April 2011, respectively, had allowed companies to send official documents to their shareholders electronically as a part of its green initiatives in corporate Governance.

The Ministry of Corporate Affairs vide its circular dated 08 April 2020, 13 January 2021, 12 December 2021, 14 December 2021, 05 May 2022 and 28 December 2022 has allowed the Company to conduct their AGM through Video Conferencing or other Audio-Visual Means. Hence, in order to ensure the effective participation, the members of the Company are requested to update their email address for receiving the link of e-AGM. Further, in accordance with the said circular, Notice convening the 31<sup>st</sup> Annual General Meeting, Audited Financial Statements, Board's Report, Auditor's Report and other documents are being sent to the email address provided by the shareholders with the relevant depositories. The shareholders are requested to update their email addresses with their depository participants to ensure that the Annual Report and other documents reaches on their registered email id's.

m. Shareholding as on March 31, 2024.

1. Distribution of Share Holding as on 31<sup>st</sup> March 2024.

Shareholding of Nominal Value (Rs.)		No. of Holders	% of Total Holders	Total Shares Capital	% of Total Share Capital
1	5000	33816	94.84	24597940	12.94
5001	10000	1002	2.81	7697920	4.05
10001	20000	454	1.27	6716910	3.53
20001	30000	139	0.38	3519890	1.85
30001	40000	69	0.19	2445560	1.28
40001	50000	39	0.10	1832160	0.96
50001	100000	62	0.19	4303260	2.26
100001	9999999	74	0.20	138926360	73.10
Total		35655	100.00	190040000	100

2. Categories of Shareholding as on 31<sup>st</sup> March 2024.

Category	No. of Shares	% of Capital
Indian Promoters	8664902	45.60
Persons acting in Concert	0	0
(A) Sub Total	8664902	45.60
Non-Promoter Holding		
Mutual Funds	830795	4.37
Alternate Investment fund	0	0
Banks/Financial Institutions	22	0.00
FII/FBI	50669	0.27
(B) Sub Total	881486	4.64
Others	273338	1.43
Private Corporate Bodies	2497570	13.14
Indian Public	6128721	32.25
NRI/OCB	557103	2.93
( C ) Sub Total	9456732	49.76
Total	19004000	100.00

### **3. Top 10 Equity Shareholders as of 31<sup>st</sup> March 2024.**

Shareholding of top ten Shareholders as on 31<sup>st</sup> March 2024. (Other than Directors, Promoters and Holders of GDRs and ADRs).

Sr. No.	Name	No of shares	% Of Total Shares of the Company
1	Aditya Birla Sun Life Trustee Private Limited (Aditya Birla Sun Life Pure Value Fund)	828595	4.36
2	Satpal Khattar	400000	2.10
3	Meghal Bakulesh Shah	248099	1.30
4	KBS Properties Private Limited	100000	0.52
5	Anita Jaideep Sampat	96487	0.50
6	Arun Kumar	83376	0.43
7	Vikram Popatbhai Kotak	80000	0.42
8	Vikram Popatbhai Kotak	75000	0.39
9	Jaideep Narendra Sampat	74214	0.39
10	Bhimavarapu Sridhar Reddy	69028	0.36

### **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 98.50 percent of the Company's equity share capital are dematerialized as on March 31, 2024. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE448G01010.

### **5. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and impact on equity:**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2024, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

### **6. Commodity price risk or foreign exchange risk and hedging activities:**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular date November 15, 2018, is not required to be given.

### **7. Address for Correspondence.**

Nath Bio-Genes (India) Limited  
Nath House, Nath Road Chh. Sambhaji Nagar (Aurangabad) -431005  
Email [ID-investor@nathbiogenes.com](mailto:ID-investor@nathbiogenes.com).  
Website-www.nathbiogenes.com  
Contact No. 0240-6645555

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT.**

08<sup>th</sup> May 2024

The Members,  
Nath Bio-Genes (India) Limited  
Nath House, Nath Road  
Chhatrapati Sambhajinagar  
(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 2024.

For Nath Bio-Genes (India) Limited

Satish Kagliwal  
Managing Director  
DIN-00119601



**CEO/CFO CERTIFICATION IN RESPECT OF FINANCIAL STATEMENTS AND CASH FLOW STATEMENT.**  
**(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015 for the financial year ended March 31<sup>st</sup>, 2024).**

We hereby certify that:

a. We have reviewed financial statements and the cash flow statement for the Financial Year ended 31st March 2024 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 existing accounting standards, 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 a significant role in the company's internal control system over financial reporting.

For an on behalf of the Board of Directors

Place: Chh. Sambhaji Nagar (Aurangabad)  
Dated: 08th May 2024

Chief Financial Officer  
Devinder Khurana

Managing Director  
Satish Kagliwal  
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  
Chhatrapati Sambhajinagar  
(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, 2024, 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, 2024.

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: Chh. Sambhaji Nagar (Aurangabad)  
Date: 08<sup>th</sup> May 2024





**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS.**  
**(Pursuant to clause 10 of Part C of Schedule V of LODR)**

To,  
The Members,  
Nath Bio-Genes (India) Limited  
Nath House, Nath Road,  
Chh. Sambhajinagar (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 L01110MH1993PLC072842: (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, 2024, 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: Chh. Sambhaji Nagar (Aurangabad)  
Date: 08<sup>th</sup> May 2024



## **Independent Auditors' Report**

**To,  
The Members of  
Nath Bio-genes (I) Limited  
(CIN: L01110MH1993PLC072842)  
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 Standalone Balance Sheet as at 31<sup>st</sup> March 2024, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity for the year then ended, and notes to the Standalone financial statements, including a summary of material 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 31<sup>st</sup> March 2024 and its loss (financial performance including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

#### **Basis for 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 Standalone 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 Standalone 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 opinion.

#### **Emphasis of Matter**

4. Attention is invited to note no 31 in respect of recovery of Rs 344.88 Lakhs against the provisioning of certain advances granted to farmers / growers during last few years which were considered doubtful of recovery.
5. Attention is invited to note no 37 in respect confirmations yet to be received on certain accounts of Trade Receivable, Trade Payable, Unsecured Loans, Employees, Loans and Advances (including advances given to growers and inter party transfer & balances).

#### **Key Audit Matters**

6. 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.

Key Audit Matters	Audit Procedures
<b>Agricultural Activities</b>	
<p>The company is engaged in the production and processing of commercial and vegetable seeds at various pieces of lands taken on lease from various land owners/ growers/farmers spread over throughout India. The company enters into seed production agreements with these farmers / growers. The company is compensating the farmers/growers for various cultivation expenses based upon the rate agreement entered in to. Thus, the company is engaged in the growing of various kinds of seeds based on the programs chalked out by the management depending on the area, climatic conditions, soil conditions, water resources, education of farmers, processing facilities etc.</p>	<p>We have performed the following principal audit procedures in relation to Agricultural Activities:-</p> <ul style="list-style-type: none"> <li>- Evaluation and understanding of Seed production agreements.</li> <li>- Verification and evaluation of the documents for existence of land owners/farmers/growers of the seeds on sample basis.</li> <li>- Verification and evaluation of documents on sample basis for the existence of leasehold land.</li> <li>- Evaluation of the control / supervision over the crop.</li> <li>- Evaluating the appropriateness of the adequate disclosures in accordance with the applicable accounting standards.</li> </ul>
<b>Adoption of Ind AS 116 Leases</b>	
<p>As described in Note 2(K) to the standalone financial statements, the Company has adopted Ind AS 116 Leases (Ind AS 116) in the current year.</p> <p>The Company has leasing arrangements for operating leases for lands and premises (Agricultural lands, office, stores, go-down etc.), which are cancellable and renewable by mutual consent. The aggregate lease rentals are charged as rent in the Statement of Profit and Loss.</p>	<p>Our audit procedures on adoption of Ind AS 116 include:</p> <ul style="list-style-type: none"> <li>- Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116);</li> <li>- Assessed the company's evaluation on identification of leases based on the contractual agreements and our knowledge of the business;</li> <li>- Assessed the key terms and conditions of each lease with the under lying lease contracts and evaluation of the lease liability.</li> <li>- Assessed and tested the presentation and disclosures relating to Ind AS 116.</li> </ul>

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

7. 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.
8. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
9. 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**

10. 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.
11. 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.
12. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

13. 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.
14. 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.
15. 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.
  16. 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.
  17. 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**

18. As required by the Companies (Auditor's Report) Order, 2020 ("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 Statement of Cash Flow 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, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 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) 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 34 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.

- iv. (a) the Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) the Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and.
- (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. In respect of dividend:-
- a. The final dividend proposed in the previous year, declared and paid by the Company during the year, is in accordance with Section 123 of the Act, as applicable.
- b. No interim dividend is declared by the Company during the year.
- c. The Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31st March 2024 which has a feature of recording audit trail (edit log) facility and the same has been made operational w.e.f. 1st April 2023 for all relevant transactions recorded in the software. Further, during our audit we did not come across any instance of the audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1st April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31st March 2024.

For Gautam N Associates  
Chartered Accountants  
FRN: 103117W

Gautam Nandawat  
Partner  
M No: 032742  
UDIN: 24032742BKCR01983

Place: Chhatrapati Sambhajinagar  
Dated: 08<sup>th</sup> May 2024

### 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 standalone financial statements for the year ended 31st March 2024, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. The Company has maintained proper records showing full particulars of intangible asset.
- (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 except in the following cases :

Description of Properties	Gross Carrying Value Rs in Lakh	Held in the name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company
at Village Dhangaon and Shahapur-Wahegaon, Tq. Paithan, Dist. Aurangabad admeasuring 35.97 hectares.	Rs. 2,100.00	Agri-Tech (India) Ltd	Group Company	15 <sup>th</sup> March 2016	Pending approval for stamp duty exemption from State Government
at Wahegaon Tq Paithan Dist Aurangabad admeasuring 16.08 hectare	Rs. 1,350.00	Agri-Tech (India) Ltd	Group Company	15 <sup>th</sup> March 2017	Pending approval for stamp duty exemption from State Government
at Village Isarwadi Tq Paithan Dist Aurangabad admeasuring 5.72 hectares.					
at Gut No 130/4, Village Dhangaon Tq Paithan Dist Aurangabad admeasuring 2.02 hectares	Rs. 2,021.00	Agri-Tech (India) Ltd	Group Company	28 <sup>th</sup> December 2018	Pending approval for stamp duty exemption from State Government
at Gut No 53/1, and 53/5, Village Isarwadi Tq Paithan Dist Aurangabad admeasuring 3.95 hectares					
at Gut No.45,53/3, 53/4 & 56 Village Wahegaon Tq Paithan Dist Abad admeasuring 12.02 hectare					

at Plot No 1 admeasuring 6007.16 Sq Meter and Plot No 2 admeasuring 5183.18 Sq meter at Paithan Mega Food Park Pvt Ltd, Gut No 125, Village Dhangaon, Taluka Paithan, Dist Aurangabad.	Rs. 190.24	Paithan Mega Food Park Pvt Ltd	Group Company	10 <sup>th</sup> March 2020	Pending approval for stamp duty exemption from State Government
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- (d) According to the information and explanations given to us, and on the basis of our examination of the record of the company, the company has not revalued any Property, Plant & Equipment (including Right of Use assets) or intangible assets during the year.
- (e) According to the information and explanations given to us, and on the basis of our examination of the record of the company, no proceedings have been initiated or are pending against the company for holding any Benami property under the “Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.
2. (a) The inventory has been physically verified during the year by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. There is no discrepancy of 10% or more noticed during verification between the physical stocks and book records. The discrepancies were not material, which have been properly dealt with in the books of account. The year-end inventory has been physically verified by the management and the same is incorporated as per inventory records and books of account maintained by the company.
- (b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets; the quarterly statements filed by the Company in respect of current assets held by it and offered as security with such banks or financial institutions are largely in agreement with the unaudited books of account of the Company of respective quarters and discrepancies observed have been explained in Note no 59 of the Financial Statements.
3. (a) As per the information and explanations given to us, the Company has granted loans including advances in the nature of loan to two companies. The aggregate amount of loan granted is Rs. 1086.94 Lakhs and the balance outstanding at the year-end is Rs. 1086.94 Lakhs. The company has provided corporate guarantee to the tune of Rs. 4,360.00. The company has not made investments and given any security to any party during the year.
- (b) The terms and conditions for such above mentioned loan and corporate guarantee are not prejudicial to the interest of the Company except non-levy of interest on loans & non – charging of commission on corporate guarantee.
- (c) In respect of loans and advances in the nature of loans the schedule of repayment of principal and payment of interest has not been stipulated; hence we are unable to comment whether the repayments or receipts are regular, overdue, renewed or extended or fresh loan granted to settle the overdue of existing loans given to the same parties;
- (d) The company has granted following loans or advances in the nature of loans repayable on demand without any written agreement and without specifying other terms.



Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Loan Given (Rs in Lakhs)	Percentage to the total Loans and Advances in the nature of loans
<b>Related Parties: -</b>			
Emerald Seeds Pvt Ltd	Repayable in 5 years	855.67	78.72
JV Nath Bio-Genes CA LLC	Repayable in 5 years	231.28	21.28
<b>Total</b>		<b>1,086.95</b>	<b>100.00</b>

4. The company has not provided security and guarantee to and made investment in any party covered under section 185 and 186 of the Act during the year. However, Loans have been granted as mentioned in para 3 above after complying the provisions of section 186.
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 cost records have 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 except the Value Added Tax of two states of having aggregate amount of Rs. 2.89 Lakh which has not been deposited and is outstanding for a period of more than six months from the date it became payable at the close of the year.

b) According to the information and explanations given to us, details of Income tax, Sales tax, Service tax, Customs Duty, Excise Duty and Value Added Tax which have not been deposited as on 31st March, 2024 on account of disputes are given below :-

Sr No	Name of the Statute	Nature of the dues	Forum where dispute is pending	Period to which the amount relates	Total disputed Dues (Rs in Lakhs)
1	Income tax Act, 1961	Income tax	CIT (A)	AY 2017-18	738.94
2	Income tax Act, 1961	Income tax	CIT (A)	AY 2018-19	793.12
3	Income tax Act, 1961	Income tax	CIT (A)	AY 2020-21	1,147.63
4	Income tax Act, 1961	Income tax	CIT (A)	AY 2023-24	1792.76

8. According to the information and explanations given to us, there are no transactions recorded in the books of account as have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. In our opinion and according to the information and explanations given to us:-
  - (a) the Company has not defaulted in payment of dues to financial institution or bank or debenture holders.
  - (b) the company is not declared willful defaulter by any bank or financial institution or other lender.
  - (c) term loans were applied for the purpose for which the loans were obtained.
  - (d) no funds raised on short term basis have been utilised for long term purposes.

- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures; hence the clause (ix) (e) of the Order is not applicable.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies; hence the clause (ix) (f) of the Order is not applicable.
10. The company has not raised any moneys by way of initial public offer, further public offer (including debt instruments), preferential allotment or private placement of shares during the year.
11. (a) According to the information and explanations given to us, no fraud by the company or any fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-Section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
- (c) We have not considered whistle-blower complaints, since, there is no complaint received during the year by the Company.
12. The company is not a Nidhi Company as such provisions of the clause (xii) of the Order 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 standalone financial statements etc., as required by the applicable accounting standards.
14. (a) In our opinion, the internal audit system is commensurate with the size of the company and nature of its business.
- (b) In framing our Independent Audit Reports, we have considered Internal Auditor's Report for the period under audit.
15. The company has not entered into any non-cash transactions with directors or persons connected with him.
16. (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) In Our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.
- (c) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.
17. The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, we are of the opinion that no material uncertainty exists as on the date of the audit report which infers that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20. The company does not have any unspent amount which are required to be transferred to a fund specified in schedule VII to the Act. Further, the company does not have any on-going project in hand, hence clause (xx) (b) of the Order is not applicable.
21. The company has a joint venture abroad with 90% share, report on consolidated financial statement has been given separately.

**For Gautam N Associates  
Chartered Accountants  
FRN: 103117W**

**Gautam Nandawat  
Partner  
M No: 032742  
UDIN: 24032742BKCRR01983**

**Place: Chhatrapati Sambhajinagar  
Dated: 08<sup>th</sup> May 2024**

## **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 31<sup>st</sup> March, 2024 in conjunction with our audit of the Ind AS standalone 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 standalone 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 standalone 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 31<sup>st</sup> March, 2024, 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.

For Gautam N Associates  
Chartered Accountants  
FRN: 103117W

Gautam Nandawat  
Partner  
M No: 032742  
UDIN: 24032742BKCRR01983

Place: Chhatrapati Sambhajnagar  
Dated: 08<sup>th</sup> May 2024

**Nath Bio-Genes (India) Limited**  
**CIN: L01110MH1993PLC072842**  
**Nath House, Nath Road, Chhatrapati Sambhajnagar, Maharashtra, India, 431005**  
**Balance Sheet as at March 31, 2024**

	Note	As at March 31, 2024 Rs in Lakhs	As at March 31, 2023 Rs in Lakhs
<b>Assets</b>			
<b>I) Non-Current Assets</b>			
a) Property, plant and Equipment	3	24,064.29	23,395.95
b) Intangible assets	3	881.18	1,041.74
<b>c) Financial Assets</b>			
(i) Non-current Investment	4	606.15	506.35
(ii) Non-current financial assets	5	1,090.16	-
d) Deferred Tax Assets (Net)		-	-
e) Other Non-current Assets	6	4,214.74	2,354.01
		30,856.52	27,298.05
<b>II) Current Assets</b>			
a) Inventories	7	22,907.04	20,784.66
<b>b) Financial Assets</b>			
(i) Trade Receivables	8	9,430.86	9,731.35
(ii) Cash and cash equivalents	9	7,550.13	3,798.45
(iii) Other current financial assets	10	16,293.93	17,010.08
c) Current Tax Assets (Net)	11	511.00	604.90
d) Other current assets	12	158.81	69.86
		56,851.76	51,999.30
<b>Total Assets</b>		<b>87,708.28</b>	<b>79,297.35</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
a) Equity Share Capital	13	1,900.40	1,900.40
b) Other Equity	14	59,165.42	55,435.02
		<b>61,065.82</b>	<b>57,335.42</b>
<b>Liabilities</b>			
<b>I) Non-Current Liabilities</b>			
<b>a) Financial Liabilities</b>			
(i) Borrowings	15	282.70	40.32
(ii) Trade Payables		-	-
b) Provisions	16	300.00	278.68
		<b>582.70</b>	<b>319.00</b>
<b>II) Current Liabilities</b>			
<b>a) Financial Liabilities</b>			
(i) Borrowings	17	10,548.09	10,480.91
(ii) Trade Payables to MSME	18	37.25	46.70
(iii) Trade Payables other than MSME	18	4,169.97	2,726.86
b) Other current liabilities	19	11,121.35	8,301.35
c) Provisions	20	88.39	59.06
d) Current Tax Liabilities (Net)	21	94.73	28.05
		26,059.77	21,642.93
<b>Total Equity and Liabilities</b>		<b>87,708.28</b>	<b>79,297.35</b>

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

In terms of our report of even date.

**For Gautam N Associates**  
Firm Registration No.: 103117W  
Chartered Accountants

**For and on behalf of the Board of Directors**

**Gautam Nandawat**  
Partner  
Membership No.: 032742  
UDIN: 24032742BKCRR01983

**Satish Kagliwal**  
Managing Director  
DIN No.: 00119601

**Jeevanlata Kagliwal**  
Director  
DIN No.: 02057459

Place: Chhatrapati Sambhajnagar  
Date: 08 May 2024

**Devinder Khurana**  
Chief Financial Officer

**Dhiraj Rathi**  
Company Secretary

**Nath Bio-Genes (India) Limited**  
**CIN: L01110MH1993PLC072842**  
**Nath House, Nath Road, Chhatrapati Sambhajnagar, Maharashtra, India, 431005**  
**Statement of Profit and Loss for the year ended March 31, 2024**

	Note	Year Ended March 31, 2024 Rs in Lakhs	Year Ended March 31, 2023 Rs in Lakhs
<b>Income</b>			
Revenue from Operations	22	33,262.49	30,129.15
Other Income	23	65.34	56.04
<b>Total Income</b>		<b>33,327.84</b>	<b>30,185.19</b>
<b>Expenses</b>			
Purchase of stock in trade	24	1,102.17	530.84
Production Expenses	25	9,995.49	7,048.86
Changes in Inventories of Finished Goods, Work-in-Progress and Stock in Trade	26	(1,991.79)	1,198.25
Employee Benefits Expense	27	2,798.40	2,372.23
Finance Costs	28	910.19	1,026.57
Depreciation & Amortisation	29	326.12	301.23
Other Expenses	30	16,319.82	14,075.42
<b>Total Expenses</b>		<b>29,460.39</b>	<b>26,553.39</b>
<b>Profit before exceptional item</b>		<b>3,867.44</b>	<b>3,631.80</b>
Less: Exceptional Items	31	(344.88)	-
<b>Profit after exceptional item before tax</b>		<b>4,212.32</b>	<b>3,631.80</b>
<b>Tax Expense</b>			
Income Tax			
- Current Year		192.08	118.64
- Earlier Years Expenses/ (Written back)		2.54	(3.35)
Deferred Tax Charge		-	-
<b>Total Tax Expenses</b>		<b>194.61</b>	<b>115.29</b>
<b>Profit for the Year</b>		<b>4,017.71</b>	<b>3,516.51</b>
<b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified to Profit and Loss		(7.11)	2.06
(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		99.88	-
(ii) Income tax relating to items that will be reclassified to Profit and Loss		-	-
		<b>92.77</b>	<b>2.06</b>
<b>Total Comprehensive Income</b>		<b>4,110.47</b>	<b>3,518.56</b>
Earnings Per Equity Share [Nominal Value Per Share: Rs. 10 (Previous Year: Rs. 10)]			
Basic and Diluted		21.63	18.51
Basic and Diluted without considering exceptional items		19.81	18.51

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

In terms of our report of even date.

**For Gautam N Associates**  
Firm Registration No.: 103117W  
**Chartered Accountants**

**For and on behalf of the Board of Directors**

**Gautam Nandawat**  
Partner  
Membership No.: 032742  
UDIN: 24032742BKRR01983

**Satish Kagliwal**  
Managing Director  
DIN No.: 00119601

**Jeevanlata Kagliwal**  
Director  
DIN No.: 02057459

Place: Chhatrapati Sambhajnagar  
Date: 08 May 2024

**Devinder Khurana**  
Chief Financial Officer

**Dhiraj Rathi**  
Company Secretary

## Statement of Changes in Equity

## A. Equity

A. Equity Share Capital				
(1) Current reporting period				
Rs in Lakhs				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,900.40	-	-	-	1,900.40
(2) Previous reporting period				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
-	-	-	-	1,900.40

## B. Other Equity

## Statement of Changes in Other Equity for financial year ended on March 31, 2024

Particular	Reserves and Surplus								Total
	Capital Reserve	Security Premium Reserve	Capital Redemption Reserve	Debenture Redemption Reserve	General Reserve	Other Comprehensive Income related to employees benefit	Other Comprehensive Income related Investments	Retained Earning	
<b>Balances at the beginning of the year 01.04.2023</b>	1,171.76	13,350.00	62.50	29.75	297.00	(59.75)	-	40,583.77	55,435.02
Changes in the accounting policies or prior period errors	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the year	1,171.76	13,350.00	62.50	29.75	297.00	(59.75)	-	40,583.77	55,435.02
Additions during the Year	-	-	-	-	-	(7.11)	99.88	4,017.71	4,110.47
Total Comprehensive Income for the year	1,171.76	13,350.00	62.50	29.75	297.00	(66.87)	99.88	44,601.48	59,545.50
Dividends	-	-	-	-	-	-	-	380.08	380.08
<b>Balance at the end of the reporting period 31.03.2024</b>	<b>1,171.76</b>	<b>13,350.00</b>	<b>62.50</b>	<b>29.75</b>	<b>297.00</b>	<b>(66.87)</b>	<b>99.88</b>	<b>44,221.40</b>	<b>59,165.42</b>

## Statement of Changes in Other Equity for financial year ended on March 31, 2023

Particular	Reserves and Surplus								Total
	Capital Reserve	Security Premium Reserve	Capital Redemption Reserve	Debenture Redemption Reserve	General Reserve	Other Comprehensive Income related to employees benefit	Other Comprehensive Income related Investments	Retained Earning	
<b>Balances at the beginning of the year 01.04.2022</b>	1,171.76	13,350.00	62.50	29.75	297.00	(61.81)	-	37,447.35	52,296.54
Changes in the accounting policies or prior period errors	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the year	1,171.76	13,350.00	62.50	29.75	297.00	(61.81)	-	37,447.35	52,296.54
Additions during the Year	-	-	-	-	-	2.06	-	3,516.51	3,518.56
Total Comprehensive Income for the year	1,171.76	13,350.00	62.50	29.75	297.00	(59.75)	-	40,963.85	55,815.10
Dividends	-	-	-	-	-	-	-	380.08	380.08
<b>Balance at the end of the reporting period 31.03.2023</b>	<b>1,171.76</b>	<b>13,350.00</b>	<b>62.50</b>	<b>29.75</b>	<b>297.00</b>	<b>(59.75)</b>	<b>-</b>	<b>40,583.77</b>	<b>55,435.02</b>

In terms of our report of even date.

For Gautam N Associates  
Firm Registration No.: 103117W  
Chartered Accountants

For and on behalf of the Board of Directors

Gautam Nandawat  
Partner  
Membership No.: 032742  
UDIN: 24032742BKRR01983

Satish Kagliwal  
Managing Director  
DIN No.: 00119601

Jeevanlata Kagliwal  
Director  
DIN No.: 02057459

Place: Chhatrapati Sambhajnagar  
Date: 08 May 2024

Devinder Khurana  
Chief Financial Officer

Dhiraj Rathi  
Company Secretary



**Nath Bio-Genes (India) Limited**  
**Statement of Cash Flow for the year ended March 31, 2024**

	Year ended March 31, 2024		Year ended March 31, 2023	
	Rs in Lakhs	Rs in Lakhs	Rs in Lakhs	Rs in Lakhs
<b>A. Cash flow from operating activities</b>				
<b>Net profit before tax</b>		<b>4,212.32</b>		<b>3,631.80</b>
<b>Adjustments for:</b>				
Depreciation expense	326.12		301.23	
Provision for Gratuity	35.55		0.80	
Provision for Compensated Absences	15.10		(32.44)	
Interest Expenses / Financial Charge	910.19		1,012.08	
Provision/(Reversal of Provision) for Bad Debts	24.02		11.72	
Provision/(Reversal of Provision) for Advance	(344.88)		-	
Profit on sale/ disposal of fixed assets	(0.61)		(0.08)	
Loss on sale of fixed assets	0.51		0.20	
Expenses under Other Comprehensive Income	92.77		2.06	
Interest income	(32.24)		(2.07)	
		<u>1,026.54</u>		<u>1,293.48</u>
<b>Operating profit before working capital changes</b>		<b>5,238.85</b>		<b>4,925.28</b>
<b>Adjustments for changes in working capital:</b>				
(Increase)/ Decrease in Trade Receivables	276.48		(1,188.29)	
(Increase)/ Decrease in Inventories	(2,122.38)		1,249.62	
(Increase)/ Decrease in Loans and Advances	(29.14)		(2,090.85)	
(Increase)/ Decrease in Other Current / Non- Current Assets	(111.41)		(39.26)	
Increase/ (Decrease) in Trade Payables	1,433.66		(1,504.61)	
Increase/ (Decrease) in Other current Liabilities	2,819.99	2,267.20	2,576.89	-996.51
<b>Operating profit after working capital changes</b>		<b>7,506.06</b>	-	<b>3,928.78</b>
Income Tax paid		(34.03)		(92.21)
<b>Net cash from operating activities (A)</b>		<u><b>7,472.03</b></u>		<u><b>3,836.56</b></u>
<b>B. Cash flow from investing activities</b>				
Payment for purchase of property plant & equipments	(2,677.09)		(288.13)	
Payment for purchase of Intangible Assets	-		(6.75)	
Payment for purchase of Non-Current Investments	(99.80)		(0.02)	
Proceeds from sale of tangible assets	5.01		4.71	
Interest income	32.24	(2,739.64)	2.07	(288.12)
<b>Net cash used in investing activities (B)</b>		<u><b>(2,739.64)</b></u>		<u><b>(288.12)</b></u>
<b>C. Cash flow from financing activities</b>				
Interest Expenses	(910.19)		(1,012.08)	
Dividend Paid	(380.08)		(380.08)	
Increase / (Decrease) in long term secured loan	242.38		(26.16)	
Increase / (Decrease) in Short term secured loan	(320.78)		1,336.65	
Increase / (Decrease) in Short term Unsecured loan	387.96	(980.71)	(85.12)	(166.79)
<b>Net cash used in financing activities (C)</b>		<u><b>(980.71)</b></u>		<u><b>(166.79)</b></u>
<b>Net Decrease in Cash and Cash Equivalents (A+B+C)</b>		<u><b>3,751.68</b></u>		<u><b>3,381.65</b></u>
Cash and cash equivalents at the beginning of the year		3,798.45		416.80
Cash and cash equivalents at the end of the year		7,550.13		3,798.45
<b>Net Decrease in Cash and Cash Equivalents (A+B+C)</b>		<u><b>3,751.68</b></u>		<u><b>3,381.65</b></u>

**Nath Bio-Genes (India) Limited**  
**Cash Flow Statement for the year ended March 31, 2024**

	<b>March 31, 2024</b>	<b>March 31, 2023</b>
	<b>Rs in Lakhs</b>	<b>Rs in Lakhs</b>
<b>Cash and cash equivalents comprise of:</b>		
Cash on Hand	2.36	3.64
Bank Balances:		
- In Current Accounts	146.27	394.31
- In term deposit	7,401.50	3,400.50
<b>Cash and cash equivalents at the end of the year</b>	<b>7,550.13</b>	<b>3,798.45</b>

**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 Gautam N Associates**  
Firm Registration No.: 103117W  
**Chartered Accountants**

**For and on behalf of the Board of Directors**

**Gautam Nandawat**  
**Partner**  
**Membership No.:032742**  
**UDIN: 24032742BKRR01983**

**Satish Kagliwal**  
Managing Director  
DIN No.: 00119601

**Jeevanlata Kagliwal**  
Director  
DIN No.: 02057459

Place: Chhatrapati Sambhajinagar  
Date: 08 May 2024

**Devinder Khurana**  
Chief Financial Officer

**Dhiraj Rathi**  
Company Secretary

**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, Chhatrapati Sambhajnagar. 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 Munipalli, Nizamabad (TG). The company has a Pan India presence for sales through an extensive network of distributors.

**2 MATERIAL ACCOUNTING POLICIES:**

**A Basis of Preparation and Presentation**

i) The financial statements are prepared in accordance with applicable Indian Accounting Standards (Ind AS) and on accounting principles of going concern. 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) 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 recognised at the transaction 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) Furniture 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 to the standalone statement of profit and loss.

v) Seed Development know how and software acquired by the company are capitalised at the cost of acquisition. Expenses incurred on brands are capitalised.

vi) Live stock is stated at cost without any depreciation/ impairment

## **D BIOLOGICAL ASSETS**

Recognition and measurement

The company recognises the biological asset (agricultural produce) when:

- (a) the company controls the asset as a result of past events;
- (b) it is probable that future economic benefits associated with the asset will flow to the company; and
- (c) the fair value or cost of the asset can be measured reliably

The biological asset are measured at the end of each reporting period at its fair value less costs to sell.

## **E 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.

## **F DEPRECIATION / AMORTIZATION**

A) Depreciation on tangible Property, Plant & Equipments is provided for on the basis of useful life specified in Schedule II to the Act, which is as under:-

<b>Assets</b>	<b>Useful life year</b>
i) Factory Building	30
ii) Plant & Machineries	15
iii) Laboratory Equipment	10
iv) Agricultural Equipment's	15
v) Office Equipment's	15
vi) EDP Equipment's	3
vii) Furniture & Fixture	10
viii) Motor Car & Light Vehicle	8

B) Amortisation of intangible assets is provided as under:-

<b>Assets</b>	<b>Useful life year</b>
i) Seed Development Know How	10
ii) Brands	10
iii) Software	3/10

## **G IMPAIRMENT**

(i) 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.

(ii) The assets which have completed their respective useful life have been fully impaired and deducted from the cost of assets.

## **H RESEARCH AND DEVELOPMENT EXPENDITURE:**

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

## **I 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 lease rental, 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.

## **J FOREIGN CURRENCY TRANSACTIONS:**

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

ii) Monetary assets and 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.

## **K LEASES :**

Leases which are short term and cancelable at the option of lessor / lessee are treated as operating leases and lease rent payable on such leases is charged to the Statement of Profit and Loss Account.

## **L 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.

(c) 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.

## **M 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

## **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 head "Production Expenses". 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 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 recognized 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.

## **Q 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.

## **R 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.

## **S 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.

## **T 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.

## **U 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.

## **V 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.

## **W FINANCIAL LIABILITIES**

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

## **X 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 off direct issue cost.

## **Y 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.

## **Z 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.

PROPERTY, PLANT & EQUIPMENT

SR. NO.	PARTICULARS	GROSS BLOCK			AS AT 31.03.2024	DEPRECIATION / AMORTISATION			NET BLOCK		
		AS AT 01.04.2023	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR		AS AT 01.04.2023	FOR THE YEAR	DEDUCTION	AS AT 31.03.2024	AS AT 31.03.2024	AS AT 01.04.2023
<b>(A)</b>	<b>TANGIBLE ASSETS</b>										
1	Freehold Land	22,210.74	-	-	22,210.74	-	-	-	-	22,210.74	22,210.74
2	Factory Building	337.83	148.82	-	486.65	202.46	7.48	-	209.95	276.71	135.37
3	Live Stock	1.08	0.75	0.53	1.30	-	-	-	-	1.30	1.08
4	Plant & Machineries	1,196.48	205.69	9.29	1,392.87	768.22	49.48	9.29	808.41	584.46	428.26
5	Laboratory Equipment	202.75	2.70	-	205.45	150.75	11.06	-	161.81	43.65	52.00
6	Agricultural Equipment's	132.41	19.30	-	151.72	26.11	8.83	-	34.94	116.77	106.30
7	Office Equipment's	68.77	12.97	-	81.75	33.56	4.02	-	37.57	44.17	35.22
8	EDP Equipment's	341.35	26.78	312.07	56.05	310.37	22.08	312.78	19.68	36.37	30.97
9	Furniture	121.67	15.56	15.93	121.31	35.83	11.89	15.18	32.54	88.77	85.84
10	Motor Car & Light Vehicle	746.40	406.24	43.29	1,109.35	436.23	50.73	38.95	448.01	661.34	310.18
	<b>TOTAL (A)</b>	<b>25,359.48</b>	<b>838.82</b>	<b>381.11</b>	<b>25,817.19</b>	<b>1,963.52</b>	<b>165.56</b>	<b>376.19</b>	<b>1,752.90</b>	<b>24,064.29</b>	<b>23,395.95</b>
<b>(B)</b>	<b>INTANGIBLE ASSETS</b>										
	Seed Development Know How	1,595.90	-	-	1,595.90	558.77	159.59	-	718.36	877.54	1,037.13
	Brands	0.67	-	-	0.67	0.27	0.07	-	0.34	0.34	0.40
	Software	6.46	-	-	6.46	2.25	0.90	-	3.15	3.31	4.21
	<b>TOTAL (B)</b>	<b>1,603.03</b>	<b>-</b>	<b>-</b>	<b>1,603.03</b>	<b>561.29</b>	<b>160.56</b>	<b>-</b>	<b>721.85</b>	<b>881.18</b>	<b>1,041.74</b>
	<b>TOTAL (A) + (B)</b>	<b>26,962.51</b>	<b>838.82</b>	<b>381.11</b>	<b>27,420.21</b>	<b>2,524.82</b>	<b>326.12</b>	<b>376.19</b>	<b>2,474.75</b>	<b>24,945.47</b>	<b>24,437.69</b>
	<b>Previous Year</b>	<b>26,729.62</b>	<b>254.88</b>	<b>21.99</b>	<b>26,962.51</b>	<b>2,240.74</b>	<b>301.23</b>	<b>17.15</b>	<b>2,524.82</b>	<b>24,437.69</b>	

Notes:

3.1. Freehold land purchased from Agritech India Limited, related party, admeasuring 75.76 Hectares (Previous year : 75.76 Hectares) is yet to be registered in the name of Company with the Sub-Registrar of the land registry.

3.2 The company has purchased 2 industrial plots aggregating to 11190.34 Sq meter in Paithan Mega Food Park Pvt Ltd, a related party, Tal. Paithan, Dist. Chhatrapati Sambhajinagar for future expansion of the processing plant for which the registry in the name of Company with the Sub-Registrar is pending.

3.3 The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) or its intangible assets during the year.

3.4 There is no capital work in progress at the year end.

3.5 The assets which have completed their respective useful life have been fully impaired and deducted from the cost of assets.



	As at March 31, 2024 Rs in Lakhs	As at March 31, 2023 Rs in Lakhs
<b>4 NON CURRENT INVESTMENTS</b>		
<b>UNQUOTED; AT COST; NON-TRADE</b>		
Nath Seeds Pvt Ltd Karmachari Sahakari Pat Sanstha (3,480 (Previous year : 3,240) equity shares of Rs. 10 each )	0.35	0.32
Investment in NSC	-	0.10
Equity Shares of Jankalyan Co-Op Bank (50,000 equity shares of Rs. 10 each)	5.00	5.00
<b>UNQUOTED; AT COST; TRADE</b>		
Equity shares in Paithan Mega Food Parks Pvt Ltd (49,94,000 Equity shares of Rs. 10 each)	599.28	499.40
Investment in foreign Joint Venture LLC (Refer note 4.1)	1.52	1.52
	<b>606.15</b>	<b>506.35</b>

4.1 The joint venture company in the name of JV Nath Bio-Genes CA LLC with 90% shareholding is setup at NMTP Hududi, Qurbon, Rajabov, Paxtachi District Samarkand region, Uzbekistan with a view to carry out research & development, production, processing of agricultural seeds activities.

4.2 The investment in Paithan Mega Food Park Pvt Ltd holding 19.97% has been valued at fair value based upon the last audited balance sheet.

**5 NON-CURRENT FINANCIAL ASSETS**

Loans to Joint Venture Company (Refer Note no 5.1)	225.73	-
Loans to a related Company (Refer Note no 5.2)	864.44	-
	<b>1,090.16</b>	<b>-</b>

5.1 Loan is granted to the JV carrying interest at 10.09% pa and repayable in 3 years from the date of each disbursement.

5.2 Loan is granted to a related party carrying interest at 10.09% and repayable in 5th year from year of disbursement.

**6 OTHER NON-CURRENT ASSETS**

[Unsecured, Considered Good]

Security Deposits	126.47	104.01
Capital Advances	4,088.28	2,250.00
	<b>4,214.74</b>	<b>2,354.01</b>

6.1 Capital Advance includes given to related parties **4,056.00** **2,250.00**

6.2 Agreement to purchase entered into with a related party for purchase of agriculture land has been cancelled and Capital advance given to the tune of Rs. 1950.00 Lakhs has been received back.

6.3 Advance given to a related party of Rs. 100.00 Lakhs in the earlier year have been appropriated as capital advance during the year.

	As at March 31, 2024 Rs in Lakhs	As at March 31, 2023 Rs in Lakhs
<b>10 OTHER CURRENT FINANCIAL ASSETS</b>		
[Unsecured, Considered Good]		
Advances against seed production	24,575.92	22,951.68
Less: Provision for doubtful advances	(8,533.31)	(8,878.19)
Advances to related parties	-	2,575.88
Advances against purchase (Refer Note no 10.2)	112.07	182.73
Advances to Staff	139.25	177.99
	<b>16,293.93</b>	<b>17,010.08</b>
10.1 Advances against purchase includes given to Joint Venture	20.85	12.01
<b>10.2 Movement in the allowances for doubtful advances</b>		
<b>Particulars</b>		
Opening provision	8,878.19	8,878.19
Add: Allowances made during the year	-	-
Less: Recovery against opening provisions	(344.88)	-
Less: Written off during the year	-	-
Closing Provision	<b>8,533.31</b>	<b>8,878.19</b>
<b>11 CURRENT TAX ASSETS (NET)</b>		
Income tax MAT Entitlement	511.00	602.90
Balances with Income Tax department	-	2.00
	<b>511.00</b>	<b>604.90</b>
<b>12 OTHER CURRENT ASSETS</b>		
[Unsecured, Considered Good]		
GST Receivable	404.17	388.85
Less: Provision for ITC on exempt goods / services	(291.82)	(356.27)
Prepaid Expenses	29.04	35.96
Interest and Export incentive receivables	17.41	1.31
	<b>158.81</b>	<b>69.86</b>

**Nath Bio-Genes (India) Limited**

**CIN: L01110MH1993PLC072842**

**Nath House, Nath Road, Chhatrapati Sambhajnagar, Maharashtra, India, 431005**

**Notes to Financial Statements for the year ended March 31, 2024**

	As at March 31, 2024 Rs in Lakhs	As at March 31, 2023 Rs in Lakhs
<b>7 INVENTORIES</b>		
Stores and Packing Materials	691.06	560.47
Processed Seeds	21,010.08	19,080.29
Unprocessed Seeds	542.91	825.05
Seed (Traded Stock)	316.99	259.71
Plant Nutrient Supplement	346.00	59.14
	<b>22,907.04</b>	<b>20,784.66</b>
<b>8 TRADE RECEIVABLES</b>		
Secured	878.85	868.07
Others	9,256.01	9,648.22
Less: Provisions for Schemes and Discounts	(302.47)	(407.43)
Less: Allowances for bad and doubtful debts	(401.53)	(377.51)
	<b>9,430.86</b>	<b>9,731.35</b>

8.1 Trade Receivables ageing schedule as on March 31, 2024						Rs in Lakhs
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	more than 3 years	
i) Undisputed Trade receivables - considered good	4,658.15	3,181.38	1,503.63	369.54	20.63	9,733.33
ii) Undisputed Trade Receivables - which have significant increase	-	-	-	-	-	-
iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	214.55	214.55
iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-
v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	186.98	186.98
<b>Total</b>	4,658.15	3,181.38	1,503.63	369.54	422.15	10,134.86

8.2 Trade Receivables ageing schedule as on March 31, 2023						Rs in Lakhs
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	more than 3 years	
i) Undisputed Trade receivables - considered good	8,682.49	1,001.20	238.42	197.73	18.94	10,138.78
ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	243.35	243.35
iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-
v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	134.16	134.16
<b>Total</b>	8,682.49	1,001.20	238.42	197.73	396.45	10,516.29

8.3 The Company maintains a provision for doubtful debts based on ageing of receivable as tool to determine the degree of liquidity. Undisputed receivable due for more than three years along with those which are disputed and referred for recovery through legal proceeding are considered for provision.

#### 8.4 Movement in the allowances for doubtful debts

Particulars	Rs in Lakhs	
	As at March 31, 2024	As at March 31, 2023
Opening provision	377.51	365.79
Add: Allowances made during the year	24.02	11.72
Less: Written off during the year	-	-
Closing Provision	401.53	377.51

8.5 Trade receivables from the Joint Venture 118.58 -

#### 9 CASH AND CASH EQUIVALENTS

Cash on Hand	2.36	3.64
(includes foreign currency NIL (Previous year \$1242)		
Bank Balances in Current Account	146.27	394.31
	<b>148.63</b>	<b>397.95</b>

#### Other Bank Balances

- Fixed Deposits with original maturity more than 3 months but less than 12 months (Lien Marked in favour of APMC, Armour)	0.50	0.50
- Fixed Deposits with original maturity less than 3 months	7,401.00	3,400.00
	<b>7,401.50</b>	<b>3,400.50</b>
	<b>7,550.13</b>	<b>3,798.45</b>

9.1 Bank Balances in current accounts include Rs. 27.16 Lakhs as are earmarked and kept in separate bank accounts with scheduled bank on account of unclaimed dividend for the financial year 2020-21, 2021-22 and 2022-23.

### 13 SHARE CAPITAL

Authorised Share Capital	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Rs in Lakhs	No. of Shares	Rs in Lakhs
Equity Shares of Rs.10 each	2,05,00,000	2,050.00	2,05,00,000	2,050.00
Cumulative Redeemable Preference Shares of Rs.100 each	50,000	50.00	50,000	50.00
	<b>2,05,50,000</b>	<b>2,100.00</b>	<b>2,05,50,000</b>	<b>2,100.00</b>
<b>Issued, Subscribed and Paid up</b>				
Equity Shares of Rs.10 each	1,90,04,000	1,900.40	1,90,04,000	1,900.40
	<b>1,90,04,000</b>	<b>1,900.40</b>	<b>1,90,04,000</b>	<b>1,900.40</b>

#### (a) Reconciliation of Number of Shares

	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Rs in Lakhs	No. of Shares	Rs in Lakhs
<b>Equity Shares:</b>				
Balance as at the beginning of the year	1,90,04,000	1,900.40	1,90,04,000	1,900.40
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	<b>1,90,04,000</b>	<b>1,900.40</b>	<b>1,90,04,000</b>	<b>1,900.40</b>

#### (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, 2024		As at March 31, 2023	
	No. of Shares	% holding	No. of Shares	% holding
<b>Equity Shares</b>				
a) Akash Farms LLP	23,26,283	12.24	15,10,452	7.95
b) Ashu Farms LLP	25,98,949	13.68	20,88,449	10.99
c) Agri-Tech India Ltd	-	-	14,95,131	7.87
e) Mayo Farms LLP	10,87,339	5.72	10,87,339	5.72
f) Tapovan Farms LLP	9,84,191	5.18	9,84,191	5.18

#### d) Promoters shareholding

Sr No	Promoter Name	As at 31st March 2024		As at 31st March 2023		% change during
		No of Shares	% of total sha	No of Shares	% of total sha	
1	Nandkishor Laxminarayan Kagliwal	146	0.00	146	0.00	0.00
2	Jeevanlata Nandkishor Kagliwal	293	0.00	293	0.00	0.00
3	Ferry Fax Farms Private Limited	3,07,644	1.62	3,07,644	1.62	0.00
4	Nath Biotechnologies Ltd	1,01,200	0.53	1,01,200	0.53	0.00
5	Barkha Farms Private Limited	5,22,830	2.75	3,54,030	1.86	0.89
6	Nath Royal Ltd	4,94,692	2.60	4,94,692	2.60	0.00
7	Tingli Finvest Pvt Ltd	5,62,360	2.96	5,62,360	2.96	0.00
8	Prabha Farms Private Limited	75,271	0.40	75,271	0.40	0.00
9	Paresh Farms Private Limited	374	0.00	374	0.00	0.00
10	Pithambar Farms Private Limited	2,50,000	1.32	2,50,000	1.32	0.00
11	Ashu Farms LLP	25,98,949	13.68	20,88,449	10.99	2.69
12	Akash Farms LLP	23,26,283	12.24	15,10,452	7.95	4.29
13	Arati Farms Private Limited	2,02,641	1.07	2,02,641	1.07	0.00
14	Agri Tech India Limited	-	-	14,95,131	7.87	-7.87
15	Jeevan Investment & Finance Pvt Ltd	219	0.00	219	0.00	0.00
16	Nath Industries Limited	5,32,000	2.80	5,32,000	2.80	0.00
17	Emerald Seeds Private Limited	6,90,000	3.63	6,90,000	3.63	0.00
	<b>Total</b>	<b>86,64,902</b>	<b>45.60</b>	<b>86,64,902.00</b>	<b>45.60</b>	<b>-0.00</b>

	Year Ended March 31, 2024 Rs in Lakhs	Year Ended March 31, 2023 Rs in Lakhs
<b>14 OTHER EQUITY</b>		
Capital Reserve	1,171.76	1,171.76
Securities Premium Reserve	13,350.00	13,350.00
Capital Redemption Reserve	62.50	62.50
Debenture Redemption Reserve	29.75	29.75
General Reserve	297.00	297.00
OCI - Employee Benefit	(66.87)	(59.75)
OCI - Investments	99.88	-
Retained Earnings	44,221.40	40,583.77
	<u>59,165.42</u>	<u>55,435.02</u>

**15 NON- CURRENT FINANCIAL LIABILITIES - BORROWINGS**

**SECURED LOANS**

Term Loan against Vehicles	282.70	40.32
	<u>282.70</u>	<u>40.32</u>

15.1 Secured by hypothecation of vehicles purchased in the name of company.

15.2 The loan is repayable within a period ranging from one to five years

**16 NON-CURRENT PROVISIONS**

**PROVISIONS FOR EMPLOYEE BENEFITS**

Gratuity	233.37	223.48
Compensated Absence	66.63	55.20
	<u>300.00</u>	<u>278.68</u>

**17 CURRENT FINANCIAL LIABILITIES - BORROWINGS**

**SECURED**

From Consortium of Banks (Refer note no 17.1 below)	9,921.76	10,304.63
Current maturities of long term debts : Vehicle Loan	135.10	73.00

**UNSECURED**

Loans from related companies	386.23	
Loans from Others	105.00	103.27
	<u>10,548.09</u>	<u>10,480.91</u>

17.1 Secured by way of hypothecation of stock and trade receivables; collaterally secured by way of mortgage of land admeasuring 20503.544 Sq. meter and building thereupon situated at Gut No 64/2 (part) Itkeda, Chhatrapati Sambhajnagar. Also personally guaranteed by two promoters of the Company.

	As at March 31, 2024 Rs in Lakhs	As at March 31, 2023 Rs in Lakhs
<b>18 TRADE PAYABLE</b>		
Sundry Creditors - SME Sector	37.25	46.70
Sundry Creditors for Seeds/Supplies	4,169.97	2,726.86
	<u>4,207.22</u>	<u>2,773.56</u>

18.1 Trade Payables ageing schedule as on 31st March 2024						Rs in Lakhs
Particulars	Unbilled	Outstanding for following periods from due date of payment				Total
	Dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	37.25	-	-	-	37.25
ii) Others	2,908.81	1,088.19	172.97	-	-	4,169.97
iii) Disputed dues- MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
Total	2,908.81	1,125.44	172.97	-	-	4,207.22

18.2 Trade Payables ageing schedule as on 31st March 2023						Rs in Lakhs
Particulars	Unbilled	Outstanding for following periods from due date of payment				Total
	Dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	46.70	-	-	-	46.70
ii) Others	1,565.61	1,106.72	54.53	-	-	2,726.86
iii) Disputed dues- MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
Total	1,565.61	1,153.42	54.53	-	-	2,773.56

**19 OTHER CURRENT LIABILITIES**

Deposits from Dealers	774.38	721.44
Credit Balance in Debtors accounts	2,817.53	1,480.56
Statutory Liabilities	86.88	77.19
Advance against Sales	6,441.28	5,132.27
Payables to Employees	836.20	843.66
Unclaimed Dividend Payable (refer note 9.1)	27.16	-
Others Payables	137.92	46.22
	<u>11,121.35</u>	<u>8,301.35</u>

**20 PROVISIONS**

**Provisions for Employee Benefits**

Gratuity	70.94	45.27
Compensated Absences	17.46	13.78
	<u>88.39</u>	<u>59.06</u>

**21 CURRENT TAX LIABILITIES (NET)**

Income tax payable	94.73	28.05
	<u>94.73</u>	<u>28.05</u>

	Year Ended March 31, 2024 Rs in Lakhs	Year Ended March 31, 2023 Rs in Lakhs
<b>22 REVENUE FROM OPERATIONS:</b>		
<b>Sale of Agriculture Produce</b>		
Commercial Seeds	29,538.10	27,175.45
	<b>29,538.10</b>	<b>27,175.45</b>
<b>Sale of Traded Goods</b>		
Plant Nutrient Supplements	3,024.99	2,275.05
Vegetable Seeds	551.57	553.91
	<b>3,576.56</b>	<b>2,828.96</b>
<b>Other Operating Revenue:</b>		
Remnant	139.31	116.66
Farm Produce Sale	8.52	8.08
	<b>147.84</b>	<b>124.73</b>
	<b>33,262.49</b>	<b>30,129.15</b>
<b>Crop Wise sale:-</b>		
Paddy	8,198.15	7,786.34
Cotton	10,154.05	8,529.72
Maize	1,399.97	996.51
Bajra	4,001.52	3,175.94
Mustard	1,779.43	1,882.36
Vegetables	2,301.26	3,349.49
Plant Nutrient Supplement	3,024.98	2,275.05
Others	2,255.30	2,009.01
	<b>33,114.66</b>	<b>30,004.42</b>
<b>23 OTHER INCOME</b>		
Interest Received	32.24	2.07
Dividend Received	0.03	0.03
Profit on Sale of Fixed Assets	0.61	0.08
Export incentives	9.99	-
Insurance claim received	-	0.61
Foreign Exchange gain	2.68	43.37
Corporate Guarantee fee	4.11	-
Other Miscellaneous Income	15.67	9.89
	<b>65.34</b>	<b>56.04</b>
<b>24 PURCHASES</b>		
Seeds	521.48	463.69
Plant Nutrient Supplement	580.69	67.15
	<b>1,102.17</b>	<b>530.84</b>
<b>25 PRODUCTION EXPENSES</b>		
Seed Production Expenses	9,282.32	6,412.17
Lease Rent for agricultural land (Also refer note no 45)	713.17	636.69
	<b>9,995.49</b>	<b>7,048.86</b>



	Year Ended March 31, 2024 Rs in Lakhs	Year Ended March 31, 2023 Rs in Lakhs
<b>26 CHANGES IN INVENTORIES</b>		
<b>Closing Stock</b>		
Processed Seeds	21,010.08	19,080.29
Unprocessed Seeds	542.91	825.05
Seed (Traded)	316.99	259.71
Plant Nutrient Supplement	346.00	59.14
	<b>22,215.98</b>	<b>20,224.19</b>
<b>Opening Stock</b>		
Processed Seeds	19,080.29	18,972.41
Unprocessed Seeds	825.05	1,622.34
Seed (Traded)	259.71	400.63
Plant Nutrient Supplement	59.14	427.06
	<b>20,224.19</b>	<b>21,422.44</b>
	<b>1,991.79</b>	<b>(1,198.25)</b>
<b>27 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages and Bonus	2,170.78	2,037.75
Contribution to Provident and Other Funds	124.36	111.38
Directors' Remuneration	66.00	48.00
Director Sitting Fees	1.26	1.28
Staff Welfare Expenses	60.12	57.54
Staff Incentives	375.88	116.28
	<b>2,798.40</b>	<b>2,372.23</b>
<b>28 FINANCE COSTS</b>		
Interest Expenses		
- On Cash Credit	740.18	791.60
- On Vehicle Loan	8.05	9.22
- On Unsecured Loan	45.26	76.00
On Security Deposits	39.17	32.22
- Others	29.28	48.30
		-
Processing Charges	48.25	69.24
	<b>910.19</b>	<b>1,026.57</b>
<b>29 DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation on Tangible Assets	165.56	137.14
Amortisation of Intangible Assets	160.56	164.09
	<b>326.12</b>	<b>301.23</b>

	Year Ended March 31, 2024 Rs in Lakhs	Year Ended March 31, 2023 Rs in Lakhs
<b>30 OTHER EXPENSES</b>		
<b>A. Seed Conditioning Expenses</b>		
Freight Inward	124.72	182.78
Labour Wages	265.44	238.07
Stores and Processing Materials consumed	1,155.11	1,632.46
Power and Fuel	113.12	139.08
Repairs and Maintenance (Machinery)	55.93	32.77
Repairs and Maintenance (Factory Building)	12.88	6.84
Hamali & Cartage - Processing Plant	87.29	80.52
Processing Expenses	401.12	330.32
Other Seed Conditioning Expenses	34.20	38.36
	<b>2,249.81</b>	<b>2,681.21</b>
<b>B. Administrative Expenses</b>		
Rent	343.77	308.29
Rates and Taxes	11.67	4.32
Insurance	48.72	43.61
Legal & Professional Expenses	332.19	275.28
Repairs and Maintenance - Office Building and Godown	30.78	42.15
Running and maintenance - Vehicle	528.83	439.16
Repairs and Maintenance - Others	9.32	7.93
License Fee	98.38	41.61
Communication	39.49	38.45
Printing & Stationery	22.49	20.04
Auditors' Remuneration:		
Statutory Audit Fee	10.00	8.50
Tax Audit Fee	3.00	3.00
Other services	1.63	0.55
Loss on sale of fixed assets	0.51	0.20
Miscellaneous Expenses	37.87	19.88
Donation	17.93	0.11
Bank Charges	9.15	9.22
Security Charges	35.49	26.79
Corporate Social Responsibility Expenditure (Refer Note No 49)	81.00	90.22
	<b>1,662.22</b>	<b>1,379.30</b>
<b>C. Selling Expenses</b>		
Travelling and Conveyance	456.21	476.90
Advertisement and Sales Promotion	505.09	370.44
Field Days, Visits & Campaigns	681.20	566.15
Freight Outward	1,037.17	839.40
Other selling expenses	64.11	82.34
Provisions for Bad Debts	24.02	11.72
Sundry debit balances written off	2.48	5.80
	<b>2,770.27</b>	<b>2,352.73</b>
<b>D. Discount, Schemes and Incentives</b>		
Cash Discounts	630.38	558.80
Quantity Discounts	4,099.89	3,953.65
Additional Discount	3,779.62	2,212.60
	<b>8,509.89</b>	<b>6,725.04</b>
<b>E. Research and Development Expenses</b>		
Fieldwork Expenses	71.61	47.38
Laboratory Consumables	12.19	21.16
Salary, Wages and Other Expenses	792.84	630.03
Travel and Vehicle maintenance	78.36	51.32
Farm Lease Rent	31.80	26.96
Farming Expenses & Consumables	116.04	122.01
Membership and Meetings	24.79	38.27
	<b>1,127.63</b>	<b>937.13</b>
<b>Total (A+B+C+D+E)</b>	<b>16,319.82</b>	<b>14,075.42</b>
<b>31 Exceptional Item</b>		
<b>Income</b>		
Recovery against provision for farmer/ grower advances	(344.88)	-
	<b>(344.88)</b>	<b>-</b>

31.1 During the financial year 2021-22, the company had provided for doubtful advances given to various farmer/ growers against which recoveries have been made during the year.

### 32 Fair Value Measurement

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 long term 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 amortized cost, using the effective interest method.

#### 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 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 that has a significant effect on the fair value measurement is not based on observable market data.

### 33 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 investor, creditors and market confidence and to support 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	Rs in Lakhs	
	March 31, 2024	March 31, 2023
Net Debts (A) *	2,674.51	6,216.42
Equity (B) **	61,065.82	57,335.42
Debt Ratio % (A/B)	4.38	10.84

\* 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 analysing credit limit and creditworthiness of customers on a continuous basis to whom the credit has been granted.

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 and advances for seed production

As on	Rs in Lakhs
31st March, 2024	34,006.78
31st March, 2023	32,683.03

**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 accending 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 on 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 table details the remaining contractual maturities for its financial liabilities with agreed repayment period. The amount disclosed in the table has been drawn 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	Rs in Lakhs			
	31st March 2024		31st March 2023	
	Less than 1 year	More than 1 year	More than 1 year	Less than 1 year
<b>Financial Liabilities</b>				
Trade Payables	4,034.25	172.97	2,719.04	54.53
Working capital demand Loan	9,921.76	-	10,304.63	-
Loan/Term Loan (at variable rate)	626.33	282.70	176.27	40.32
<b>Total</b>	<b>14,582.34</b>	<b>455.67</b>	<b>13,199.94</b>	<b>94.84</b>

**c) Maturities of financial assets**

The expected maturity for financial assets of the company are all current.

**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**

34	<b>Contingent liabilities not provided for in respect of:-</b>	Current Year Rs. in Lakhs	Previous Year Rs. in Lakhs																																	
a)	Claims against the Company not acknowledged as debts in respect of legal cases including consumer cases.	404.69	145.08																																	
b)	Corporate Guarantee given in favour of IDBI Bank and Janakalyan Sahakari Bank towards term loan taken by Paithan Mega Food Park Pvt Ltd, (PMFPPL) a related company. The liability of the PMFPPL is Rs. 1825.00 Lakhs as on the year end. Further, promoters of PMFPPL have pledged their equity shares in favour of the company securing the above corporate guarantee.	4,360.00	4,360.00																																	
c)	Demand of Income tax for disallowing agricultural income for the assessment year 2017-18, 2018-19, 2020-21 and 2023-24 against which the company has preferred appeals before the Commissioner of Income tax (Appeal), Chhatrapati Sambhajnagar MH).	4,474.98	2,679.70																																	
35	Estimated value of contract remaining to be executed on capital account and not provided for (Net of advances of Rs. 4,804.62 Lakhs; Previous year Rs. 2,150.00 Lakhs)	716.35	725.00																																	
36	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.																																			
37	<p>i) Certain accounts of Trade Receivable, Trade Payable, Unsecured Loans, Employees, Loans and Advances (including advances given to growers and inter party transfer &amp; 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.</p> <p>ii) Detailed transaction confirmation in respect of certain parties including employees of the company asked for by the auditors could not be produced for their verification for want of their receipt from the respective parties.</p>																																			
38	In view of agriculture income earned by the company, which is exempt from Income Tax, provisioning of sundry advance and trade receivables, the company has not recognised deferred tax assets, as a matter of prudence.																																			
39	<p><b>a) Remuneration paid to Key Managerial Personnel during the year:</b></p> <table border="0"> <tr> <td></td> <td align="right">Current Year Rs in Lakhs</td> <td align="right">Previous year Rs in Lakhs</td> </tr> <tr> <td>Mr. Satish Kagliwal, Managing Director :-</td> <td align="right">66.00</td> <td align="right">48.00</td> </tr> <tr> <td>Mr. Devinder Khurana, Chief Financial Officer</td> <td align="right">76.04</td> <td align="right">69.76</td> </tr> <tr> <td>Mr. Dhiraj Rathi, Company Secretary</td> <td align="right">8.08</td> <td align="right">6.85</td> </tr> </table> <p><b>b) Sitting fee paid to Directors</b></p> <table border="0"> <tr> <td>Mr. Hitesh Purohit, Independent</td> <td align="right">0.20</td> <td align="right">0.20</td> </tr> <tr> <td>Mr. Madhukar Deshpande, Independent</td> <td align="right">0.23</td> <td align="right">0.24</td> </tr> <tr> <td>Mr. Vadla Nagamhushanam, Independent</td> <td align="right">0.23</td> <td align="right">0.24</td> </tr> <tr> <td>Ms. Ashu Jain, Independent</td> <td align="right">0.20</td> <td align="right">0.20</td> </tr> <tr> <td>Mrs Jeevanlata Kagliwal, non-executive Directors</td> <td align="right">0.20</td> <td align="right">0.20</td> </tr> <tr> <td>Ms Shweta Kagliwal, non-executive Directors</td> <td align="right">0.05</td> <td align="right">0.20</td> </tr> <tr> <td>Mr Akash Kagliwal, executive Directors</td> <td align="right">0.15</td> <td align="right">-</td> </tr> </table>		Current Year Rs in Lakhs	Previous year Rs in Lakhs	Mr. Satish Kagliwal, Managing Director :-	66.00	48.00	Mr. Devinder Khurana, Chief Financial Officer	76.04	69.76	Mr. Dhiraj Rathi, Company Secretary	8.08	6.85	Mr. Hitesh Purohit, Independent	0.20	0.20	Mr. Madhukar Deshpande, Independent	0.23	0.24	Mr. Vadla Nagamhushanam, Independent	0.23	0.24	Ms. Ashu Jain, Independent	0.20	0.20	Mrs Jeevanlata Kagliwal, non-executive Directors	0.20	0.20	Ms Shweta Kagliwal, non-executive Directors	0.05	0.20	Mr Akash Kagliwal, executive Directors	0.15	-		
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40	<p>The reconciliation between the statutory income tax rate applicable to the company and the effective income tax rate of the company is as follows</p> <table border="0"> <thead> <tr> <th></th> <th align="right">Year Ended March 31, 2024</th> <th align="right">Year Ended March 31, 2023</th> </tr> </thead> <tbody> <tr> <td>Income tax recognised in profit or loss</td> <td></td> <td></td> </tr> <tr> <td>Statutory Income tax rate</td> <td align="right">27.82%</td> <td align="right">25.17%</td> </tr> <tr> <td><b>Differences due to:</b></td> <td></td> <td></td> </tr> <tr> <td>- Income Exempt from Tax</td> <td align="right">22.73%</td> <td align="right">21.20%</td> </tr> <tr> <td>- Effect of expenses that are not deductible in determining taxable profit (permanent disallowances)</td> <td align="right">0.68%</td> <td align="right">0.74%</td> </tr> <tr> <td>Taxable Income at Different Rates</td> <td align="right">0%</td> <td align="right">0%</td> </tr> <tr> <td>Others</td> <td align="right">0%</td> <td align="right">0%</td> </tr> <tr> <td>Effective tax rate</td> <td align="right">4.41%</td> <td align="right">3.23%</td> </tr> </tbody> </table>		Year Ended March 31, 2024	Year Ended March 31, 2023	Income tax recognised in profit or loss			Statutory Income tax rate	27.82%	25.17%	<b>Differences due to:</b>			- Income Exempt from Tax	22.73%	21.20%	- Effect of expenses that are not deductible in determining taxable profit (permanent disallowances)	0.68%	0.74%	Taxable Income at Different Rates	0%	0%	Others	0%	0%	Effective tax rate	4.41%	3.23%								
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Effective tax rate	4.41%	3.23%																																		
41	<p><b>Capital Management</b></p> <p>Equity share capital and other equity are considered for the purpose of Company's capital management. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain or if necessary adjust its capital structure.</p>																																			
42	<p>Disclosures as required by the Micro, Small and Medium Enterprises Development Act, 2006 are as under:-</p> <table border="0"> <thead> <tr> <th align="left">Particulars</th> <th align="right">Amount (Rs in Lakhs) Year Ended March 31, 2024</th> <th align="right">Amount (Rs in Lakhs) Year Ended March 31, 2023</th> </tr> </thead> <tbody> <tr> <td>Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end</td> <td align="right">37.25</td> <td align="right">46.70</td> </tr> <tr> <td>Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end</td> <td align="right">0.03</td> <td align="right">2.08</td> </tr> <tr> <td>Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year</td> <td align="right">12.74</td> <td align="right">25.57</td> </tr> <tr> <td>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</td> <td align="right">-</td> <td align="right">-</td> </tr> <tr> <td>Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year</td> <td align="right">2.08</td> <td align="right">1.86</td> </tr> <tr> <td>Interest due and payable towards suppliers registered under MSMED Act, for payment already made</td> <td align="right">0.03</td> <td align="right">2.08</td> </tr> <tr> <td>Further interest remaining due and payable for earlier years</td> <td align="right">-</td> <td align="right">-</td> </tr> </tbody> </table> <p>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.</p>	Particulars	Amount (Rs in Lakhs) Year Ended March 31, 2024	Amount (Rs in Lakhs) Year Ended March 31, 2023	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	37.25	46.70	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.03	2.08	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	12.74	25.57	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	2.08	1.86	Interest due and payable towards suppliers registered under MSMED Act, for payment already made	0.03	2.08	Further interest remaining due and payable for earlier years	-	-											
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43	<p>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</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Criteria</th> <th style="text-align: left;">Segments</th> </tr> </thead> <tbody> <tr> <td>Product Base</td> <td>1. Agricultural Activities (Seed Production) 2. Trading Activities</td> </tr> </tbody> </table>	Criteria	Segments	Product Base	1. Agricultural Activities (Seed Production) 2. Trading Activities																																																																																																																																																																																																																		
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center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>iii</td> <td>Other Income</td> <td>CY</td> <td style="text-align: center;">-</td> <td style="text-align: right;">65.34</td> <td style="text-align: right;">65.34</td> </tr> <tr> <td></td> <td></td> <td>PY</td> <td style="text-align: center;">-</td> <td style="text-align: right;">56.04</td> <td style="text-align: right;">56.04</td> </tr> <tr> <td></td> <td>Change in inventory</td> <td>CY</td> <td style="text-align: right;">(1,647.65)</td> <td style="text-align: right;">(344.14)</td> <td style="text-align: right;">(1,991.79)</td> </tr> <tr> <td></td> <td></td> <td>PY</td> <td style="text-align: right;">689.41</td> <td style="text-align: right;">508.85</td> <td style="text-align: right;">1,198.25</td> </tr> <tr> <td>iv</td> <td>Total Revenue</td> <td>CY</td> <td style="text-align: right;">23,727.55</td> <td style="text-align: right;">3,082.18</td> <td style="text-align: right;">26,809.73</td> </tr> <tr> <td></td> 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(d) The allocation of other expenses as mentioned in (B) (b) above, which are not directly relating to specific activity of production or trading, have been made by the management in the ratio of turnover and relied upon by the auditors.</p> <p><b>Geographical Segment:</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="3" style="text-align: center;">Year Ended March 31, 2024</th> <th colspan="3" style="text-align: center;">Year Ended March 31, 2023</th> </tr> <tr> <th style="text-align: center;">India</th> <th style="text-align: center;">Outside India</th> <th style="text-align: center;">Total</th> <th style="text-align: center;">India</th> <th style="text-align: center;">Outside India</th> <th style="text-align: center;">Total</th> </tr> </thead> <tbody> <tr> <td><b>Revenue</b></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>External Segment Revenue</td> <td style="text-align: right;">32,824.43</td> <td style="text-align: right;">438.07</td> <td style="text-align: right;">33,262.49</td> <td style="text-align: right;">29,321.35</td> <td style="text-align: right;">807.80</td> <td style="text-align: right;">30,129.15</td> </tr> <tr> <td><b>Total Segment Revenue</b></td> <td style="text-align: right;"><b>32,824.43</b></td> <td style="text-align: right;"><b>438.07</b></td> <td style="text-align: right;"><b>33,262.49</b></td> <td style="text-align: right;"><b>29,321.35</b></td> <td style="text-align: right;"><b>807.80</b></td> <td style="text-align: right;"><b>30,129.15</b></td> </tr> <tr> <td><b>Other Information</b></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Carrying Amount of Segment Assets</td> <td style="text-align: right;">86,774.96</td> <td style="text-align: right;">933.32</td> <td style="text-align: right;">87,708.28</td> <td style="text-align: right;">78,537.73</td> <td style="text-align: right;">759.61</td> <td style="text-align: right;">79,297.35</td> </tr> <tr> <td>Carrying Amount of Segment Liabilities</td> <td style="text-align: right;">26,557.18</td> <td style="text-align: right;">85.28</td> <td style="text-align: right;">26,642.47</td> <td style="text-align: right;">21,961.92</td> <td style="text-align: center;">-</td> <td style="text-align: right;">21,961.92</td> </tr> </tbody> </table>	Sr No	Particulars		Rs in Lakhs			Agriculture Activities	Trading Activity	Total	a	Segment Revenue						Turnover	CY	29,685.94	3,576.56	33,262.49			PY	27,175.45	2,953.70	30,129.15		Less: Schemes and Discounts	CY	7,606.03	903.86	8,509.89			PY	6,168.90	556.14	6,725.04	i	External Sales/income	CY	22,079.90	2,672.70	24,752.60			PY	21,006.55	2,397.56	23,404.10	ii	Inter-segment Sale	CY	-	-	-			PY	-	-	-	iii	Other Income	CY	-	65.34	65.34			PY	-	56.04	56.04		Change in inventory	CY	(1,647.65)	(344.14)	(1,991.79)			PY	689.41	508.85	1,198.25	iv	Total Revenue	CY	23,727.55	3,082.18	26,809.73			PY	20,317.14	1,944.75	22,261.89	b	Total Revenue of each segment as a percentage of total revenue of all segment	CY	88.50	11.50	100.00			PY	91.26	8.74	100.00		Less: Production Expenses /Purchases	CY	10,783.22	1,469.54	12,252.76			PY	8,383.47	828.68	9,212.15		Less: Other Expenses	CY	9,535.31	1,154.22	10,689.53			PY	8,453.16	964.79	9,417.95	c	Segment Result [Profit/(loss)]	CY	3,409.02	458.42	3,867.44			PY	3,480.51	151.28	3,631.80	d	Segment Result as a percentage of segmental result to the Profit	CY	88.15	11.85	100.00			PY	95.83	4.17	100.00	Particulars	Year Ended March 31, 2024			Year Ended March 31, 2023			India	Outside India	Total	India	Outside India	Total	<b>Revenue</b>							External Segment Revenue	32,824.43	438.07	33,262.49	29,321.35	807.80	30,129.15	<b>Total Segment Revenue</b>	<b>32,824.43</b>	<b>438.07</b>	<b>33,262.49</b>	<b>29,321.35</b>	<b>807.80</b>	<b>30,129.15</b>	<b>Other Information</b>							Carrying Amount of Segment Assets	86,774.96	933.32	87,708.28	78,537.73	759.61	79,297.35	Carrying Amount of Segment Liabilities	26,557.18	85.28	26,642.47	21,961.92	-	21,961.92
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44	In the opinion of the Board, Property, Plant and Equipments 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.																																																																																																																																																																																																																						
45	<p>i The company is engaged in agricultural activities of production of seeds on lease hold land situated at various part of India.</p> <p>ii The company has entered into agreements with various farmers/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 compensated the production expenses (Refer Note No .25) based upon the agreements entered into with the farmers/ growers.</p>																																																																																																																																																																																																																						
46	<p><b>Employee Benefits</b></p> <p>The company has classified the various benefits provided to employees as under</p> <p><b>Defined Contribution Plans :</b></p> <p>During the year, the Company has recognized the following amounts in the Profit &amp; Loss Account</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2"></th> <th colspan="2" style="text-align: center;">Rs in Lakhs</th> </tr> <tr> <th style="text-align: center;">Year Ended March 31, 2024</th> <th style="text-align: center;">Year Ended March 31, 2023</th> </tr> </thead> <tbody> <tr> <td>- Employers Contribution to Provident Fund</td> <td style="text-align: right;">122.44</td> <td style="text-align: right;">109.34</td> </tr> <tr> <td>- Employers Contribution to ESI</td> <td style="text-align: right;">1.91</td> <td style="text-align: right;">2.03</td> </tr> <tr> <td>- Employers Contribution to Labour Welfare Fund</td> <td style="text-align: right;">0.01</td> <td style="text-align: right;">0.01</td> </tr> </tbody> </table> <p><b>Defined Benefit Plans</b></p> <p>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.</p> <p>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: -</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">Year Ended March 31, 2024</th> <th style="text-align: center;">Year Ended March 31, 2023</th> </tr> </thead> <tbody> <tr> <td>Discount Rate</td> <td style="text-align: right;">7.39%</td> <td style="text-align: right;">6.84%</td> </tr> <tr> <td>Salary escalation rate</td> <td style="text-align: right;">6%</td> <td style="text-align: right;">6%</td> </tr> <tr> <td>Expected rate of return on Plan Assets</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Expected average remaining service of employee in the number of years</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> </tbody> </table> <p>Disclosures for defined benefit plans based on Actuarial Reports as at 31st March 2024</p>		Rs in Lakhs		Year Ended March 31, 2024	Year Ended March 31, 2023	- Employers Contribution to Provident Fund	122.44	109.34	- Employers Contribution to ESI	1.91	2.03	- Employers Contribution to Labour Welfare Fund	0.01	0.01	Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023	Discount Rate	7.39%	6.84%	Salary escalation rate	6%	6%	Expected rate of return on Plan Assets	-	-	Expected average remaining service of employee in the number of years	-	-																																																																																																																																																																																									
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<b>a) Change in Present Value of Defined Benefit Obligation</b>			
Rs in Lakhs			
Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023	
Present value of obligations at the beginning of the year	268.75	267.96	
Current Service Cost	29.56	27.69	
Liability Transferred in / acquisition	-	-	
Past Current Service Cost	-	-	
Interest Cost	19.86	17.74	
Actuarial (Gain) / Loss due to Change in Demographic Assumptions	-	-	
Actuarial (Gain) / Loss due to change in financial assumption	2.68	(6.64)	
Actuarial (Gain) / Loss due to experience	4.42	4.58	
Benefit paid	(20.97)	(42.57)	
<b>Present value of obligations at the end of the year</b>	<b>304.30</b>	<b>268.75</b>	
<b>b) Change in Fair value of plan assets</b>			
Rs in Lakhs			
Particular	Year Ended March 31, 2024	Year Ended March 31, 2023	
Fair Value of plan assets at the beginning of the year	-	-	
Expected return on plan assets	-	-	
Employer's contributions	-	-	
Actuarial gain / (loss) on plan assets	-	-	
Benefit paid	-	-	
<b>Fair value of plan assets at the end of the year</b>	<b>-</b>	<b>-</b>	
<b>c) Percentage of each category of plan assets to total fair value of plan assets</b>			
Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023	
Obligation on the part of the Company	100%	100%	
<b>d) Reconciliation of the present value of defined benefit obligations and the fair value of plan assets</b>			
Rs in Lakhs			
Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023	
Present value of funded obligations as at the end of the year	304.30	268.75	
Fair value of plan assets as at the end of the year	-	-	
Funded (Assets)/liability recognized in the Balance Sheet as at the end of the year	-	-	
Present value of unfunded (assets) / obligations as at the end of the year	304.30	268.75	
Unrecognized past service cost	-	-	
Unrecognized actuarial (gain)/loss	-	-	
<b>Unfunded net (Assets)/liability recognized in the Balance Sheet as at the end of the year</b>	<b>304.30</b>	<b>268.75</b>	
<b>e) Net employee benefit expense (Recognized in employment cost) for the year</b>			
Rs in Lakhs			
Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023	
Current Service Cost	29.56	27.69	
Interest Cost	19.86	17.74	
Expected return on plan assets	-	-	
Net Actuarial (Gain) / Loss recognized in the year	7.09	(2.06)	
Past Service cost	-	-	
<b>Net Gratuity (Income) / expense</b>	<b>56.51</b>	<b>43.36</b>	
<b>f) Detail of Present value of obligation, Plan Assets and Experience Adjustments</b>			
Rs in Lakhs			
Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023	
Present value of obligation	304.30	268.75	
Fair value of plan assets	-	-	
(Surplus) / Deficit	304.30	268.75	
Experience Adjustment	-	-	
(Gain)/ Loss on plan liabilities	-	-	
(Gain)/ Loss on plan assets	-	-	
<b>g) Expected contributions to Gratuity Fund next year Rs. NIL (Previous Year Rs. NIL)</b>			
<b>h) The liability for leave encashment and compensated absences as at year end is Rs. 84.08 Lakhs (Previous year liability Rs. 68.99 Lakhs)</b>			
<b>47</b>	<b>Related parties disclosure</b>		
	List of related parties		
a)	<b>Related parties were common control exists: (Companies with whom transactions have taken place during the year.)</b>		
	i) Global Transgenes Ltd.		
	ii) Agri Tech (India) Ltd.		
	iii) Paithan Mega Food Parks Pvt Ltd		
	iv) Emerald Seeds Ltd		
	v) Ferry Fax Farms Pvt Ltd		
b)	<b>Key Management Personnel:-</b>		
	i) Mr. Satish Kagiwal (Managing Director)		
	ii) Mr. Devinder Khurana (Chief Financial Officer)		
	iii) Mr Dhiraj Rathi (Company Secretary)		
c)	<b>Joint Venture</b>		
	JV Nath Bio-Genes CA LLC, Uzbekistan		

d) Transactions carried out with related parties as referred to in (a) to (c) above, in the ordinary course of the business:				
Rs in Lakhs				
Sr no	Name of party	Nature of transactions	Current year	Previous year
1	JV Nath Bio-Genes CA LLC	Interest Received	2.74	0.27
		Sale of Seeds	118.08	-
		Advance given against purchase	20.85	12.01
		Refund received against advance given against purchase	12.01	-
		Loan given	231.28	-
2	Agri Tech (India) Ltd.	Loan recovered	847.36	334.40
		Loan given	-	788.79
		Transfer (debit to account)	0.37	8.80
		Refund received towards advance given against purchase of land	1,950.00	-
		Advance given against purchase of land	3,611.00	-
3	Ferry Fax Farms Pvt Ltd	Warehouse Rent	134.85	114.28
4	Paithan Mega Food Park Pvt Ltd	Advance given against purchase of land	145.00	140.00
		Commission received on corporate guarantee	8.49	-
		Reimbursement of expenses paid	3.20	1.01
5	Emerald Seeds Pvt Ltd	Loan given	863.93	-
		Loan recovered	8.26	-
		Interest Received	21.01	-
6	Globe Transgenes Ltd	Unsecured Loan taken	415.16	-
		Unsecured Loan repaid	28.93	-
7	Satish Kagliwal	Remuneration	66.00	48.00
8	Devinder Khurana	Remuneration	76.04	69.76
9	Dhiraj Rathi	Remuneration	8.08	6.85
e) Outstanding balances at the year end			as on 31.03.2024 Rs. In Lakhs	as on 31.03.2023 Rs. In Lakhs
1	Global Transgenes Ltd.		386.23 Cr	0
2	Agri Tech (India) Ltd. (Loan granted)		0	846.99 Dr
3	Agri Tech (India) Ltd. (Advance against land purchase)		0	1,950.00 Dr
4	Agri Tech (India) Ltd. (Refund received against advance for land purchase)		1,950.00 Cr	0
5	Paithan Mega Food Parks Pvt Ltd (advance for purchase of land)		445.00 Dr	300.00 Dr
6	Ferry Fax Farms Pvt Ltd		2,611.00 Dr	0
7	Paithan Mega Food Parks Pvt Ltd (for expenses)		3.20 Dr	0
8	JV Nath Bio-Genes CA LLC (against expenses)		4.95 Dr	4.95 Dr
9	JV Nath Bio-Genes CA LLC (Loan and Interest accrued)		234.01 Dr	0
10	JV Nath Bio-Genes CA LLC (advance against import of goods)		20.85 Dr	12.01 Dr
11	JV Nath Bio-Genes CA LLC (Trade Receivable)		118.08 Dr	0
12	Emerald Seeds Pvt Ltd (Loan and Interest accrued)		874.58 Dr	0
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.				
48	<b>FOREIGN CURRENCY TRANSACTIONS</b>		<b>Current Year Rs. in Lakhs</b>	<b>Previous Year Rs. in Lakhs</b>
	CIF value of Imports: Purchase of Win Chi Win & Vegetable Seeds		761.86	97.86
	Expenditure in Foreign Currency: -			
	Travelling Expenses		7.06	29.44
	Software License Fee		12.49	3.95
	Professional Charges		-	0.32
	Membership Fee		8.22	39.40
	Earning in Foreign Currency: F O B value of Exports		438.07	807.80



49	Details related to Investments made, Loans and Advances given and security provided as per section 186 of the Companies Act 2013. Rs in Lakhs						
	<b>Name of the Party</b>		<b>Investment made during the year</b>	<b>Amount outstanding as on 31st March, 2024</b>	<b>Maximum outstanding during the year</b>		
	<b>Investments</b>						
	Paithan Mega Food Park Pvt. Ltd.		-	599.28	599.28		
Nath Bio-Genes (Central Asia) LLC		-	1.52	1.52			
			<b>600.80</b>	<b>600.80</b>			
Rs in Lakhs							
<b>Name of the Party</b>		<b>Resolution Passed on</b>	<b>Loan amount as per agreement</b>	<b>Loan granted during the year</b>	<b>Amount outstanding as on 31st March, 2024</b>	<b>Maximum outstanding during the year</b>	
<b>Loans and Advances</b>							
Emerald Seeds Pvt Ltd		10.08.2023	Rs. 5,000.00 Lakhs	855.67	855.67	855.67	
Nath Biogenes CA LLC		22.04.2023	USD 25.00 Lakhs	231.28	231.28	231.28	
			<b>1,086.94</b>	<b>1,086.94</b>	<b>1,086.94</b>		
Rs in Lakhs							
<b>Guarantee Given to</b>		<b>Guarantee Given infavour of</b>	<b>Resolution Passed on</b>	<b>Gurantee issued during the year</b>	<b>Amount outstanding as on 31st March, 2024</b>	<b>Maximum outstanding during the year</b>	
<b>Guarantee Given</b>							
IDBI Bank		Paithan Mega Food Parks Limited	08.08.2016	-	3,000.00	3,000.00	
Janakalyan Sahakari Bank		Paithan Mega Food Parks Limited	08.08.2016	-	1,360.00	1,360.00	
					<b>4,360.00</b>	<b>4,360.00</b>	
50	<b>OPERATING LEASE</b>						
	The Company's significant leasing arrangements are in respect of operating leases for lands and premises (Agricultural lands, office, stores, godown etc.). These leasing arrangements which are in cancellable range and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged as rent in the Statement of Profit and Loss.						
51	<b>Expenditure on Corporate Social Responsibility Activities</b>						
	<b>Particulars</b>		<b>Rs in Lakhs</b>				
(a) amount required to be spent by the company during the year,		80.81					
(b) amount of expenditure incurred,		81.00					
(c) shortfall at the end of the year,		-					
(d) total of previous years shortfall,		-					
(e) reason for shortfall,		None					
(f) nature of CSR activities,		Rural Transformation					
(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,		None					
(h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately		None					
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.							
52	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:						
		<b>Current Year Rs in Lakhs</b>	<b>Previous Year Rs.in Lakhs</b>				
Net Profit (loss) as per Profit & Loss Account		4,110.47	3,518.56				
Numerator: Profit Available for equity share holders		4,110.47	3,518.56				
Numerator: Profit without considering exceptional item available for equity share holders		3,765.60	3,518.56				
Denominator: Weighted Average Number of Equity shares outstanding (no's)		1,90,04,000	1,90,04,000				
Denominator for Diluted equity share holder		1,90,04,000	1,90,04,000				
Basic Earnings per share is arrived at by dividing Numerator by Denominator		21.63	18.51				
Diluted Earnings per share is arrived at by dividing Numerator for diluted equity share holder by Denominator		21.63	18.51				
Basic Earnings per share without considering exceptional item is arrived at by dividing Numerator by Denominator		19.81	18.51				
The nominal value per equity shares is Rupees		10	10				
53	<b>Disclosure of Derivatives:</b>						
	<b>Particulars</b>	<b>Foreign Currency Denomination</b>	<b>Foreign Currency Amount in Lakhs</b>	<b>Amount (In Lakhs)</b>	<b>Foreign Currency Amount in Lakhs</b>	<b>Amount (In Lakhs)</b>	
			<b>March 31, 2024</b>		<b>March 31, 2023</b>		
Assets (Trade Receivables)	USD	8.25	679.50	8.57	702.41		
Assets (Advance for purchase)	USD	0.25	21.03	0.68	57.20		
Assets (Loans)	USD	2.75	231.28	-	-		
Assets (Investment in shares)	USD	0.02	1.52	0.02	1.52		
Liabilities (Trade Payable)	USD	1.01	85.28	-	-		
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".							
54	The company has used the borrowings from banks and financial institutions for the purpose for which it was taken at the balance sheet date.						
55	The Company does not have any investment property, hence related disclosure is not required.						

56	Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:										
	Type of Borrower			Amount of loan or advance in the nature of loan outstanding			Loan Given (Rs in Lakhs)		Percentage to the total Loans and Advances in the nature of loans		
	Related Parties: -										
	Emerald Seeds Pvt Ltd			Repayable in 5 years			855.67		78.72		
	Nath Biogenes CA LLC			Repayable in 5 years			231.28		21.28		
<b>Total</b>						<b>1,086.94</b>		<b>100.00</b>			
57	Details of Benami Property held - No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.										
58	Wilful Defaulter - The company is not declared wilful defaulter by any bank or financial Institution or other lender during the year.										
59	The Company has made borrowings from banks on the basis of security of current assets. The quarter wise deviation and reasons thereof are as follows:										
	Rs in Lakhs										
Quarter	As per Statement			As per Books			Excess/(Short) as per books of account			Reason for Deviation	
	Stock	Debtors	Creditors	Stock	Debtors	Creditors	Stock	Debtors	Creditors		
1	9,550.47	26,078.42	1,539.43	18,154.40	27,191.00	2,909.87	8,603.93	1,112.58	1,370.44	While submitting security statement with the bank, the company has not considered the stock of Breeder seeds, Foundation seeds and Unbilled Seed Stocks along with customer credit balance, advance booking and bad debt provision, advance to creditors and unbilled creditors provision.	
2	9,407.73	8,536.87	941.51	16,265.14	21,904.01	1,855.99	6,857.41	13,367.14	914.48		
3	13,773.77	4,913.38	1,115.02	20,377.88	12,498.65	3,122.17	6,604.11	7,585.27	2,007.15		
4	19,390.56	5,125.09	1,093.99	22,907.04	10,134.86	4,207.22	3,516.48	5,009.77	3,113.23		
60	<b>Registration of charges or satisfaction with Registrar of Companies</b> - During the year, the company has registered charges on the assets of the Company with the Registrar of Companies within the time specified under the Companies Act, 2013 and is not required to satisfy the charges .										
61	<b>Relationship with Struck off Companies</b> - During the year, the company has not carried out any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.										
62	<b>Various Ratios</b>										
	Name of Ratio		Numerator		Denominator		Current Year	Previous Year	Variation in %	Reasons for variation	
	Current Ratio (Times)		Current Assets		Current Liabilities		2.18	2.40	(9.20)	No explanation required	
	Debt-Equity Ratio (Times)		Debts (Long and Short Term)		Equity and Others Equity		0.18	0.18	(3.35)	No explanation required	
	Debts Service Ratio (Times)		Profit before Interest and Tax		Term Liabilities		16.90	115.54	(85.37)	Purchased vehicles on term loan	
	Return on Equity Ratio (%)		Profit After Exceptional Item and Tax		Equity Capital		204%	191%	6.49	No explanation required	
	Inventory Turnover Ratio (Days)		Inventories		Turnover		251.37	251.80	(0.17)	No explanation required	
	Trade Receivables Turnover Ratio, (Days)		Trade Receivable		Turnover		103	118	(12.22)	No explanation required	
	Trade Payables Turnover Ratio, (Days)		Trade Payable		Turnover		46	34	37.40	Due to production arrival in the month of Feb and March	
	Net Capital Turnover Ratio (times)		Net Working Capital		Turnover		92.57%	100.75%	(8.12)	No explanation required	
	Net Profit Ratio (%)		Net Profit after tax		Turnover		11.63%	12.05%	(3.54)	No explanation required	
	Return on Capital Employed (%)		Net Profit after tax		Capital Employed		6.33%	6.33%	(0.02)	No explanation required	
	Return on Investment (%)		Net Profit after tax		Investment		6.33%	6.33%	(0.02)	No explanation required	
63	<b>Utilisation of Borrowed funds and share premium:</b> The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries										
64	<b>Undisclosed income</b> - There is no case of search or survey of any other cases related to income surrendered or disclosed in any tax assessments under the Income Tax Act, 1961.										
65	The company has not invested in Crypto Currency or Virtual Currency, hence related details are not provided										
Jeevanlata Kagliwal Director DIN No.: 02057459			Satish Kagliwal Managing Director DIN: 00119601			Devinder Khurana Chief Finance Officer			Dhiraj Rathi Company Secretary		
Place: Chhatrapati Sambhajanagar Date: 08 May 2024											

## **Independent Auditors' Report**

**To,  
The Members of  
Nath Bio-genes (I) Limited  
Aurangabad**

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

1. We have audited the accompanying Consolidated financial statements of Nath Bio-genes (I) Limited having CIN: L01110MH1993PLC072842 ("the Holding Company"), and its joint venture company ("the Holding Company and its joint venture company together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated 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 consolidated financial position of the Group as at 31st March, 2024 and their consolidated profit including other comprehensive income, consolidated the changes in equity and their consolidated cash flows for the year ended on that date.

#### **Basis for Opinion**

2. 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 Consolidated Financial Statements section of our report. We are independent of the Group 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 Consolidated 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 opinion.

#### **Emphasis of Matter**

3. Attention is invited to note no 31 in respect of recovery of Rs 344.88 Lakhs against the provisioning of certain advances granted to farmers / growers during last few years which were considered doubtful of recovery.
4. Attention is invited to note no 37 in respect confirmations yet to be received on certain accounts of Trade Receivable, Trade Payable, Unsecured Loans, Employees, Loans and Advances (including advances given to growers and inter party transfer & balances).
5. The Financial Statements of Joint Venture entity is yet to be audited & we have considered the unaudited financial statements as authenticated by its management for the purpose of consolidation.

### Key Audit Matters

6. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current year. These matters were addressed in the context of our audit of the Consolidated 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.

Key Audit Matters	Audit Procedures
<b>Agricultural Activities</b> The company is engaged in the production and processing of commercial and vegetable seeds at various pieces of lands taken on lease from various growers/farmers spread over throughout India. The company enters into seed production agreements with these farmers / growers. The company is compensating the farmers/growers for various cultivation expenses based upon the rate agreement entered into. Thus, the company is engaged in the growing of various kinds of seeds based on the programs chalked out by the management depending on the area, climatic conditions, soil conditions, water resources, education of farmers, processing facilities etc.	We have performed the following principal audit procedures in relation to Agricultural Activities: - <ul style="list-style-type: none"><li>- Evaluation and understanding of Seed production agreements.</li><li>- Verification and evaluation of the documents for existence of farmers/growers on sample basis of the seeds.</li><li>- Verification and evaluation of documents on sample basis for the existence of leasehold land.</li><li>- Evaluation of the control / supervision over the crop.</li><li>- Evaluating the appropriateness of the adequate disclosures in accordance with the applicable accounting standards.</li></ul>
<b>Adoption of Ind AS 116 Leases</b> As described in Note 2(AA) to the Consolidated financial statements, the Company has adopted Ind AS 116 Leases (Ind AS 116) in the current year.  The Company has leasing arrangements for operating leases for lands and premises (Agricultural lands, office, stores, go-down etc.), which are cancelable and renewable by mutual consent. The aggregate lease rentals are charged as rent in the Statement of Profit and Loss.	Our audit procedures on adoption of Ind AS 116 include: <ul style="list-style-type: none"><li>- Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116);</li><li>- Assessed the company's evaluation on identification of leases based on the contractual agreements and our knowledge of the business;</li><li>- Assessed the key terms and conditions of each lease with the under lying lease contracts and evaluation of the lease liability.</li><li>- Assessed and tested the presentation and disclosures relating to Ind AS 116.</li></ul>

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

7. The Holding 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.

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

9. 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 Consolidated Financial Statements**

10. The Holding 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 Consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group 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 Group 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.
11. In preparing the financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.
12. The respective Board of Directors/ Management is also responsible for overseeing the Company's financial reporting process of the group.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

13. 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.
14. 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 Consolidated 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 Group 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 Consolidated 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 Group to cease to continue as a going concern.
  - e. Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
15. 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.
16. 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.
17. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated 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**

18. The Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 is not applicable to the consolidated financial statements.
19. As required by Section 143(3) of the Act based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of company, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, 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 Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid Consolidated 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, 2024 taken on record by the Board of Directors, none of the directors of the group is disqualified as on 31st March, 2024 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 Group and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.
- (g) 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 Group has disclosed the impact of pending litigations on its financial position in its Consolidated financial statements – Refer Note 32 to the financial statements.
  - ii. The Group 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.
  - iv. (a) the Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) the Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the group from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and.  
  
(c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
  - v. In respect of dividend: -
    - a. The final dividend proposed in the previous year, declared and paid by the Company during the year, is in accordance with Section 123 of the Act, as applicable.
    - b. No interim dividend is declared by the Company during the year.
    - c. The Board of Directors of the Company has proposed a final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2024, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2024.

For Gautam N Associates  
Chartered Accountants  
FRN: 103117W

Gautam Nandawat  
Partner  
M No: 032742  
UDIN: 24032742BKCRRN7229

Place: Chhatrapati Sambhajanagar  
Dated: 08 May 2024



## **ANNEXURE "A" 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") ("the Holding Company") and its joint venture, (the Holding Company and its joint venture together referred to as "the Group"), as of 31<sup>st</sup> March, 2024 in conjunction with our audit of the Ind AS Consolidated 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 Consolidated 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 Consolidated 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 31<sup>st</sup> March, 2024, 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.

For Gautam N Associates  
Chartered Accountants  
FRN: 103117W

Gautam Nandawat  
Partner  
M No: 032742  
UDIN: 24032742BKCRN7229

Place: Chhatrapati Sambhajnagar  
Dated: 08 May 2024

**Nath Bio-Genes (India) Limited**  
**Consolidated Balance Sheet as at March 31, 2024**

	Note	As at March 31, 2024 Rupees in Lakhs	As at March 31, 2023 Rupees in Lakhs
<b>Assets</b>			
<b>I) Non-Current Assets</b>			
a) Property, plant and Equipment	3	24,064.76	23,395.95
b) Intangible assets	3	881.18	1,041.74
<b>c) Financial Assets</b>			
(i) Non-current Investment	4	604.63	504.82
(ii) Other Non-current financial assets	5	1,090.16	-
d) Deferred Tax Assets (Net)		-	-
e) Other Non-current Assets	6	4,215.86	2,354.01
		<u>30,856.59</u>	<u>27,296.52</u>
<b>II) Current Assets</b>			
a) Inventories	7	23,030.91	20,784.66
<b>b) Financial Assets</b>			
(i) Trade Receivables	8	9,430.86	9,731.35
(ii) Cash and cash equivalents	9	7,740.96	3,799.52
(iii) Other current financial assets	10	16,293.93	16,992.87
c) Current Tax Assets (Net)	11	511.00	604.90
d) Other current assets	12	158.81	69.86
		<u>57,166.47</u>	<u>51,983.16</u>
<b>Total Assets</b>		<b><u>88,023.06</u></b>	<b><u>79,279.69</u></b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
a) Equity Share Capital	13	1,900.40	1,900.40
b) Other Equity	14	59,091.47	55,416.93
		<u>60,991.87</u>	<u>57,317.33</u>
<b>Liabilities</b>			
<b>I) Non-Current Liabilities</b>			
<b>a) Financial Liabilities</b>			
(i) Borrowings	15	486.50	40.32
(ii) Trade Payables		-	-
b) Provisions	16	300.00	278.68
		<u>786.50</u>	<u>319.00</u>
<b>II) Current Liabilities</b>			
<b>a) Financial Liabilities</b>			
(i) Borrowings	17	10,548.09	10,480.91
(ii) Trade Payables to MSME	18	37.25	46.70
(iii) Trade Payables other than MSME	18	4,292.37	2,726.86
b) Other current liabilities	19	11,183.87	8,301.79
c) Provisions	20	88.39	59.06
d) Current Tax Liabilities (Net)	21	94.73	28.05
		<u>26,244.70</u>	<u>21,643.36</u>
<b>Total Equity and Liabilities</b>		<b><u>88,023.06</u></b>	<b><u>79,279.69</u></b>

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

In terms of our report of even date.

**For Gautam N Associates**  
Firm Registration No.: 103117W  
Chartered Accountants

**For and on behalf of the Board of Directors**

**Gautam Nandawat**  
Partner  
Membership No.:032742  
UDIN: 24032742BKCRN7229

**Satish Kagliwal**  
Managing Director  
DIN No.: 00119601

**Jeevanlata Kagliwal**  
Director  
DIN No.: 02057459

Place: Chhatrapati Sambhajnagar  
Date: 08 May 2024

**Devinder Khurana**  
Chief Financial Officer

**Dhiraj Rathi**  
Company Secretary

**Nath Bio-Genes (India) Limited**  
**Consolidated Balance Sheet as at March 31, 2024**

	Note	Year Ended March 31, 2024 Rupees in Lakhs	Year Ended March 31, 2023 Rupees in Lakhs
<b>Income</b>			
Revenue from Operations	22	33,262.49	30,136.37
Other Income	23	62.66	55.35
<b>Total Income</b>		<b>33,325.15</b>	<b>30,191.72</b>
<b>Expenses</b>			
Purchase of stock in trade	24	1,226.04	530.84
Production Expenses	25	9,995.49	7,050.94
Changes in Inventories of Finished Goods, Work-in-Progress and Stock in Trade	26	(2,115.66)	1,198.25
Employee Benefits Expense	27	2,825.09	2,380.79
Finance Costs	28	911.12	1,026.57
Depreciation Expense	29	326.12	301.23
Other Expenses	30	16,345.37	14,086.67
<b>Total Expenses</b>		<b>29,513.56</b>	<b>26,575.29</b>
<b>Profit before exceptional item</b>		<b>3,811.59</b>	<b>3,616.43</b>
Less: Exceptional Items	31	(344.88)	-
<b>Profit after exceptional item before tax</b>		<b>4,156.47</b>	<b>3,616.43</b>
<b>Tax Expense</b>			
Income Tax			
- Current Year		192.08	118.64
- Earlier Years written back		2.54	(3.35)
Deferred Tax Charge		-	-
<b>Total Tax Expenses</b>		<b>194.61</b>	<b>115.29</b>
<b>Profit for the Year</b>		<b>3,961.85</b>	<b>3,501.14</b>
<b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified to Profit and Loss		(7.11)	(2.06)
(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		99.88	-
(ii) Income tax relating to items that will be reclassified to Profit and Loss		-	-
		<b>92.77</b>	<b>(2.06)</b>
<b>Total Comprehensive Income</b>		<b>4,054.62</b>	<b>3,503.19</b>
Share in Profit/(Loss) of Joint Venture Partner		-	(1.53)
Profit related to Holding Company		<b>4,054.62</b>	<b>3,504.72</b>
Earnings Per Equity Share [Nominal Value Per Share: Rs. 10 (Previous Year: Rs. 10)]			
Basic and Diluted		21.34	18.43
Basic and Diluted without considering exceptional items		19.52	18.43

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

In terms of our report of even date.

**For Gautam N Associates**  
Firm Registration No.: 103117W  
**Chartered Accountants**

**For and on behalf of the Board of Directors**

**Gautam Nandawat**  
Partner  
Membership No.:032742  
UDIN: 24032742BKCRN7229

**Satish Kagliwal**  
Managing Director  
DIN No.: 00119601

**Jeevanlata Kagliwal**  
Director  
DIN No.: 02057459

Place: Chhatrapati Sambhajanagar  
Date: 08 May 2024

**Devinder Khurana**  
Chief Financial Officer

**Dhiraj Rathi**  
Company Secretary

	Year ended March 31, 2024 Rupees in Lakhs	Year ended March 31, 2023 Rupees in Lakhs	
<b>A. Cash flow from operating activities</b>			
<b>Net profit before tax</b>	<b>4,156.47</b>		<b>3,616.43</b>
<b>Adjustments for:</b>			
Depreciation expense	326.12	301.23	
Provision for Gratuity	35.55	0.80	
Provision for Compensated Absences	15.10	-32.44	
Interest Expenses / Financial Charge	911.12	1,012.08	
Provision/(Reversal of Provision) for Bad Debts	24.02	11.72	
Provision/(Reversal of Provision) for Advance	(344.88)	-	
Profit on sale/ disposal of fixed assets	(0.61)	(0.08)	
Loss on sale of fixed assets	0.51	0.20	
Expenses under Other Comprehensive Income	92.77	2.06	
Interest income	(32.24)	(1.79)	
	<u>1,027.46</u>		<u>1,293.76</u>
<b>Operating profit before working capital changes</b>	<b>5,183.93</b>		<b>4,910.19</b>
<b>Adjustments for changes in working capital:</b>			
(Increase)/ Decrease in Trade Receivables	276.48	(1,188.29)	
(Increase)/ Decrease in Inventories	(2,246.25)	1,249.62	
(Increase)/ Decrease in Loans and Advances	(46.34)	(2,078.07)	
(Increase)/ Decrease in Other Current / Non- Current Assets	(112.54)	(39.26)	
Increase/ (Decrease) in Trade Payables	1,556.06	(1,504.61)	
Increase/ (Decrease) in Liabilities and Provisions	2,882.08	2,579.29	(981.32)
<b>Operating profit after working capital changes</b>	<b>7,493.40</b>	-	<b>3,928.87</b>
Income Tax paid	(34.03)		(92.21)
<b>Net cash from operating activities (A)</b>	<b>7,459.37</b>		<b>3,836.66</b>
<b>B. Cash flow from investing activities</b>			
Payment for purchase of Property, Plant & Equipment	(2,677.56)	(248.13)	
Payment for purchase of Intangible Assets	-	(6.75)	
Payment for purchase of Non-Current Investments	(99.80)	(0.02)	
Proceeds from sale of tangible assets	5.01	4.71	
Payment for capital advances	-	(40.00)	
Interest income	32.24	1.79	(288.40)
<b>Net cash used in investing activities (B)</b>	<b>-2,740.11</b>		<b>-288.40</b>
<b>C. Cash flow from financing activities</b>			
Interest Expenses	(911.12)	(1,012.08)	
Dividend Paid	(380.08)	(380.08)	
Increase / (Decrease) in long term secured loan	242.38	(26.16)	
Increase / (Decrease) in Short term secured loan	(320.78)	1,336.65	
Increase / (Decrease) in Short term Unsecured loan	591.81	(85.12)	(166.79)
<b>Net cash used in financing activities (C)</b>	<b>(777.80)</b>		<b>(166.79)</b>
<b>Net Decrease in Cash and Cash Equivalents (A+B+C)</b>	<b>3,941.47</b>		<b>3,381.47</b>
Cash and cash equivalents at the beginning of the year	3,799.52		418.06
Cash and cash equivalents at the end of the year	7,740.99		3,799.52
<b>Net Decrease in Cash and Cash Equivalents (A+B+C)</b>	<b>3,941.47</b>		<b>3,381.46</b>

**Nath Bio-Genes (India) Limited**  
**Cash Flow Statement for the year ended March 31, 2024**

	<u>March 31, 2024</u> <u>Rupees in Lakhs</u>	<u>March 31, 2023</u> <u>Rupees in Lakhs</u>
<b>Cash and cash equivalents comprise of:</b>		
Cash on Hand	2.75	3.95
Bank Balances:		
- In Current Accounts	336.74	395.08
- In term deposit	<u>7,401.50</u>	<u>3,400.50</u>
<b>Cash and cash equivalents at the end of the year</b>	<u><b>7,740.99</b></u>	<u><b>3,799.52</b></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 Gautam N Associates**  
Firm Registration No.: 103117W  
**Chartered Accountants**

**For and on behalf of the Board of Directors**

**Gautam Nandawat**  
**Partner**  
**Membership No.:032742**  
UDIN: 24032742BKRRN7229

**Satish Kagliwal**  
Managing Director  
DIN No.: 00119601

**Jeevanlata Kagliwal**  
Director  
DIN No.: 02057459

Place: Chhatrapati Sambhajinagar  
Date: 08 May 2024

**Devinder Khurana**  
Chief Financial Officer

**Dhiraj Rathi**  
Company Secretary

**A. Equity**

A. Equity Share Capital					Rs in Lakhs
<b>(1) Current reporting period</b>					
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period	
1,900.40	-	-	-	1,900.40	
<b>(2) Previous reporting period</b>					
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period	
1,900.40	-	-	-	1,900.40	

**B. Other Equity**

**Statement of Changes in Other Equity for financial year ended on March 31, 2024**

Rupees in Lakhs

Particular	Reserves and Surplus								Total
	Capital Reserve	Security Premium Reserve	Capital Redemption Reserve	Debenture Redemption Reserve	General Reserve	Other Comprehensive Income related to employees benefit	Other Comprehensive Income related Investments	Retained Earning	
<b>Balances at the beginning of the year 01.04.2023</b>	1,171.76	13,350.00	62.50	29.75	297.00	(59.75)	-	40,565.68	55,416.93
Changes in the accounting policies or prior period errors	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the year	1,171.76	13,350.00	62.50	29.75	297.00	(59.75)	-	40,565.68	55,416.93
Additions during the Year	-	-	-	-	-	(7.11)	99.88	3,961.85	4,054.62
Total Comprehensive Income for the year	1,171.76	13,350.00	62.50	29.75	297.00	(66.87)	99.88	44,527.53	59,471.55
Less: Dividends	-	-	-	-	-	-	-	380.08	380.08
<b>Balance at the end of the reporting period 31.03.2024</b>	1,171.76	13,350.00	62.50	29.75	297.00	(66.87)	99.88	44,147.45	59,091.47

**Statement of Changes in Other Equity for financial year ended on March 31, 2023**

Rupees in Lakhs

Particular	Reserves and Surplus								Total
	Capital Reserve	Security Premium Reserve	Capital Redemption Reserve	Debenture Redemption Reserve	General Reserve	Other Comprehensive Income related to employees benefit	Other Comprehensive Income related Investments	Retained Earning	
<b>Balances at the beginning of the year 01.04.2022</b>	1,171.76	13,350.00	62.50	29.75	297.00	-61.81	-	37,443.09	52,292.28
Changes in the accounting policies or prior period errors	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the year	1,171.76	13,350.00	62.50	29.75	297.00	-61.81	-	37,443.09	52,292.28
Additions during the Year	-	-	-	-	-	2.06	-	3,502.67	3,504.73
Total Comprehensive Income for the year	1,171.76	13,350.00	62.50	29.75	297.00	-59.75	-	40,945.76	55,797.01
Less: Dividends	-	-	-	-	-	-	-	380.08	380.08
<b>Balance at the end of the reporting period 31.03.2023</b>	1,171.76	13,350.00	62.50	29.75	297.00	-59.75	-	40,565.68	55,416.93

In terms of our report of even date.

**For Gautam N Associates**  
Firm Registration No.: 103117W  
Chartered Accountants

**For and on behalf of the Board of Directors**

Gautam Nandawat  
Partner  
Membership No.:032742  
UDIN: 24032742BKRRN7229

**Satish Kagliwal**  
Managing Director  
DIN No.: 00119601

**Jeevanlata Kagliwal**  
Director  
DIN No.: 02057459

Place: Chhatrapati Sambhajnagar  
Date: 08 May 2024

**Devinder Khurana**  
Chief Financial Officer

**Dhiraj Rathi**  
Company Secretary

**1 A 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, Chhatrapati Sambhajnagar MS. 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 Chhatrapati Sambhajnagar (MS), and Munipalli, Nizamabad (TG). The company has a Pan India presence for sales through an extensive network of distributors.

**B Principles of Consolidation:**

The 'Consolidated financial statements relates to Nath Bio-Genes (India) Ltd (the Company) and its joint venture company (collectively called "the Group"). Joint Venture company's consolidated financial statements have been consolidated as per Indian Accounting Standard on Accounting for consolidated financial statements (Ind AS-110). The consolidated financial statements have been prepared on the following basis:

The consolidated financial statements of the Parent Company ("Nath Bio-Genes (India) Ltd") and its joint venture have been consolidated on a line by line basis by adding proportionate share in the joint venture items of assets, liabilities, income and expenses.

The consolidated financial statements of the Parent Company and its joint venture have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances as mentioned in the policies.

The following Company has been considered in the Consolidated Financial Statement:

<b>Name of the Company</b>	<b>Country of Incorporation</b>	<b>% of voting power held as at 31st March 2024</b>
<b>Joint Venture</b>		
i) JV-Nath Bio-Genes CA LLC, (incorporated on 14th July 2021)	Uzbekistan	90%

**2 SIGNIFICANT ACCOUNTING POLICIES:**

**A Basis of Preparation and Presentation**

i) The consolidated 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 consolidated 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) 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 transaction valued considered as 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) Furniture 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 to the consolidated statement of profit and loss.
- v) Seed Development know how and software acquired by the company are capitalised at the cost of acquisition. Expenses incurred on brands are capitalised.
- vi) Live stock is stated at cost without any depreciation/ impairment.

## **D BIOLOGICAL ASSETS**

### **Recognition and measurement**

The company recognises the biological asset (agricultural produce) when:

- (a) the company controls the asset as a result of past events;
- (b) it is probable that future economic benefits associated with the asset will flow to the company; and
- (c) the fair value or cost of the asset can be measured reliably

The biological asset are measured at the end of each reporting period at its fair value less costs to sell.

## **E 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.

## **F DEPRECIATION / AMORTIZATION**

- i) Depreciation on tangible Fixed Assets is provided for on the 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 instalments 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.

<b>Assets</b>	<b>Useful life year</b>
i) Factory Building	30
ii) Plant & Machineries	15
iii) Laboratory Equipment	10
iv) Agricultural Equipment's	15
v) Office Equipment's	15
vi) EDP Equipment's	3
vii) Furniture & Fixture	10
viii) Motor Car & Light Vehicle	8

## **G 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.

## **H RESEARCH AND DEVELOPMENT EXPENDITURE:**

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

## **I 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 lease rental, 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.

## **J 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.

## **K LEASES**

Leases which are short term and cancelable at the option of lessor / lessee are treated as operating leases and lease rent payable on such leases is charged to the Statement of Profit and Loss Account.

## **L 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.

## M 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

## 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 head "Production Expenses". 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 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 consolidated 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 recognized 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.

### **Q USE OF ESTIMATES**

The preparation of consolidated financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of consolidated 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.

### **R 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.

### **S 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.

### **T 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.

### **U 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.

### **V 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.

## **W FINANCIAL LIABILITIES**

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

## **X 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 off direct issue cost.

## **Y 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.

## **Z 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

SR. NO.	PARTICULARS	GROSS BLOCK			AS AT 31.03.2024	DEPRECIATION / AMORTISATION			NET BLOCK		
		AS AT 01.04.2023	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR		AS AT 01.04.2023	FOR THE YEAR	DEDUCTION	AS AT 31.03.2024	AS AT 31.03.2024	AS AT 01.04.2023
<b>(A)</b>	<b>TANGIBLE ASSETS</b>										
1	Freehold Land	22,210.74	-	-	22,210.74	-	-	-	-	22,210.74	22,210.74
2	Factory Building	337.83	148.82	-	486.65	202.46	7.48	-	209.95	276.71	135.37
3	Live Stock	1.08	0.75	0.53	1.30	-	-	-	-	1.30	1.08
4	Plant & Machineries	1,196.48	205.69	9.29	1,392.87	768.22	49.48	9.29	808.41	584.46	428.26
5	Laboratory Equipment	202.75	2.70	-	205.45	150.75	11.06	-	161.81	43.65	52.00
6	Agricultural Equipment's	132.41	19.30	-	151.72	26.11	8.83	-	34.94	116.77	106.30
7	Office Equipment's (Including Rs. 0.47 Lakh addition in JV)	68.77	13.44	-	82.21	33.56	4.02	-	37.57	44.64	35.22
8	EDP Equipment's	341.35	26.78	312.07	56.05	310.37	22.08	312.78	19.68	36.37	30.97
9	Furniture	121.67	15.56	15.93	121.31	35.83	11.89	15.18	32.54	88.77	85.84
10	Motor Car & Light Vehicle	746.40	406.24	43.29	1,109.35	436.23	50.73	38.95	448.01	661.34	310.18
	<b>TOTAL (A)</b>	<b>25,359.48</b>	<b>839.29</b>	<b>381.11</b>	<b>25,817.66</b>	<b>1,963.52</b>	<b>165.56</b>	<b>376.19</b>	<b>1,752.90</b>	<b>24,064.76</b>	<b>23,395.95</b>
<b>(B)</b>	<b>INTANGIBLE ASSETS</b>										
	Seed Development Know How	1,595.90	-	-	1,595.90	558.77	159.59	-	718.36	877.54	1,037.13
	Brands	0.67	-	-	0.67	0.27	0.07	-	0.34	0.34	0.40
	Software	6.46	-	-	6.46	2.25	0.90	-	3.15	3.31	4.21
	<b>TOTAL (B)</b>	<b>1,603.03</b>	<b>-</b>	<b>-</b>	<b>1,603.03</b>	<b>561.29</b>	<b>160.56</b>	<b>-</b>	<b>721.85</b>	<b>881.18</b>	<b>1,041.74</b>
	<b>TOTAL (A) + (B)</b>	<b>26,962.51</b>	<b>839.29</b>	<b>381.11</b>	<b>27,420.68</b>	<b>2,524.82</b>	<b>326.12</b>	<b>376.19</b>	<b>2,474.75</b>	<b>24,945.94</b>	<b>24,437.69</b>
	<b>Previous Year</b>	<b>26,729.62</b>	<b>254.88</b>	<b>21.99</b>	<b>26,962.51</b>	<b>2,240.74</b>	<b>301.23</b>	<b>17.15</b>	<b>2,524.82</b>	<b>24,437.69</b>	

Notes:

3.1. Freehold land purchased from Agritech India Limited, related party, admeasuring 75.76 Hectares (Previous year : 75.76 Hectares) is yet to be registered in the name of Company with the Sub-Registrar of the land registry.

3.2 The company has purchased 2 industrial plots aggregating to 11190.34 Sq meter in Paithan Mega Food Park Pvt Ltd, a related party, Tal. Paithan, Dist. Chhatrapati Sambhajnagar for future expansion of the processing plant for which the registry in the name of Company with the Sub-Registrar is pending.

3.3 The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) or its intangible assets during the year.

3.4 There is no capital work in progress at the year end.

3.5 The assets which have completed their respective useful life have been fully impaired and deducted from the cost of assets.

**Nath Bio-Genes (India) Limited**  
**Consolidated Balance Sheet as at March 31, 2024**

	As at March 31, 2024	As at March 31, 2023
	Rupees in Lakhs	
<b>4 NON CURRENT INVESTMENTS</b>		
<b>UNQUOTED; AT COST; NON-TRADE</b>		
Nath Seeds Pvt Ltd Karmachari Sahakari Pat Sanstha (3480 (Previous year : 3240) equity shares of Rs. 10 each )	0.35	0.32
Investment in NSC	-	0.10
Equity Shares of Jankalyan Co-Op Bank (50,000 equity shares of Rs. 10 each)	5.00	5.00
<b>UNQUOTED; AT COST; TRADE</b>		
Equity shares in Paithan Mega Food Parks Pvt Ltd (49,94,000 Equity shares of Rs. 10 each)	599.28	499.40
	<b>604.63</b>	<b>504.82</b>
<b>5 NON-CURRENT FINANCIAL ASSETS</b>		
Loans to Joint Venture Company (Refer Note no 5.1)	225.73	-
Loans to a related Company (Refer Note no 5.2)	864.44	-
	<b>1,090.16</b>	<b>-</b>
5.1 Loan is granted to the JV carrying interest at 10.09% pa and repayable in 3 years from the date of each disbursement.		
5.2 Loan is granted to a related party carrying interest at 10.09% and repayable in 5 years from the date of each disbursement .		
<b>6 OTHER NON-CURRENT ASSETS</b> [Unsecured, Considered Good]		
Security Deposits (Including Rs.1.13 Lakhs in JV)	127.60	104.01
Capital Advances	4,088.28	2,250.00
	<b>4,215.87</b>	<b>2,354.01</b>

**Nath Bio-Genes (India) Limited**  
**Consolidated Balance Sheet as at March 31, 2024**

	As at March 31, 2024	As at March 31, 2023
	Rupees in Lakhs	
<b>7 INVENTORIES</b>		
Stores and Packing Materials	691.06	560.47
Processed Seeds(Including Rs. 123.87 Lakhs in JV)	21,133.95	19,080.29
Unprocessed Seeds	542.91	825.05
Seed (Traded Stock)	316.99	259.71
Plant Nutrient Supplement	346.00	59.14
	<b>23,030.91</b>	<b>20,784.66</b>
<b>8 TRADE RECEIVABLES</b>		
Secured	878.85	868.07
Others	9,256.01	9,648.22
	<b>10,134.86</b>	<b>10,516.29</b>
Less: Provisions for Schemes and Discounts	(302.47)	(407.43)
Less: Allowances bad and doubtful debts	(401.53)	(377.51)
	<b>9,430.86</b>	<b>9,731.35</b>

8.1 Trade Receivables ageing schedule as on March 31, 2024							Rs in Lakhs
Particulars	Outstanding for following periods from due date of payment					Total	
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	more than 3 years		
i) Undisputed Trade receivables – considered good	4,658.15	3,181.38	1,503.63	369.54	20.63	9,733.33	
ii) Undisputed Trade Receivables – which have significant increase in credit	-	-	-	-	-	-	
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	214.55	214.55	
iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	
v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	186.98	186.98	
Total	4,658.15	3,181.38	1,503.63	369.54	422.15	10,134.86	

8.2 Trade Receivables ageing schedule as on March 31, 2023							Rs in Lakhs
Particulars	Outstanding for following periods from due date of payment					Total	
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	more than 3 years		
i) Undisputed Trade receivables – considered good	8,682.49	1,001.20	238.42	197.73	18.94	10,138.78	
ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	243.35	243.35	
iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	
v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	134.16	134.16	
Total	8,682.49	1,001.20	238.42	197.73	396.45	10,516.29	

8.3 The Company maintains a provision for doubtful debts based on ageing of receivable as tool to determine the degree of liquidity. Receivable due for more than three years along with those referred for recovery through legal proceeding are considered for provision.

**8.4 Movement in the allowances for doubtful debts**

Particulars	As at March 31, 2024	As at March 31, 2023
	Opening provision	377.51
Add: Allowances made during the year	24.02	11.72
Less: Written off during the year	-	-
<b>Closing Provision</b>	<b>401.52</b>	<b>377.51</b>

8.5 Trade receivables from the Joint Venture 118.58 -



**Nath Bio-Genes (India) Limited**  
**Consolidated Balance Sheet as at March 31, 2024**

	As at March 31, 2024	As at March 31, 2023
	Rupees in Lakhs	
<b>9 CASH AND CASH EQUIVALENTS</b>		
Cash on Hand (Including Rs.0.39 Lakh in JV) (includes S'OM 39294 (Previous year \$ 1242)	2.75	3.95
Bank Balances in Current Account (Including Rs.190 Lakhs in JV)	336.74	395.08
	<b>339.49</b>	<b>399.02</b>
<b>Other Bank Balances</b>		
- Fixed Deposits with original maturity more than 3 months but less than 12 months (Lien Marked in favour of APMC, Armour)	0.50	0.50
- Fixed Deposits with original maturity less than 3 months	7,401.00	3,400.00
	<b>7,401.50</b>	<b>3,400.50</b>
	<b>7,740.99</b>	<b>3,799.52</b>
<b>10 OTHER CURRENT FINANCIAL ASSETS</b> [Unsecured, Considered Good]		
Advances against seed production	24,575.92	22,951.68
Less: Provision for doubtful advances	(8,533.31)	(8,878.19)
Advances to related parties	-	2,575.88
Advances against purchase	112.07	165.52
Advances to Staff	139.25	177.99
	<b>16,293.93</b>	<b>16,992.87</b>
10.1 Advnaces against purchase includes given to Joint Venture	20.85	12.01
<b>10.2 Movement in the allowances for doubtful advances</b>		
<b>Particulars</b>		
Opening provision	8,878.19	8,878.19
Add: Allowances made during the year	-	-
Less: Recovery against opening provisions	(344.88)	-
Less: Written off during the year	-	-
Closing Provision	<b>8,533.31</b>	<b>8,878.19</b>
<b>11 CURRENT TAX ASSETS (NET)</b>		
Income tax MAT Entitlement	511.00	602.90
Balances with Income Tax department	-	2.00
	<b>511.00</b>	<b>604.90</b>
<b>12 OTHER CURRENT ASSETS</b> [Unsecured, Considered Good]		
GST Receivable	404.17	388.85
Less: Provision for ITC on exempt goods / services	(291.82)	(356.27)
Prepaid Expenses	29.04	35.96
Interest and Export incentive receivables	17.41	1.31
	<b>158.81</b>	<b>69.86</b>

### 13 SHARE CAPITAL

Authorised Share Capital	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Rs in Lakhs	No. of Shares	Rs in Lakhs
Equity Shares of Rs.10 each	2,05,00,000	2,050.00	2,05,00,000	2,050.00
Cumulative Redeemable Preference Shares of Rs.100	50,000	50.00	50,000	50.00
	<b>2,05,50,000</b>	<b>2,100.00</b>	<b>2,05,50,000</b>	<b>2,100.00</b>
<b>Issued, Subscribed and Paid up</b>				
Equity Shares of Rs.10 each	1,90,04,000	1,900.40	1,90,04,000	1,900.40
	<b>1,90,04,000</b>	<b>1,900.40</b>	<b>1,90,04,000</b>	<b>1,900.40</b>

#### (a) Reconciliation of Number of Shares

Equity Shares:	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Rs in Lakhs	No. of Shares	Rs in Lakhs
Balance as at the beginning of the year	1,90,04,000	1,900.40	1,90,04,000	1,900.40
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	<b>1,90,04,000</b>	<b>1,900.40</b>	<b>1,90,04,000</b>	<b>1,900.40</b>

#### (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

Equity Shares	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% holding	No. of Shares	% holding
a) Akash Farms LLP	15,10,452	7.95	15,10,452	7.95
b) Ashu Farms LLP	20,88,449	10.99	20,88,449	10.99
c) Agri-Tech India Ltd	14,95,131	7.87	13,22,012	6.96
e) Mayo Farms LLP	10,87,339	5.72	-	-
f) Tapovan Farms LLP	9,84,191	5.18	-	-

#### d) Promoters shareholding

Sr No	Promoter Name	As at 31st March 2024		As at 31st March 2023		% change during the year
		No of Shares	% of total shares	No of Shares	% of total shares	
1	Nandkishor Laxminarayan Kagliwal	146	0.00	146	0.00	0.00
2	Jeevanlata Nandkishor Kagliwal	293	0.00	293	0.00	0.00
3	Ferry Fax Farms Private Limited	3,07,644	1.62	3,07,644	1.62	0.00
4	Nath Biotechnologies Ltd	1,01,200	0.53	1,01,200	0.53	0.00
5	Barkha Farms Private Limited	5,22,830	2.75	3,54,030	1.86	0.89
6	Nath Royal Ltd	4,94,692	2.60	4,94,692	2.60	0.00
7	Tingli Finvest Pvt Ltd	5,62,360	2.96	5,62,360	2.96	0.00
8	Prabha Farms Private Limited	75,271	0.40	75,271	0.40	0.00
9	Paresh Farms Private Limited	374	0.00	374	0.00	0.00
10	Pithambar Farms Private Limited	2,50,000	1.32	2,50,000	1.32	0.00
11	Ashu Farms LLP	25,98,949	13.68	20,88,449	10.99	2.69
12	Akash Farms LLP	23,26,283	12.24	15,10,452	7.95	4.29
13	Arati Farms Private Limited	2,02,641	1.07	2,02,641	1.07	0.00
14	Agri Tech India Limited	-	-	14,95,131	7.87	-7.87
15	Jeevan Investment & Finance Pvt Ltd	219	0.00	219	0.00	0.00
16	Nath Industries Limited	5,32,000	2.80	5,32,000	2.80	0.00
17	Emerald Seeds Private Limited	6,90,000	3.63	6,90,000	3.63	0.00
	<b>Total</b>	<b>86,64,902</b>	<b>45.60</b>	<b>86,64,902</b>	<b>45.60</b>	<b>-0.00</b>

**Nath Bio-Genes (India) Limited**  
**Consolidated Balance Sheet as at March 31, 2024**

	Year Ended March 31, 2024	Year Ended March 31, 2023
	Rs in Lakhs	
<b>14 OTHER EQUITY</b>		
Capital Reserve	1,171.76	1,171.76
Securities Premium Reserve	13,350.00	13,350.00
Capital Redemption Reserve	62.50	62.50
Debenture Redemption Reserve	29.75	29.75
General Reserve	297.00	297.00
OCI - Employee Benefit	(66.87)	(59.75)
OCI - Investments	99.88	-
Retained Earnings	44,147.45	40,565.68
	<u>59,091.47</u>	<u>55,416.93</u>

**15 NON- CURRENT FINANCIAL LIABILITIES - BORROWINGS**

**SECURED LOANS**

Term Loan against Vehicles (A)	282.70	40.32
	<u>282.70</u>	<u>40.32</u>

**UNSECURED LOANS**

ODI Loan (from JV) (B)	203.80	-
	<u>203.80</u>	<u>-</u>

<b>Total (A)+(B)</b>	<u>486.50</u>	<u>40.32</u>
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15.1 Secured by hypothecation of vehicles purchased in the name of company.

15.2 The loan is repayable within a period ranging from one to five years

**16 NON-CURRENT PROVISIONS**

**PROVISIONS FOR EMPLOYEE BENEFITS**

Gratuity	233.37	223.48
Compensated Absence	66.63	55.20
	<u>300.00</u>	<u>278.68</u>

**17 CURRENT FINANCIAL LIABILITIES - BORROWINGS**

**SECURED**

From Consortium of Banks (Refer note no 17.1 below)	9,921.76	10,304.63
Current maturities of long term debts : Vehicle Loan	135.10	73.00

**UNSECURED**

Loans from related companies	386.23	-
Loans from Others	105.00	103.27
	<u>10,548.09</u>	<u>10,480.91</u>

17.1 Secured by way of hypothecation of stock and trade receivables; collaterally secured by way of mortgage of land admeasuring 20503.544 Sq. meter and building thereupon situated at Gut No 64/2 (part) Itkeda, Chhatrapati Sambhajnagar. Also personally guaranteed by two promoters of the Company.

**Nath Bio-Genes (India) Limited**  
**Consolidated Balance Sheet as at March 31, 2024**

**As at**                      **As at**  
**March 31, 2024**      **March 31, 2023**  
**Rs in Lakhs**

**18 TRADE PAYABLE**

Sundry Creditors - SME Sector	37.25	46.70
Sundry Creditors for Seeds/Supplies (Including Rs. 122.40 Lakhs in JV)	4,292.37	2,726.86
	4,329.62	2,773.56

18.1 Trade Payables ageing schedule as on 31st March 2024

Particulars	Unbilled Dues	Outstanding for following periods from due date of				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	37.25	-	-	-	37.25
ii) Others	2,908.81	1,210.60	172.97	-	-	4,292.37
iii) Disputed dues- MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-

18.2 Trade Payables ageing schedule as on 31st March 2023

Particulars	Unbilled Dues	Outstanding for following periods from due date of				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME		46.70				46.70
ii) Others	1,565.61	1,106.72	54.53	-	-	2,726.86
iii) Disputed dues- MSME						-
iv) Disputed dues - Others						-
<b>19 Total</b>	1,565.61	1,153.42	54.53	-	-	2,773.56

Credit Balance in Debtors accounts	2,817.53	1,480.56
Statutory Liabilities	86.88	77.19
Advance against Sales (Including Rs. 18.25 Lakhs in JV)	6,459.52	5,132.27
Payables to Employees (Including Rs. 31.65 Lakhs in JV)	867.85	843.66
Unclaimed Dividend Payable (refer note 9.1)	27.16	-
Others Payables (Including Rs 12.62 Lakhs in JV)	150.54	46.66
	11,183.87	8,301.79

**20 PROVISIONS**

**Provisions for Employee Benefits**

Gratuity	70.94	45.27
Compensated Absences	17.46	13.78
	88.39	59.06

**21 CURRENT TAX LIABILITIES (NET)**

Income tax payable	94.73	28.05
	94.73	28.05

	Year Ended March 31, 2024	Year Ended March 31, 2023
	Rs in Lakhs	
<b>22 REVENUE FROM OPERATIONS:</b>		
<b>Sale of Agriculture Produce</b>		
Commercial Seeds	29,538.10	27,182.67
	<u>29,538.10</u>	<u>27,182.67</u>
<b>Sale of Traded Goods</b>		
Plant Nutrient Supplements	3,024.99	2,275.05
Vegetable Seeds	551.57	553.91
	<u>3,576.56</u>	<u>2,828.96</u>
<b>Other Operating Revenue:</b>		
Remnant	139.31	116.66
Farm Produce Sale	8.52	8.08
	<u>147.84</u>	<u>124.73</u>
	<u><b>33,262.49</b></u>	<u><b>30,136.37</b></u>
<b>Crop Wise sale:-</b>	<b>Rs in Lakhs</b>	<b>Rs in Lakhs</b>
Paddy	8,198.15	7,884.29
Cotton	10,154.05	8,472.66
Maize	1,399.97	973.13
Bajra	4,001.52	1,913.34
Mustard	1,779.43	2,259.78
Vegetables	2,301.26	2,878.91
Plant Nutrient Supplement	3,024.98	1,536.95
Others	2,255.30	1,795.48
	<u><b>33,114.66</b></u>	<u><b>27,714.54</b></u>
<b>23 OTHER INCOME</b>		
Interest Received	32.24	1.79
Dividend Received	0.03	0.03
Profit on Sale of Fixed Assets	0.61	0.08
Export incentives	9.99	-
Insurance claim received	-	0.61
Foreign Exchange gain	-	42.95
Corporate Guarantee Fee	4.11	-
Other Miscellaneous Income	15.68	9.89
	<u><b>62.66</b></u>	<u><b>55.35</b></u>
<b>24 PURCHASES</b>		
Seeds	645.35	463.69
Plant Nutrient Supplement	580.69	67.15
	<u><b>1,226.04</b></u>	<u><b>530.84</b></u>
<b>25 PRODUCTION EXPENSES</b>		
Seed Production Expenses	9,282.32	6,414.25
Lease Rent for agricultural land (Also refer note no 43)	713.17	636.69
	<u><b>9,995.49</b></u>	<u><b>7,050.94</b></u>

**Nath Bio-Genes (India) Limited**  
**Consolidated Balance Sheet as at March 31, 2024**

	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Rs in Lakhs</b>		
<b>26 CHANGES IN INVENTORIES</b>		
<b>Closing Stock</b>		
Processed Seeds	21,133.95	19,080.29
Unprocessed Seeds	542.91	825.05
Seed (Traded)	316.99	259.71
Plant Nutrient Supplement	346.00	59.14
	<b>22,339.85</b>	<b>20,224.19</b>
<b>Opening Stock</b>		
Processed Seeds	19,080.29	18,972.41
Unprocessed Seeds	825.05	1,622.34
Seed (Traded)	259.71	400.63
Plant Nutrient Supplement	59.14	427.06
	<b>20,224.19</b>	<b>21,422.44</b>
	<b>2,115.66</b>	<b>(1,198.25)</b>
<b>27 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages and Bonus	2,196.94	2,046.30
Contribution to Provident and Other Funds	124.36	111.38
Directors' Remuneration	66.00	48.00
Director Sitting Fees	1.26	1.28
Staff Welfare Expenses	60.66	57.55
Staff Incentives	375.88	116.28
	<b>2,825.09</b>	<b>2,380.79</b>
<b>28 FINANCE COSTS</b>		
Interest Expenses		
- On Cash Credit	740.18	791.60
- On Vehicle Loan	8.05	9.22
- On Unsecured Loan	46.19	76.00
On Security Deposits	39.17	32.22
- Others	29.28	48.30
Processing Charges	48.25	69.24
	<b>911.12</b>	<b>1,026.57</b>
<b>29 DEPRECIATION EXPENSE</b>		
Depreciation on Tangible Assets	165.56	140.68
Amortisation of Intangible Assets	160.56	160.55
	<b>326.12</b>	<b>301.23</b>

**Nath Bio-Genes (India) Limited**  
**Consolidated Balance Sheet as at March 31, 2024**

	Year Ended March 31, 2024	Year Ended March 31, 2023
	Rs in Lakhs	
<b>30 OTHER EXPENSES</b>		
<b>A. Seed Conditioning Expenses</b>		
Freight Inward	124.72	182.78
Labour Wages	265.44	238.07
Stores and Processing Materials consumed	1,155.11	1,632.46
Power and Fuel	113.12	139.08
Repairs and Maintenance (Machinery)	55.93	32.77
Repairs and Maintenance (Factory Building)	12.88	6.84
Hamali & Cartage - Processing Plant	87.29	80.52
Processing Expenses	401.12	330.32
Other Seed Conditioning Expenses	35.74	38.36
	<b>2,251.35</b>	<b>2,681.21</b>
<b>B. Administrative Expenses</b>		
Rent	345.89	309.88
Rates and Taxes	11.69	7.71
Insurance	48.72	43.61
Legal & Professional Expenses	332.57	275.28
Repairs and Maintenance - Office Building and Godown	30.78	42.15
Running and maintenance - Vehicle	528.83	439.16
Repairs and Maintenance - Others	9.32	49.54
License Fee	98.38	
Communication	39.49	38.45
Printing & Stationery	22.50	20.05
Auditors' Remuneration:		
Statutory Audit Fee	10.00	8.50
Tax Audit Fee	3.00	3.00
Other services	1.63	0.55
Loss on sale of fixed assets	0.51	0.20
Miscellaneous Expenses	37.87	20.56
Donation	17.93	0.11
Bank Charges	9.36	9.30
Security Charges	35.49	26.79
Foreign Exchange Loss	1.36	-
Corporate Social Responsibility Expenditure (Refer Note No 51)	81.00	90.22
	<b>1,666.32</b>	<b>1,385.06</b>
<b>C. Selling Expenses</b>		
Travelling and Conveyance	476.12	481.06
Advertisement and Sales Promotion	505.09	370.44
Field Days, Visits & Campaigns	681.20	566.15
Freight Outward	1,037.17	840.73
Other selling expenses	64.11	82.34
Provisions for Bad Debts	24.02	11.72
Sundry debit balances written off	2.48	5.80
	<b>2,790.18</b>	<b>2,358.22</b>
<b>D. Discount, Schemes and Incentives</b>		
Cash Discounts	630.38	558.80
Quantity Discounts	4,099.89	3,953.65
Additional Discount	3,779.62	2,212.60
	<b>8,509.89</b>	<b>6,725.04</b>
<b>E. Research and Development Expenses</b>		
Fieldwork Expenses	71.61	47.38
Laboratory Expenses	12.19	21.16
Salary, Wages and Other Expenses	792.84	630.03
Travel and Vehicle maintenance	78.36	51.32
Farm Lease Rent	31.80	26.96
Farming Expenses & Consumables	116.04	122.01
Membership and Meetings	24.79	38.27
	<b>1,127.63</b>	<b>937.13</b>
<b>Total (A+B+C+D+E)</b>	<b>16,345.37</b>	<b>14,086.67</b>
<b>31 Exceptional Item</b>		
<b>Income</b>		
Recovery against provision for farmer/ grower advances	(344.88)	-
	<b>(344.88)</b>	<b>-</b>

31.1 During the financial year 2021-22, the company had provided for doubtful advances given to various farmer/ growers against which recoveries have been made during the year.

### 32 Fair Value Measurement

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 long term 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 amortized cost, using the effective interest method.

#### 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 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 that has a significant effect on the fair value measurement is not based on observable market data.

### 33 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 investor, creditors and market confidence and to support 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	Rupees in Lakhs	
	March 31, 2024	March 31, 2023
Net Debts (A) *	2,688.99	6,216.87
Equity (B) **	60,991.87	57,317.33
Debt Ratio % (A/B)	4.41	10.85

\* 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 analysing credit limit and creditworthiness of customers on a continuous basis to whom the credit has been granted.

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 and advances for seed production

<b>As on</b>	<b>Rupees in Lakhs</b>
31st March, 2024	34,006.78
31st March, 2023	32,683.03

**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 accending 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 on 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 table details the remaining contractual maturities for its financial liabilities with agreed repayment period. The amount disclosed in the table has been drawn 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.

<b>Particular</b>	<b>Rupees in Lakhs</b>			
	<b>31st March 2024</b>		<b>31st March 2023</b>	
	<b>Less than 1 year</b>	<b>More than 1 year</b>	<b>Less than 1 year</b>	<b>More than 1 year</b>
<b>Financial Liabilities</b>				
Trade Payables	4,156.66	172.97	2,719.04	54.53
Working capital demand Loan	9,921.76	-	10,304.63	-
Loan/Term Loan (at variable rate)	626.33	486.50	176.27	40.32
<b>Total</b>	<b>14,704.74</b>	<b>659.47</b>	<b>13,199.94</b>	<b>94.85</b>

**c) Maturities of financial assets**

The expected maturity for financial assets of the company are all current.

**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**

**Consolidated Balance Sheet as at March 31, 2024**

		Current Year Rs. In Lakhs	Previous Year Rs. In Lakhs
<b>34</b>	<b>Contingent liabilities not provided for in respect of:-</b>		
a)	Claims against the Company not acknowledged as debts in respect of legal cases including consumer cases.	404.69	145.08
b)	Corporate Guarantee given in favour of IDBI Bank and Janakalyan Sahakari Bank towards term loan taken by Paithan Mega Food Park Pvt Ltd, (PMFPPPL) a related company. The liability of the PMFPPPL is Rs. 1825.00 Lakhs as on the year end. Further, promoters of PMFPPPL have pledged their equity shares in favour of the company securing the above corporate guarantee.	4,360.00	4,360.00
c)	Demand of Income tax for disallowing agricultural income for the assessment year 2017-18, 2018-19, 2020-21 and 2023-24 against which the company has preferred appeals before the Commissioner of Income tax (Appeal), Chhatrapati Sambhajnagar MH).	4,474.98	2,679.70
<b>35</b>	Estimated value of contract remaining to be executed on capital account and not provided for (Net of advances of Rs. 4,804.62 Lakhs; Previous year Rs. 2,150.00 Lakhs)	716.35	725.00
<b>36</b>	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 t		
<b>37</b>	<p>i) Certain accounts of Trade Receivable, Trade Payable, Unsecured Loans, Employees, Loans and Advances (including advances given to growers and inter party transfer &amp; 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.</p> <p>ii) Detailed transaction confirmation in respect of certain parties including employees of the company asked for by the auditors could not be produced for their verification for want of their receipt from the respective parties.</p>		
<b>38</b>	In view of agriculture income earned by the company, which is exempt from Income Tax, provisioning of sundry advance and trade receivables, the company has not recognised deferred tax assets, as a matter of prudence.		
<b>39</b>	<b>Managerial Remuneration paid during the year:</b>	Current Year Rs. In Lakhs	Previous year Rs. In Lakhs
	Mr. Satish Kagliwal, Managing Director :-	66.00	48.00
	Mr. Devinder Khurana, Chief Financial Officer	76.04	69.76
	Mr. Dhiraj Rathi, Company Secretary	8.08	6.85
	<b>b) Sitting fee paid to Directors</b>		
	Mr. Hitesh Purohit, Independent	0.20	0.20
	Mr. Madhukar Deshpande, Independent	0.23	0.24
	Mr. Vadla Nagamhushanam, Independent	0.23	0.24
	Ms. Ashu Jain, Independent	0.20	0.20
	Mrs Jeevanlata Kagliwal, non-executive Directors	0.20	0.20
	Ms Shweta Kagliwal, non-executive Directors	0.05	0.20
	Mr Akash Kagliwal, executive Directors	0.15	-
<b>40</b>	The reconciliation between the statutory income tax rate applicable to the company and the effective income tax rate of the company is as follows		
	Income tax recognised in profit or loss	<b>Year Ended March 31, 2024</b>	<b>Year Ended March 31, 2023</b>
	Statutory Income tax rate	27.82%	25.17%
	<b>Differences due to:</b>		
	- Income Exempt from Tax	22.73%	21.20%
	- Effect of expenses that are not deductible in determining taxable profit (permanent disallowances)	0.68%	0.74%
	Taxable Income at Different Rates	0%	0%
	Others	0%	0%
	Effective tax rate	4.41%	3.23%
<b>41</b>	<b>Capital Management</b> Equity share capital and other equity are considered for the purpose of Company's capital management. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain or if necessary adjust its capital structure.		

42	Disclosures as required by the Micro, Small and Medium Enterprises Development Act, 2006 are as under:-			<b>Amount (In Lakhs) Year Ended March 31, 2024</b>	<b>Amount (In Lakhs) Year Ended March 31, 2023</b>	
	<b>Particulars</b>					
	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end			37.25	46.70	
	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end			0.03	2.08	
	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year			12.74	25.57	
	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			2.08	1.86	
	Interest due and payable towards suppliers registered under MSMED Act, for payment already made			0.03	2.08	
	Further interest remaining due and payable for earlier years			-	-	
	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.					
43	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					
	<b>Criteria</b>	<b>Segments</b>				
	Product Base	1. Agricultural Activities (Seed Production)				
		2. Trading Activities				
	(B) The financial data of both segments are as follows					
	<b>Rs in Lakhs</b>					
<b>Sr No</b>	<b>Particulars</b>	<b>Agriculture Activities</b>	<b>Trading Activity</b>	<b>Total</b>		
a	Segment Revenue					
	Turnover	CY	29,685.94	3,576.56	33,262.49	
		PY	27,182.67	2,953.70	30,136.37	
	Less: Schemes and Discounts	CY	7,606.03	903.86	8,509.89	
		PY	6,168.90	556.14	6,725.04	
i	External Sales/income	CY	22,079.90	2,672.70	24,752.60	
		PY	21,013.77	2,397.56	23,411.33	
ii	Inter-segment Sale	CY	-	-	-	
		PY	-	-	-	
iii	Other Income	CY	-	62.66	62.66	
		PY	-	55.35	55.35	
	Change in inventory	CY	(1,771.52)	(344.14)	(2,115.66)	
		PY	689.41	508.85	1,198.25	
iv	Total Revenue	CY	23,851.42	3,079.50	26,930.92	
		PY	20,324.36	1,944.07	22,268.42	
b	Total Revenue of each segment as a percentage of total revenue of all segment	CY	88.57	11.43	100.00	
		PY	91.27	8.73	100.00	
	Less: Production Expenses /Purchases	CY	10,783.22	1,593.41	12,376.63	
		PY	8,385.55	828.68	9,214.23	
	Less: Other Expenses	CY	9,582.74	1,159.96	10,742.70	
		PY	8,471.24	966.52	9,437.76	
c	Segment Result [Profit/(loss)]	CY	3,485.46	326.12	3,811.59	
		PY	3,467.57	148.87	3,616.43	
d	Segment Result as a percentage of segmental result to the Profit	CY	91.44	8.56	100.00	
		PY	95.88	4.12	100.00	
(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 production or trading, have been made by the management in the ratio of turnover and relied upon by the auditors.						
<b>Geographical Segment:</b>						
<b>(Rs in Lakhs)</b>						
<b>Particulars</b>	<b>Year Ended March 31, 2024</b>			<b>Year Ended March 31, 2023</b>		
	<b>India</b>	<b>Outside India</b>	<b>Total</b>	<b>India</b>	<b>Outside India</b>	<b>Total</b>
<b>Revenue</b>						
External Segment Revenue	32,824.43	438.07	33,262.49	29,328.57	807.80	30,136.37
<b>Total Segment Revenue</b>	<b>32,824.43</b>	<b>438.07</b>	<b>33,262.49</b>	<b>29,328.57</b>	<b>807.80</b>	<b>30,136.37</b>
<b>Other Information</b>						
Carrying Amount of Segment Assets	87,091.26	931.80	88,023.06	78,520.08	759.61	79,279.69
Carrying Amount of Segment Liabilities	26,557.18	85.28	26,642.47	21,962.36	-	21,962.36

44	In the opinion of the Board, Property, Plant and Equipments 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.																																																																																													
45	<p>i The company is engaged in agricultural activities of production of seeds on lease hold land situated at various part of India.</p> <p>ii The company has entered into agreements with various farmers/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 compensated the production expenses (Refer Note No .25) based upon the agreements entered into with the farmers/ growers.</p>																																																																																													
46	<p><b>Employee Benefits</b></p> <p>The company has classified the various benefits provided to employees as under</p> <p><b>Defined Contribution Plans :</b></p> <p>During the year, the Company has recognized the following amounts in the Profit &amp; Loss Account</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="3" style="text-align: center;">Rs in Lakhs</th> </tr> <tr> <th></th> <th style="text-align: center;">Current Year</th> <th style="text-align: center;">Previous Year</th> </tr> </thead> <tbody> <tr> <td>- Employers Contribution to Provident Fund</td> <td style="text-align: right;">122.44</td> <td style="text-align: right;">109.34</td> </tr> <tr> <td>- Employers Contribution to ESI</td> <td style="text-align: right;">1.91</td> <td style="text-align: right;">2.03</td> </tr> <tr> <td>- Employers Contribution to Labour Welfare Fund</td> <td style="text-align: right;">0.01</td> <td style="text-align: right;">0.01</td> </tr> </tbody> </table> <p><b>Defined Benefit Plans</b></p> <p>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.</p> <p>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: -</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: center;">Current Year</th> <th style="text-align: center;">Previous Year</th> </tr> </thead> <tbody> <tr> <td>Discount Rate</td> <td style="text-align: center;">7.39%</td> <td style="text-align: center;">6.84%</td> </tr> <tr> <td>Salary escalation rate</td> <td style="text-align: center;">6%</td> <td style="text-align: center;">6%</td> </tr> <tr> <td>Expected rate of return on Plan Assets</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Expected average remaining service of employee in the number of years</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> </tbody> </table> <p>Disclosures for defined benefit plans based on Actuarial Reports as at 31st March 2024</p>	Rs in Lakhs				Current Year	Previous Year	- Employers Contribution to Provident Fund	122.44	109.34	- Employers Contribution to ESI	1.91	2.03	- Employers Contribution to Labour Welfare Fund	0.01	0.01	Particulars	Current Year	Previous Year	Discount Rate	7.39%	6.84%	Salary escalation rate	6%	6%	Expected rate of return on Plan Assets	-	-	Expected average remaining service of employee in the number of years	-	-																																																															
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**e) Net employee benefit expense (Recognized in employment cost) for the year ended on 31st March 2024**

Particulars	Rs in Lakhs	
	Current Year	Previous Year
Current Service Cost	29.56	27.69
Interest Cost	19.86	17.74
Expected return on plan assets	-	-
Net Actuarial (Gain) / Loss recognized in the year	7.09	-2.06
Past Service cost	-	-
<b>Net Gratuity (Income) / expense</b>	<b>56.51</b>	<b>43.36</b>

**f) Detail of Present value of obligation, Plan Assets and Experience Adjustments**

Particulars	Rs in Lakhs	
	Current Year	Previous Year
Present value of obligation	304.30	269.55
Fair value of plan assets	-	-
(Surplus) / Deficit	304.30	269.55
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. 84.08 Lakhs (Previous year liability Rs. 68.99 Lakhs)**

**47 List of related parties**

**Related parties disclosure**

List of related parties

**a) Related parties were common control exists:**

**(Companies with whom transactions have taken place during the year.)**

- i) Global Transgenes Ltd.
- ii) Agri Tech (India) Ltd.
- iii) Paithan Mega Food Parks Pvt Ltd
- iv) Emerald Seeds Pvt Ltd
- v) Ferry Fax Farms Pvt Ltd

**b) Key Management Personnel:-**

- i) Mr. Satish Kagliwal (Managing Director)
- ii) Mr. Devinder Khurana (Chief Financial Officer)
- iii) Mr Dhiraj Rathi (Company Secretary)

**c) Joint Venture**

JV Nath Bio-Genes CA LLC , Uzbekistan

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

Sr no	Name of party	Nature of transactions	Rs in Lakhs	
			Current year	Previous year
1	JV Nath Bio-Genes CA LLC	Interest Received	2.74	0.27
		Sale of Seeds	118.08	-
		Advance given against purchase	20.85	12.01
		Refund received against advance given against purchase	12.01	-
		Loan given	231.28	-
2	Agri Tech (India) Ltd.	Loan recovered	847.36	334.40
		Transfer (credit to account)	-	-
		Loan given	-	788.79
		Transfer (debit to account)	0.37	8.80
		Loan taken	-	-
		Interest paid	-	-
3	Ferry Fax Farms Pvt Ltd	Refund received towards advance given against purchase of land	1,950.00	-
		Advance given against purchase of land	3,611.00	-
4	Paithan Mega Food Park Pvt Ltd	Warehouse Rent	134.85	114.28
		Advance given against purchase of land	145.00	140.00
		Commission received on corporate guarantee	8.49	-
		Reimbursement of expenses paid	3.20	1.01
5	Emerald Seeds Pvt Ltd	Loan given	863.93	-
		Loan recovered	8.26	-
		Interest Received	21.01	-
6	Globe Transgenes Ltd	Unsecured Loan taken	415.16	-
		Unsecured Loan repaid	28.93	-
7	Satish Kagliwal	Remuneration	66.00	48.00
8	Devinder Khurana	Remuneration	76.04	69.76
9	Dhiraj Rathi	Remuneration	8.08	6.85

e)	Out standing balances at the year end		as on 31.03.2024 Rs. In Lakhs	as on 31.03.2023 Rs.In Lakhs		
	1	Global Transgenes Ltd.	386.23 Cr	-		
	2	Agri Tech (India) Ltd. (Loan granted)	-	846.99 Dr		
	3	Agri Tech (India) Ltd. (Advance against land purchase)	-	1,950.00 Dr		
	4	Agri Tech (India) Ltd. (Refund received against advance for land purchase)	1,950.00 Cr	0		
	5	Paithan Mega Food Parks Pvt Ltd (advance for purchase of land)	445.00 Dr	300.00 Dr		
	6	Ferry Fax Farms Pvt Ltd	2,611.00 Dr	0		
	7	Paithan Mega Food Parks Pvt Ltd (for expenses)	3.20 Dr	0		
	8	JV Nath Bio-Genes CA LLC (against expenses)	4.95 Dr	4.95 Dr		
	9	JV Nath Bio-Genes CA LLC (Loan and Interest accrued)	234.01 Dr	0		
	10	JV Nath Bio-Genes CA LLC (advance against import of goods)	20.85 Dr	12.01 Dr		
	11	JV Nath Bio-Genes CA LLC (Trade Receivable)	118.08 Dr	0		
	12	Emerald Seeds Pvt Ltd (Loan and Interest accrued)	874.58 Dr	0		
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.						
<b>48</b>	<b>FOREIGN CURRENCY TRANSACTIONS</b>		<b>Current Year Rs In Lakhs</b>	<b>Previous Year Rs In Lakhs</b>		
CIF value of Imports: Purchase of Win Chi Win & Vegetable Seeds			761.86	97.86		
Expenditure in Foreign Currency: -						
Travelling Expenses			7.06	29.44		
Software License Fee			12.49	3.95		
Professional Charges			-	0.32		
Membership Fee			8.22	39.40		
Earning in Foreign Currency: F O B value of Exports			438.07	807.80		
<b>49</b>	Details related to Investments made, Loans and Advances given and security provided as per section 186 of the Companies Act 2013.					
	<b>Name of the Party</b>	<b>Resolution Passed on</b>	<b>Aggregate limit prescribed in resolution for investments, loans &amp; advances and guarantees (Rs In Lakhs)</b>	<b>Investment made (Rs In Lakhs)</b>	<b>Amount outstanding as on 31st March, 2024 (Rs In Lakhs)</b>	
	Investment	08.08.2016	25,000.00			
	Paithan Mega Food Park Pvt. Ltd.			599.28	599.28	
	<b>Name of the Party</b>	<b>Resolution Passed on</b>	<b>Aggregate limit prescribed in resolution for investments, loans &amp; advances and guarantees (In Lakhs)</b>	<b>Loan granted during the year (Rs In Lakhs)</b>	<b>Amount outstanding as on 31st March, 2024 (Rs In Lakhs)</b>	<b>Maximum outstanding during the year (Rs In Lakhs)</b>
	<b>Loans and Advances</b>					
	Emerald Seeds Pvt Ltd	10.08.2023	RS. 5000	855.67	855.67	855.67
	Nath Biogenes CA LLC	22.04.2023	USD 25.00	231.28	231.28	231.28
				<b>1,086.95</b>	<b>1,086.95</b>	<b>1,086.95</b>
	(i) In respect of above parties, rate of interest is Nil.					
	<b>Name of the Party</b>	<b>Resolution Passed on</b>	<b>Aggregate limit prescribed in resolution for investments, loans &amp; advances and guarantees (Rs In Lakhs)</b>	<b>Additional Guarantee granted during the year</b>	<b>Amount outstanding as on 31st March, 2024 (Rs In Lakhs)</b>	<b>Maximum outstanding during the year (Rs In Lakhs)</b>
	<b>Guarantee Given</b>					
		08.08.2016	25,000.00			
	IDBI Bank (in favour of Paithan Mega Food Parks Limited)			-	3,000.00	3,000.00
	Janakalyan Sahakari Bank (in favour of Paithan Mega Food Parks Limited)			-	1,360.00	1,360.00
					<b>4,360.00</b>	<b>4,360.00</b>
<b>50</b>	<b>OPERATING LEASE</b>					
The Company's significant leasing arrangements are in respect of operating leases for lands and premises (Agricultural lands, office, stores, godown etc.). These leasing arrangements which are in cancellable range and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals payable are charged as rent in the Statement of Profit and Loss.						

51	<p><b>Expenditure on Corporate Social Responsibility Activities</b></p> <table border="1" data-bbox="298 138 1000 432"> <thead> <tr> <th>Particulars</th> <th>Amount in Rs</th> </tr> </thead> <tbody> <tr> <td>(a) amount required to be spent by the company during the year,</td> <td>80.81</td> </tr> <tr> <td>(b) amount of expenditure incurred,</td> <td>81.00</td> </tr> <tr> <td>(c) shortfall at the end of the year,</td> <td>-</td> </tr> <tr> <td>(d) total of previous years shortfall,</td> <td>0</td> </tr> <tr> <td>(e) reason for shortfall,</td> <td>None</td> </tr> <tr> <td>(f) nature of CSR activities,</td> <td>Rural Transformation</td> </tr> <tr> <td>(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,</td> <td>None</td> </tr> <tr> <td>(h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately</td> <td>None</td> </tr> </tbody> </table> <p>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.</p>	Particulars	Amount in Rs	(a) amount required to be spent by the company during the year,	80.81	(b) amount of expenditure incurred,	81.00	(c) shortfall at the end of the year,	-	(d) total of previous years shortfall,	0	(e) reason for shortfall,	None	(f) nature of CSR activities,	Rural Transformation	(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	None	(h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	None																												
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52	<p>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:</p> <table border="1" data-bbox="256 638 1510 898"> <thead> <tr> <th></th> <th>Current Year Rs in Lakhs</th> <th>Previous Year Rs. In Lakhs</th> </tr> </thead> <tbody> <tr> <td>Net Profit (loss) as per Profit &amp; Loss Account</td> <td>4,054.62</td> <td>3,503.19</td> </tr> <tr> <td>Numerator: Profit Available for equity share holders</td> <td>4,054.62</td> <td>3,503.19</td> </tr> <tr> <td>Numerator: Profit without considering exceptional item available for equity share holders</td> <td>3,709.74</td> <td>3,503.19</td> </tr> <tr> <td>Denominator: Weighted Average Number of Equity shares outstanding (no's)</td> <td>1,90,04,000</td> <td>1,90,04,000</td> </tr> <tr> <td>Denominator for Diluted equity share holder</td> <td>1,90,04,000</td> <td>1,90,04,000</td> </tr> <tr> <td>Basic Earnings per share is arrived at by dividing Numerator by Denominator</td> <td>21.34</td> <td>18.43</td> </tr> <tr> <td>Diluted Earnings per share is arrived at by dividing Numerator for diluted equity share holder by Denominator</td> <td>21.34</td> <td>18.43</td> </tr> <tr> <td>Basic Earnings per share without considering exceptional item is arrived at by dividing numerator by Denominator</td> <td>19.52</td> <td>18.43</td> </tr> <tr> <td>The nominal value per equity shares is Rupees</td> <td>10</td> <td>10</td> </tr> </tbody> </table>		Current Year Rs in Lakhs	Previous Year Rs. In Lakhs	Net Profit (loss) as per Profit & Loss Account	4,054.62	3,503.19	Numerator: Profit Available for equity share holders	4,054.62	3,503.19	Numerator: Profit without considering exceptional item available for equity share holders	3,709.74	3,503.19	Denominator: Weighted Average Number of Equity shares outstanding (no's)	1,90,04,000	1,90,04,000	Denominator for Diluted equity share holder	1,90,04,000	1,90,04,000	Basic Earnings per share is arrived at by dividing Numerator by Denominator	21.34	18.43	Diluted Earnings per share is arrived at by dividing Numerator for diluted equity share holder by Denominator	21.34	18.43	Basic Earnings per share without considering exceptional item is arrived at by dividing numerator by Denominator	19.52	18.43	The nominal value per equity shares is Rupees	10	10																
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54	The company has used the borrowings from banks and financial institutions for the purpose for which it was taken at the balance sheet date.																																														
55	The Company does not have any investment property, hence related disclosure is not required.																																														
56	<p>Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:</p> <table border="1" data-bbox="256 1570 987 1738"> <thead> <tr> <th>Type of Borrower</th> <th>Loan Given (Rs in Lakhs)</th> <th>Percentage to the total Loans and Advances in the nature of loans</th> </tr> </thead> <tbody> <tr> <td><b>Related Parties: -</b></td> <td></td> <td></td> </tr> <tr> <td>Emerald Seeds Pvt Ltd</td> <td>855.67</td> <td>78.72</td> </tr> <tr> <td>Nath Biogenes CA LLC</td> <td>231.28</td> <td>21.28</td> </tr> <tr> <td><b>Total</b></td> <td><b>1,086.95</b></td> <td><b>100.00</b></td> </tr> </tbody> </table>	Type of Borrower	Loan Given (Rs in Lakhs)	Percentage to the total Loans and Advances in the nature of loans	<b>Related Parties: -</b>			Emerald Seeds Pvt Ltd	855.67	78.72	Nath Biogenes CA LLC	231.28	21.28	<b>Total</b>	<b>1,086.95</b>	<b>100.00</b>																															
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57	Details of Benami Property held - No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.																																														
58	Wilful Defaulter - The company is not declared wilful defaulter by any bank or financial Institution or other lender during the year.																																														
59	The Company has made borrowings from banks on the basis of security of current assets. At times, there are certain differences in the statement of security filed with bank and books of account of the company. The reason being timing difference on accounting of sales return and thereby resulting in more assets in the books of account than what has been given to bank. Further, the company maintained adequately drawing power.																																														

<b>60</b>	<b>Registration of charges or satisfaction with Registrar of Companies</b> - During the year, the company has registered charges on the assets of the Company with the Registrar of Companies, where applicable and also satisfied the charges within the time specified under the Companies Act, 2013.								
<b>61</b>	<b>Relationship with Struck off Companies</b> - During the year, the company has not carried out any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.								
<b>62</b>	<b>Various Ratios</b>								
	<b>Name of Ratio</b>	<b>Numerator</b>	<b>Denominator</b>	<b>Current Year Ratio</b>	<b>Previous Year Ratio</b>	<b>Variation in %</b>	<b>Reasons for variation</b>		
	Current Ratio (Times)	Current Assets	Current Liabilities	2.18	2.40	-	No explanation required		
	Debt-Equity Ratio (Times)	Debts (Long and Short Term)	Equity and Others Equ	0.18	0.18	-1.44	No explanation required		
	Debts Service Ratio (Times)	Profit before Interest and Tax	Term Liabilities	9.71	115.16	-91.57	Purchased vehicles on term loan		
	Return on Equity Ratio (%)	Profit After Exceptional Item and Tax	Equity Capital	201%	190%	5.40	No explanation required		
	Inventory Turnover Ratio (Days)	Inventories	Turnover	252.73	251.74	0.39	No explanation required		
	Trade Receivables Turnover Ratio	Trade Receivable	Turnover	103	118	-12.20	No explanation required		
	Trade Payables Turnover Ratio, (C	Trade Payable	Turnover	48	34	41.43	Due to production arrival in the month of Feb and March		
	Net Capital Turnover Ratio (times)	Net Working Capital	Turnover	92.96%	100.68%	-7.66	No explanation required		
	Net Profit Ratio (%)	Net Profit after tax	Turnover	11.46%	12.00%	-4.51	No explanation required		
	Return on Capital Employed (%)	Net Profit after tax	Capital Employed	6.25%	6.31%	-0.95	No explanation required		
	Return on Investment (%)	Net Profit after tax	Investment	6.25%	6.31%	-0.95	No explanation required		
<b>63</b>	<b>Utilisation of Borrowed funds and share premium:</b> The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.								
<b>64</b>	<b>Undisclosed income</b> - There is no case of search or survey of any other cases related to income surrendered or disclosed in any tax assessments under the Income Tax Act, 1961.								
<b>65</b>	The company has not invested in Crypto Currency or Virtual Currency, hence related details are not provided								
<b>66</b>	Additional Information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013.								
	<b>Name of the Enterprise</b>	<b>2023-24</b>				<b>2022-23</b>			
		<b>Net Assets i.e Total Assets - Total Liabilities</b>		<b>Share in Profit/ (Loss)</b>		<b>Net Assets i.e Total Assets - Total Liabilities</b>		<b>Share in Profit/ (Loss)</b>	
		<b>As % of Consolidated Net Assets</b>	<b>Amount (Rs. In Lakhs)</b>	<b>As % of Consolidated Profit</b>	<b>Amount (Rs. In Lakhs)</b>	<b>As % of Consolidated Net Assets</b>	<b>Amount (Rs. In Lakhs)</b>	<b>As % of Consolidated Profit</b>	<b>Amount (Rs. In Lakhs)</b>
	<b>Parent:</b>								
	Nath Bio-genes (India) Ltd	100.12%	61,065.82	101.38%	4,110.47	100.03%	57,335.42	100.44%	3,518.56
	<b>Joint Venture:</b>								
	Nath Bio-Genes (Central Asia) LLC,	-0.12%	-73.95	-1.38%	-55.85	-0.03%	-18.09	-0.44%	-15.37
<b>67</b>	The consolidated financial statements have been prepared based upon the unaudited financial statements as approved by the Board of Directors of the Joint Venture Company. In the opinion of the management, there will not be material difference in the audited and un-audited financial statements.								
<b>68</b>	Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's presentation.								
	Jeevanlata Kagliwal Director DIN No.: 02057459	Satish Kagliwal Managing Director DIN: 00119601	Devinder Khurana Chief Finance Officer	Dhiraj Rathi Company Secretary					
	Place: Chhatrapati Sambhajnagar Date: 08 May 2024								





## **Nath Bio-Genes (I) Ltd.**

Nath House, Nath Road, Aurangabad-431005 (MS)

Tel.: 0240-3502421/2/3/4/5

[www.nathbiogenes.com](http://www.nathbiogenes.com)