

DRAFT INFORMATION MEMORANDUM

(For Listing on Institutional Trading Platform for SME of BSE Limited)

Dated: 28th May, 2014

[In accordance with SEBI (Listing of specified securities on Institutional Trading Platform) Regulations, 2013]



NACHIKETA AGROTECH LIMITED

[CIN: U01119DL2009PLC187055]

Our Company was incorporated as “Nachiketa Agrotech Private Limited” on 28th January, 2009 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. Our Company was subsequently converted in to a public company and consequently name was changed to “Nachiketa Agrotech Limited” (NAL) vide fresh certificate of incorporation dated 26th March, 2014 issued by Registrar of Companies, National Capital Territory of Delhi & Haryana.

PROMOTERS OF THE COMPANY: M/S. TRIVENI MOTORS (HMSI DEALERSHIP) PRIVATE LIMITED

Registered Office: 207, Adiya Complex, Plot No – 12, Community Centre, Preet Vihar,
Delhi – 110092;

Tel: 91-08447066516;

Website: www.nachiketaagro.com; **E-Mail:** nachiketa_agro@yahoo.in

Contact Person & Compliance Officer: Mr. Shailendra Kumar Gupta, Whole Time Director

Company Secretary: Ms. Shitu Gupta;

THIS INFORMATION MEMORANDUM IS IN TERMS OF THE CHAPTER XC OF THE SEBI (ICDR) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME AND WE PROPOSE TO LIST OUR 1,30,62,900 EQUITY SHARES OF RS. 10/- EACH ON INSTITUTIONAL TRADING PLATFORM (ITP) OF THE BSE SME.

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GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, the following terms have the meanings given below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

Company/ Industry related terms

Term	Description
The Company / Company	Nachiketa Agrotech Limited
Act/Companies Act	The Companies Act, 1956 or such other replaced provisions under the Companies Act, 2013 as may be applicable.
Articles/Articles of Association	Articles of Association of the Company
Auditor	M/s Ranjan Gupta & Co., Chartered Accountants the statutory auditors of our Company.
Board/Board of Directors of the Company	Board of Directors of our Company i.e. Nachiketa Agrotech Limited
BSE	BSE Limited
BSE-SME	SME platform of BSE Limited
BSE-SME-ITP / ITP	Institution Trading Platform under SME platform of BSE Limited
Capital/ Share Capital/Equity Share Capital	Equity Share Capital of the Company
CDSL	Central Depository Services (India) Limited
DP	Depository Participant
Depository	The Depositories Act, 1996 and amendment thereto.
Equity Share(s) or Share(s)	Means the equity shares of the Company having a face value of Rs. 10/- unless specified otherwise in the context thereof.
Equity Shareholder	Means a holder of Equity Shares of Our Company
Financial Year/Fiscal/FY	Period of 12 month ended March 31 of that particular year unless stated otherwise.
ITP	Institutional Trading Platform
Memorandum/Memorandum of Association	Memorandum of Association of the Company
NSDL	National Securities Depository Limited
Promoter(s)	M/s. Triveni Motors (HMSI Dealership) Private Limited
ROC	Registrar of Companies, National Capital Territory of Delhi & Haryana.
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
T.P.	Transfer of Property Act, 1882
SEBI	Securities and Exchange Board of India
SEBI Act,	Securities and Exchange Board of India Act, 1992
Stock Exchange	Shall refer to the BSE Limited where the Shares of the Company proposed to list.



NACHIKETA AGROTECH LIMITED

In this Information Memorandum, unless the context otherwise indicates, all references to “**Nachiketa**”, “**the Company**”, “**our Company**” are to Nachiketa Agrotech Limited, a company incorporated in India under the Companies Act, 1956 (the “**Companies Act**”) with its Registered Office at 207, Adiya Complex, Plot No – 12, Community Centre, Preet Vihar, Delhi - 110092. Furthermore, all references to the terms “**we**”, “**us**” and “**our**” are to Nachiketa Agrotech Limited.

Abbreviations:

ABBREVIATION	FULL FORM
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
B.A.	Bachelor of Arts
B.Com	Bachelor of Commerce
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
C. A.	Chartered Accountant
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
C.S.	Company Secretary
DP	Depository Participant
ECS	Electronic Clearing System
EGM / EOGM	Extra Ordinary General Meeting of the shareholders
EPS	Earnings per Equity Share
FY / Fiscal	Financial Year
GDP	Gross Domestic Product
GRDI	Global Retail Development Index
GIR Number	General Index Registry Number
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
SME	Small And Medium Enterprises
MBA	Master in Business Administration
NAV	Net Asset Value
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
P/E Ratio	Price/Earnings Ratio
Eqty	Equity
PAN	Permanent Account Number
RoC/Registrar of Companies	Registrar of Company, National Capital Territory of Delhi & Haryana.
RONW	Return on Net Worth
USD/ \$/ US\$	The United States Dollar, the legal currency of the United States of America



CURRENCY OF PRESENTATION

In this Draft Information Memorandum, unless the context otherwise requires or unless stated otherwise, the financial data is derived from our financial statements prepared and in accordance with the applicable regulations. In this Draft Information Memorandum, any discrepancies in any table between the total and the sums of the amounts mentioned are owing to rounding-off.

In this Draft Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender and the word “lacs” means “one hundred thousand” and the word “million” means “ten lacs” and the word “Crore” means “ten million” and the word billion refers to “Thousand Million”.

INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Information Memorandum has been obtained from internal Company reports and Industry publications and the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Information Memorandum is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Information Memorandum is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data.

FORWARD LOOKING STATEMENTS

All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from expectations include, among others General economic conditions, political conditions, conditions in the agriculture sector, fuel prices, inclement weather, interest rates, inflation etc. and business conditions in India and other countries.

- Our ability to successfully implement our strategy, our growth and expansion, technological changes.
- Our exposure to market risks that have an impact on our business activities or investments.
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and Globally.
- Changes in foreign exchange rates or other rates or prices;
- Our failure to keep pace with rapid changes in agriculture and floriculture sector;
- The monetary and interest policies of India, unanticipated turbulence in interest rates;
- Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry.
- Changes in the value of the Rupee and other currencies.
- The occurrence of natural disasters or calamities.
- Changes in political condition in India.
- The outcome of legal or regulatory proceedings that we are or might become involved in;
- Government approvals;
- Our ability to compete effectively, particularly in new markets and businesses;
- Our dependence on our Key Management Personnel and Promoter;



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- Conflicts of interest with affiliated companies, the Group Entities and other related parties;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.



NACHIKETA AGROTECH LIMITED

GENERAL INFORMATION

NACHIKETA AGROTECH LIMITED (CIN: U01119DL2009PLC187055]

Our Company was incorporated as “Nachiketa Agrotech Private Limited” on 28th January, 2009 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. Our Company was subsequently converted in to a public company and consequently name was changed to “Nachiketa Agrotech Limited” (NAL) vide fresh certificate of incorporation dated 26th March, 2014 issued by Registrar of Companies, National Capital Territory of Delhi & Haryana.

Absolute Responsibility of Nachiketa Agrotech Limited

Nachiketa Agrotech Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions are intentions misleading in any material respect.

REGISTERED OFFICE:

207, Adiya Complex, Plot No – 12,
Community Centre, Preet Vihar,
Delhi – 110092
Tel: 91-08447066516
Website: www.nachiketaagro.com
E-Mail: nachiketa_agro@yahoo.in

COMPANY REGISTRATION NUMBER: 187055

COMPANY IDENTIFICATION NUMBER: U01119DL2009PLC187055

ADDRESS OF REGISTRAR OF COMPANIES

4th Floor, IFCI Tower,
61, Nehru Palace,
New Delhi- 110019
Tel: 011-26235707, 26235708, 26235709
Fax: 011-26235702
Email: roc.delhi@mca.gov.in

BOARD OF DIRECTORS:

Our Board of Directors comprise of the following members:

NAME	DESIGNATION	DIN	ADDRESS
Mr. Shailendra Kumar Gupta	Whole-time Director	06881720	15/348, Gupta Bhawan Noorigate, Rajmandi, Agra Uttar Pradesh - 282001

**NACHIKETA AGROTECH LIMITED**

NAME	DESIGNATION	DIN	ADDRESS
Mr. Surendra Kumar	Non-Executive Non- Independent Director	06847192	H. No. 45, Jahanspur, Jaunpur, Uttar Pradesh - 222001
Mr. Ashish	Non-Executive Independent Director	06847191	98-B, Vidyut Vihar, Rin Road, Kilokari, Delhi – 110087
Mr. Anil Kumar	Non-Executive Independent Director	06845311	21/239, Block – 21, Jhuggies, Kalyan Puri, Delhi - 110091

For further details of Management of our Company, please refer to section titled "*Our Management*" on page 50 of this Information Memorandum.

COMPANY SECRETARY

Ms. Shitu Gupta
207, Adiya Complex, Plot No – 12,
Community Centre, Preet Vihar,
Delhi – 110092
Tel: 91-08447066516
Website: www.nachiketaagro.com
E-Mail: nachiketa_agro@yahoo.in

COMPLIANCE OFFICER

Mr. Shailendra Kumar Gupta
207, Adiya Complex, Plot No – 12,
Community Centre, Preet Vihar,
Delhi – 110092
Tel: 91-08447066516
Website: www.nachiketaagro.com
E-Mail: nachiketa_agro@yahoo.in

STATUTORY AUDITORS

M/s. Ranjan Gupta & Co.,
518, Kirti Shikhar,
Janakpuri, Dist. Centre,
Janakpuri, New Delhi - 110058
Contact Person: Mr. Ranjan Gupta
Membership Number: 082408
Firm Registration No. -17319N

INVESTING QUALIFIED INSTITUTIONAL BUYER (SUB ACCOUNT)**HIGHBLUESKY EMERGING MARKET FUND**

C/o. Aurisse International Limited,
2nd Floor, Wing – A, Cyber Tower-1, Ebene Cyber City,
Ebene, Mauritius.
Tel: +230 4640077
E-Mail: fundadmin@aurisse.com
SEBI Regn. No: 20100332



NACHIKETA AGROTECH LIMITED

REGISTRAR OF THE COMPANY

SKYLINE Financial Services Private Limited

D-153 A, 1st Floor, Okhla Industrial Area, Phase - I

New Delhi - 110 020

Tel.: +91 11 30857575 (10 Lines)

Fax: +91 11 30857562 |

Web: www.skylinerta.com

Email: info@skylinerta.com

Contact Person: Mr. Sarbesh Singh

SEBI Registration No: INR000003241

BANKER OF THE COMPANY

HDFC Bank Ltd.

B – 247, Priyadarshani Vihar,

New Delhi – 110092

Tel.: +91 11 61606161

ELIGIBILITY CRITERIA

We are an unlisted company as on date and we propose to list our Equity Shares on Institution Trading Platform (ITP) of BSE SME In terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009. Our Company is eligible for the listing in terms of 106 Y and other provisions of Chapter XC of the SEBI (ICDR) Regulations, 2009.

We Confirm that

1. The name of our company, our promoters, any of our group companies or directors do not appear in the wilful defaulters list of Reserve Bank of India as maintained by Credit Information Bureau (India) Limited;
2. There is no winding up petition against the company that has been admitted by a competent court or a liquidator has been appointed;
3. Our company, group companies or subsidiaries have not been referred to the Board for Industrial and Financial Reconstruction within a period of five years prior to the date of application for listing;
4. No regulatory action has been taken against the company, its promoter or director, by the Board, Reserve Bank of India, Insurance Regulatory and Development Authority or Ministry of Corporate Affairs within a period of five years prior to the date of application for listing;
5. We have been incorporated on 28th January, 2009 and thus not completed more than ten years after incorporation and our revenues have not exceeded Rs. One Hundred Crores in any of the previous financial years.
6. The paid up capital of the company has not exceeded twenty five crore rupees in any of the previous financial years;



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7. We have completed fiscal 2013-14 being one full year of audited financial statements, for the immediately preceding financial year at the time of making listing application;
8. Highbluesky Emerging Market Fund (A SEBI Registered Qualified Institutional Buyer (Sub Account)) in accordance with Regulation 106 Y (h) (iv) of SEBI (ICDR) Regulations, 2009, as amended has invested a sum of Rs. 50.00 Lacs on dated 27th May, 2014 by applying 5,00,000 Equity Shares of our Company at a price of Rs. 10 Each and these shares would be under lock in for a period of three years from the date of listing.
9. In accordance with Regulation 106 ZB of Chapter XC of the SEBI (ICDR) Regulations, 2009, Our Promoter i.e. M/s. Triveni Motors (HMSI Dealership) Private Limited has given their consent to lock-in 26,12,580 Equity Share representing 20.00 % of Paid up Capital of the Company.
10. We have entered tripartite depository agreement with CDSL & NSDL.
11. Our Company has Net Tangible Assets of Rs. 680.38 Lacs, which is in excess of Rs. 1 Crore as per the latest audited financial results. Our Net Tangible Assets as on 31st March, 2014 are disclosed as under:

(Rs. Lacs)

Particulars	31.03.2014
Fixed Assets- Net Block	9.83
Long Term Loans & Advances	89.37
<i>Current Assets, Loans and Advances:</i>	
Trade Receivables	60.26
Cash & Bank Balances	77.62
Short Term Loans & Advances	482.54
Other Current Assets	0.97
Total Assets (A)	720.59
<i>Less: Current Liabilities & Provisions:</i>	
Trade Payables	37.15
Other Current Liabilities	2.49
Short Term Provisions	0.57
Total Current Liabilities & Provisions (B)	40.21
Net Tangible Assets (A-B)	680.38

12. There has not been any change in promoters of the Company in preceding one year from date of filing the application to BSE for listing under ITP segment.



SECTION I–BUSINESS

Our Business and Operations:

Our Company was incorporated as “Nachiketa Agrotech Private Limited” on 28th January, 2009 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. Our Company was subsequently converted in to a public company and consequently name was changed to “Nachiketa Agrotech Limited” (NAL) vide fresh certificate of incorporation dated 26th March, 2014 issued by Registrar of Companies, National Capital Territory of Delhi & Haryana.

We engage in to trading of wide range of nursery plants. These include ground plants, fruit plants, bonsai, Hanging Basket Plant and trees. Our wide collection meets the demands of horticulture and farming sector. Moreover, we also offer gardening and related consultancy services to our clients.

Our team of horticulturist is working as consulting panel that interacts with our clients and try to understand their requirements and problems in a better way.

Main Objects of the Company:-

1. To carry on the activities of nursery, plantation, agriculture, horticulture and farming on any land or property of the company or upon any other property or land whether belonging to the Company or not and to act as a consultant In the field of nursery, plantation, agriculture, horticulture and farming and to export and import plants and other produce and products relating to the activities of nursery, plantation, agriculture, horticulture and farming.
2. To carry on in India or elsewhere the business as manufacturer, fabrication, processors, importers, exporters, commission agents, brokers, showroom owners, retailers, distributors, exchangers, traders, buyers, sellers, jobworkers, stockiest and market, promote, organize, agricultural and allied products and agriculture and farming in an advanced and technical manner.
3. To acquire by purchase or otherwise lease, concession, grant, license or otherwise lands and grow, cultivates, raise, develop, maintain, produce, manufacture, process, prepare, refine, extract, grid, bleach, buy, sale or otherwise deal in all kind of agricultural products, plantation, trees, flowers, crops, grains, oil seeds, leaves, grass, timbers, fruits, plant products, vegetables and own and manage both in India and abroad whether on own or on someone else account.

BUSINESS PROCESS:

Our flow of business process can be summarized as under:-

Marketing of our Products: Marketing and creating awareness about our product are main thrust of our success of our business. We keep on targeting to tap new clients to boost the sales of our products. We participate in various agriculture and floriculture exhibitions and regularly visits to prospective clients to understand their needs and to focus on customize solutions.



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Delivery of Products and Efficient Service: The sale of product is completed with satisfactory delivery of product to client and efficient service. We ensure that we should be able to cope with high expectations of our clients. As we also engage in consultancy of nursery and in order to retain our clients we have to devote efficient time with clients to understand its goal and provide tailor-made solutions.

Competition

We operate in the business which faces intense competition from various small scale unorganized players. Our ability to deal with competition depends on several factors which includes quality, price and most importantly to upgrade with the latest technologies.

Our Products:

Our range of products consists are:

1. Ground Plants
2. Adenium
3. Gerbera's
4. Exotic Plants
5. Shevanti
6. Hanging Basket Plant Collection
7. Bonsai
8. Cactii and Succulents
9. Fruit Plants
10. Orchid's
11. White Ixora Plants
12. Yucca Elephantipes Plants
13. Other Agricultural Nursery Products

Images of our products:



Adenium



Gerbera's



NACHIKETA AGROTECH LIMITED



Orchid's



Bonsai

Our Clients:

Few of our customers are listed below:

- Radhey Gardens.
- Aditya Plants.
- Rajindera Shah Nursery.
- Hanuman Nursery Company.
- M Enterprises Nursery.
- Rajesh Trading Nursery.
- Capital Nursery.
- Parmanand Nursery & Company.

Industry Segment overview

AGRICULTURAL INDUSTRY IN INDIA:

India had a large and diverse agricultural sector, accounting, on average, for about 16% of GDP and 10% of export earnings. India's arable land area of 159.7 million hectares (394.6 million acres) is the second largest in the world, after the United States. Its gross irrigated crop area of 82.6 million hectares (215.6 million acres) is the largest in the world. India is among the top three global producers of many crops, including wheat, rice, pulses, cotton, peanuts, fruits and vegetables.

HORTICULTURE

The horticulture sector covers a wide range of crops such as fruits, vegetables, root and tuber crops, flowers, aromatic and medicinal plants, spices and plantation crops, which facilitate diversification in agriculture. There is a growing realization that horticulture crops is now an option to improve livelihood security, enhance employment generation, attain food and nutritional security and increase income through value addition. As of 2010-11, horticultural crops occupied an area of 21.3 million hectares producing 231.14 Million tonnes of horticultural produce.

Fruits and vegetables together constitute about 92.4% of the total horticultural production in the country. (Source: Annual Report 2011-12, Department of Agriculture & Cooperation, Ministry of Agriculture)



NURSERY

The nursery industry, if given necessary thought inputs and required assistance can be one of the richest industrial resources in the Indian scenario. Orchids and anthurium plants are mostly imported from Thailand, Singapore and the Netherlands for commercial cultivation by the floriculture units in Kerala. There is immense possibility of development of adequate technology for large-scale propagation of these plants for commercial cultivation in Kerala. The tremendous diversity, ease of culture and good post-harvest characteristics give these plants the potential to become increasingly popular cut flower crops for Kerala.

Horticulture with its different branches like indoor plants, decorative flowering plants, cut flowers, fruit plants, vegetables and spices is a big and rich international activity.

Intellectual Property:

Presently, we do not own any patent or trademark.

Licenses:

Approvals/ Licenses/Permissions Procured to conduct our Business:

Sr. No.	Nature of Registration/License	Registration /License No.	Issuing Authority	Date of Issue
Constitutional Registration				
1.	Certificate of Incorporation	U01119DL2009PT C187055	Registrar of Companies, National Capital Territory of Delhi & Haryana	January 28, 2009
2.	Fresh Certificate of Incorporation consequent upon change of name on conversion to Public Limited Company	U01119DL2009PL C187055	Registrar of Companies, National Capital Territory of Delhi & Haryana	March 26, 2014
Taxation Registration				
1.	Permanent Account Number	AAECN6436C	Income Tax Department	N.A.
2.	TAN	DELN13583D	Income Tax Department	N.A.

Franchisee / concessions:

As on date we do not have any franchisee. We have not entered in to any concession agreements.

Working Capital:

Our business requires working capital required to finance the payments to suppliers, holding the requisite inventory levels, receivables from our debtors.



NACHIKETA AGROTECH LIMITED

As on 31st March, 2014 and 31st March, 2013 our working capital comprised of followings:

Particulars	Amount (FY 2013-14) Rs. in Lacs	Amount (FY 2012-13) Rs. in Lacs
Trade Receivables	60.26	-
Short Term Loans & Advances	482.54	2.19
Cash and Bank Balances	77.62	0.29
Total (A)	620.42	2.48
Less:		
Trade Payables	37.15	41.90
Expenses & Other Liabilities	2.49	0.10
Short term provisions	0.57	0.10
Total (B)	40.21	42.10
Net Working Capital (A-B)	580.21	(39.62)

We have funded our working capital requirement from our own funds as well as unsecured short term borrowings. Companies engaged in industry in which we operate, finance its working capital through borrowed funds (mainly bank and financial institutions) and its own funds.

Research & Developments:

We have not incurred any amount during the last three fiscal years on company-sponsored research and development activities.

Human Resources:

The details of manpower employed as on date are as under:

Sr. No	Category	No. of employees
1.	Whole Time Director	1
2.	Accounts Head	1
3	Administration	1
4	Finance Manager	1
5.	Marketing	3
6.	Company Secretary	1
7.	Assistants	1
	TOTAL	9



FINANCIAL INFORMATION

THE AUDITED ANNUAL BALANCE SHEET, PROFIT & LOSS ACCOUNT, CASH FLOW STATEMENT, WITH ATTENDANT ANNEXURE AND NOTES TO ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2014 IS PRODUCED AS UNDER:-

INDEPENDENT AUDITOR'S REPORT

To the Members of Nachiketa Agrotech Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Nachiketa Agrotech Limited (CIN: U01119DL2009PLC187055)** which comprise the balance sheet as at 31st March, 2014 and the statement of profit and loss and the cash flow statement for the year ended on that date annexed thereto.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.

Auditor's Responsibility

We conducted our audit in accordance with the auditing standards generally acceptable in India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the

Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2014;
- (ii) in the case of the statement of profit and loss, of the profit for the year ended on that date.
- (iii) In the case of the cash flow statement, of the cash flows of the company for the year ended on that date.



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Report on Other Legal and Regulatory Requirements

1. As required by the Companies Auditor's Report Order, 2003, as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956; and
 - e. On the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For Ranjan Gupta & Co.
Chartered Accountants**

**Sd/-
CA Ranjan Gupta
Prop.
FRN: 17319N
M No. 082408**

**Place: New Delhi
Date: 20.05.2014**



Annexure to the Auditors' Report

The Annexure referred to in our report to the members of **the Nachiketa Agrotech Limited** to the year ended 31 March 2014. We report that:

- a) (1) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(2) According to the information and explanations given to us, the company has formulated a regular programme of verification by which all the assets of company shall be verified in a phased manner, which in my opinion, is reasonable having regard to the size of the company and nature of its assets. To the best of my knowledge, no material misstatement is noticed on verification conducted during the year as compared with the book records.
(3) There was no disposal during the year of fixed assets.
- b) The company has no Inventory so this clause is not applicable.
- c) The company has not taken any unsecured loan so this clause is not applicable.
- d) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- e)
1. According to the information and explanations given to us, we are in the opinion that the transactions that need to be entered into the register maintained under section 301 of the Act have been so entered.
2. In our opinion, and according to the information and explanation given to us, the transactions that need to be entered in the register in pursuance of section 301 of the Act have been entered, and the transaction have been made at price which are reasonable with regard to the prevailing market prices at the relevant time.
- f) The Company has not accepted any deposits from the public & consequently, the directives issued by the Reserve Bank of India, the provisions of section 58-A and 58-AA of the Companies Act, 1956 and the rules framed there under are not applicable.
- g) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- h) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.
- i)
1. The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
2. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, customs duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
3. According to the records of the Company, no dues outstanding of sales-tax, Investor education and protection fund, income-tax, custom duty, wealth-tax, excise duty and cess on account of any dispute.
- j) The Company has no accumulated losses at the end of the financial year.
- k) Based on our audit procedures and as per the information and explanations given by the management, the Company did not have any dues to a financial institution, bank or debenture holders.



NACHIKETA AGROTECH LIMITED

- l) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- m) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- n) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- o) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- p) Since the company has not taken any term loan so this clause is not applicable.
- q) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment
- r) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- s) The company has not issued any debentures. Accordingly, clause 4(xix) of the order is not applicable. The company has not raised any money by public issue during the year. Accordingly, clause 4(xx) of the order is not applicable.
- t) Based upon the audit procedures performed for the purpose of reporting true and fair view on the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of audit.

**For Ranjan Gupta & Co.
Chartered Accountants**

**Sd/-
CA Ranjan Gupta
Prop.
FRN: 17319N
M No. 082408**

**Place: New Delhi
Date: 20.05.2014**



NACHIKETA AGROTECH LIMITED

BALANCE-SHEET AS AT 31ST MARCH, 2014

Amount in Rs.

Particulars	Note No	As at 31.March.2014	As at 31.March.2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	97,624,000.00	3,755,000.00
(b) Reserves and Surplus	2	1,640,133.23	42,841,929.02
(c) Money received against share warrants		-	-
(2) Share application money pending allotment			
(a) Share Application Money			8,800,000.00
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	-	-
(b) Deferred tax liabilities (Net)	4	2,170.00	-
(c) Other Long term liabilities	5	-	-
(d) Long term provisions	6	-	-
(4) Current Liabilities			
(a) Short-term borrowings	7	20,700,000.00	-
(b) Trade payables	8	3,715,330.00	4,190,000.00
(c) Other current liabilities	9	249,267.00	9,567.00
(d) Short-term provisions	10	57,452.85	10,216.00
Total		123,988,353.08	59,606,712.02
II. Assets			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		982,969.58	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	50,997,000.00	50,997,000.00
(c) Deferred tax assets (net)	13	-	-
(d) Long term loans and advances	14	8,937,436.00	8,297,436.00
(e) Other non-current assets	15	931,264.00	31,200.00
(2) Current assets			
(a) Current investments	16	-	-
(b) Inventories	17	-	-
(c) Trade receivables	18	6,025,660.00	-
(d) Cash and cash equivalents	19	7,762,225.50	29,278.02
(e) Short-term loans and advances	20	48,254,749.00	218,749.00
(f) Other current assets	21	97,049.00	33,049.00
Total		123,988,353.08	59,606,712.02

Notes referred to above and notes attached there to form an integral part of Balance Sheet



NACHIKETA AGROTECH LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Amount in Rs.

Particulars	Note No	Year Ended 31.March.2014	Year Ended 31.March.2013
I. Revenue from operations	22	18,190,960.00	6,070,000.00
II. Other Income	23	-	330,485.00
III. Total Revenue (I +II)		18,190,960.00	6,400,485.00
IV. Expenses:			
Cost of materials consumed	24	-	-
Purchase of Stock-in-Trade		12,475,330.00	4,862,880.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	-	-
Employee benefit expense	26	939,041.00	120,000.00
Financial costs	27	28,313.52	21,288.42
Depreciation and Amortization Expense	28	88,475.42	-
Other expenses	29	4,507,189.00	1,385,909.00
Total Expenses		18,038,348.94	6,390,077.42
V. Profit before exceptional and extraordinary items and tax.	(III - IV)	152,611.06	10,407.58
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		152,611.06	10,407.58
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		152,611.06	10,407.58
X. Tax expense:			
(1) Current tax		47,236.85	3,216.00
(2) Deferred tax		2,170.00	-
XI. Profit (Loss) from the operations.	(IX-X)	103,204.21	7,191.58
DISCONTINUING OPERATION			
XII. Profit/(Loss) from discontinuing operations (before tax)		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) balance transferred to Balance Sheet. (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		103,204.21	7,191.58
XVI. Earning per equity share:			
(1) Basic		0.02	0.02
(2) Diluted		0.02	0.02

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement



NACHIKETA AGROTECH LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Amount in Rs.

Particulars	Year Ended 31.March.2014	Year Ended 31.March.2013
(A) CASH FLOW FROM OPERATING ACTIVITIES:-		
1.Net profit before tax	152,611.06	10,407.58
2.Adjustment for:		
Add: Depreciation & Amortization Expenses	94,715.42	-
Operating Profit before Working capital changes	247,326.48	10,407.58
3.Working Capital Changes:		
Decrease (Increase) in Trade & Other Receivables	(6,025,660.00)	-
Decrease (Increase) in Inventories	-	-
Decrease (Increase) in Short Term Provision	-	7,000.00
Increase (Decrease) in Trade & Other Payables	(474,670.00)	4,058,749.00
Increase (Decrease) in Other Current Liabilities	239,700.00	4,052.00
Increase (Decrease) in Other Current Assets	(64,000.00)	(8,199,234.00)
Net Changes in Working Capital	(6,324,630.00)	(4,129,433.00)
Cash Generated from Operations	(6,077,303.52)	(4,119,025.42)
Adjustment of Taxes	-	2,022.00
Net Cash Flow from Operating Activities (A)	(6,077,303.52)	(4,121,047.42)
(B.) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(1,071,445.00)	-
(Increase) Decrease in Other Non-Current Assets	(906,304.00)	-
(Increase) Decrease in Long Term Loans & Advances	(640,000.00)	-
(Increase) Decrease in Short Terms Loans & Advances	(48036,000.00)	-
Decrease (Increase) in Non-Current Investments	-	(6,349,400.00)
Net Cash Flow from Investing Activities (B)	(50,653,749.00)	(6,349,400.00)
(C.) CASH FLOW FROM FINANCING ACTIVITIES :		
Issue of share capital	43,764,000.00	-
Increase in Short Terms Borrowings	20,700,000.00	-
Increase in Long Terms Borrowings	-	-
Preliminary Expenses incurred	-	-
Proceeds from/(Refund) Share Application Money	-	8,800,000.00
Net Cash Flow from Financing Activities (C)	64,464,000.00	8,800,000.00
Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C)	7,732,947.48	(1,670,447.42)
Cash and cash equivalents at the beginning of the year	29,278.02	1,699,725.44
Cash and cash equivalents at the end of the year	7,762,225.50	29,278.02

* **Note:** The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) – 3 on Cash Flow Statements" issued by the Institute of Chartered of Accountants of India.



NACHIKETA AGROTECH LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Note :- 1 Share Capital

Amount in Rs.

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	AUTHORIZED CAPITAL		
	1,29,20,000 Equity Shares (P Y 4,20,000 Equity Shares) of Rs. 10/- each.	129,200,000.00	4,200,000.00
2	ISSUED		
	97,62,400 Equity Shares (P Y 3,75,500 Equity Shares) of Rs. 10/- each.	97,624,000.00	3,755,000.00
3	SUBSCRIBED & PAID UP CAPITAL		
	97,62,400 Equity Shares (P Y 3,75,500 Equity Shares) of Rs. 10/- each.	97,624,000.00	3,755,000.00
	Total	97,624,000.00	3,755,000.00

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
(2)	(a) Share Application Money Pending Allotment	-	8,800,000.00
	Total	-	8,800,000.00

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
(3)	Reconciliation of Nos. of Shares		
	Number of Equity Shares at the beginning	375,500	375,500
	Add:- Number of Shares Issued	9,386,900	-
	Number of Equity Shares at the end	9,762,400	375,500

Note : 2 Reserve & Surplus

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Securities Premium Reserve	42,895,000.00	42,895,000.00
	Less:- Bonus Share	41,305,000.00	-
		1,590,000.00	42,895,000.00
2	Surplus (Profit & Loss Account)		
	Op. Balance of Profits & Loss A/C	(53,070.98)	(60,262.56)
	Current Year Profit & Loss A/C	103,204.21	7,191.58
		50,133.23	(53,070.98)
	Total	1,640,133.23	42,841,929.02



Note : 3 Long Term Borrowings

Amount in Rs.

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Bonds / Debentures	-	-
2	Term Loan		
	- From Bank	-	-
	- From Other Parties	-	-
3	Deferred Payment Liabilities	-	-
4	Deposit	-	-
5	Loans & Advances From Related Parties	-	-
6	Long Term Maturities of Finance lease obligation	-	-
7	Loans From Directors	-	-
8	Other Loans	-	-
	Total	-	-

Note : 4 Deferred Tax Liabilities (Net)

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Deferred Tax Liability	2,170.00	-
	Total	2,170.00	-

Note : 5 Other Long Term Liabilities

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Trade Creditors	-	-
2	Others	-	-
	Total	-	-

Note : 6 Long Term Provisions

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Provision from Employment Benefit	-	-
2	Other	-	-
	Total	-	-

Note : 7 Short Term Borrowings

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Loan Repayable on Demand		
	- From Bank	-	-
	- From Other Parties	20,700,000.00	-
2	Loans & Advances From Related Parties	-	-
3	Deposits	-	-
4	Others	-	-
	Total	20,700,000.00	-



NACHIKETA AGROTECH LIMITED

Amount in Rs.

Note : 8 Trades Payable

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Trade Payables	3,715,330.00	4,190,000.00
	Total	3,715,330.00	4,190,000.00

Note : 9 Other Current Liabilities

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Salary Payable	22,500.00	-
2	Expenses Payable	26,767.00	9,567.00
3	Other Liabilities	2,00,000.00	-
	Total	2,49,267.00	9,567.00

Note : 10 Short Term Provisions

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Audit fees	7,000.00	7,000.00
2	Provision for Tax	50,452.85	3,216.00
	Total	57,452.85	10,216.00

Note : 12 Non-Current Investment

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Non- Current Investments	50,997,000.00	50,997,000.00
	Total	50,997,000.00	50,997,000.00

Note : 13 Deferred Tax Assets (Net)

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Deferred Tax	-	-
	Total	-	-

Note : 14 Long Term Loans and Advances

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
I)	Capital Assets		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
II)	Security Deposit		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
III)	Loans & Advances to related parties		
IV)	Other Loans & Advances	8,937,436.00	8,297,436.00
	Total	8,937,436.00	8,297,436.00



Amount in Rs.

Note : 15 Other Non Current Assets

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Long Term Trade Receivables		
	a) Secured, Considered Good :	-	-

Amount in Rs.

	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	Others		
	Miscellaneous expenditure	931,264.00	31,200.00
	Total	931,264.00	31,200.00

Note :16 Current Investment

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Investment in Equity	-	-
2	Investment in Preference Shares	-	-
3	Investment in Govt Securities	-	-
4	Investment in debentures & Bonds	-	-
5	Investment in Mutual Fund	-	-
6	Investment in Partnership Firm	-	-
7	Others	-	-
	Total	-	-

Note : 17 Inventories

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Raw Material	-	-
2	Work-in-Progress	-	-
3	Finished Goods	-	-
4	Stock-in-Trade	-	-
5	Stores & Spares	-	-
6	Loose Tools	-	-
7	Other (Specify the nature)	-	-
8	Goods-in-transit	-	-
	Total	-	-



NACHIKETA AGROTECH LIMITED

Amount in Rs.

Note : 18 Trade Receivables

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Outstanding for more than six months		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	Others		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	6,025,660.00	-
	c) Doubtful	-	-
	Total	6,025,660.00	-

Note : 19 Cash & Cash Equivalent

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
	Cash and Cash Equivalents		
	Cash in Hand	1,113,743.02	29,278.02
	Balance with Banks		
	Cash at Bank	6,648,482.48	-
	Total	7,762,225.50	29,278.02

Note :20 Short Terms Loans and Advances

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Short Term Loan & Advances		
	- Sunstar Precision Forge Limited	4,500,000.00	-
	- Lotus Enterprises	3,000,000.00	-
	- Sony Trading Co.	5,290,000.00	-
	- Abhipra Capital Limited	19,800,000.00	-
	- Jai Hanuman Enterprises	7,000,000.00	-
	- Royal India Infracare Pvt Ltd	3,300,000.00	-
	- Ankit Nevatia	1,500,000.00	-
2	Advance Against Purchase		
	- Om Sai Sale Enterprises	1,645,785.00	-
	- Sakshi Sale	2,218,964.00	218,749.00
	Total	48,254,749.00	218,749.00

Note : 21 Other Current Assets

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Advance Income Tax	-	
2	TDS	97,049.00	33,049.00
	Total	97,049.00	33,049.00



NACHIKETA AGROTECH LIMITED

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Note : 11 Fixed Assets

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value as on 01.04.2013	Addition during the year	Deduction during the year	Value as on 31.03.2014	Value as on 01.04.2013	Addition during the year	Deduction during the year	Value as on 31.03.2014	WDV as on 31.03.2014	WDV as on 31.03.2013
I	<u>Tangible Assets</u>	-										
	-											
	Furnitures & Fixtures	13.91%	-	695,500.00	-	695,500.00	-	56,456.12	-	56,456.12	639,043.88	-
	Office Equipment	10.00%	-	304,500.00	-	304,500.00	-	17,769.45	-	17,769.45	286,730.55	-
	Computer	40.00%	-	71,445.00	-	71,445.00	-	14,249.85	-	14,249.85	57,195.15	-
		89										
	SUB TOTAL (A)		-	1,071,445.00	-	1,071,445.00	-	88,475.42	-	88,475.42	982,969.58	-
II	<u>Intangible Assets</u>	-										
	-											
	SUB TOTAL (B)		-	-	-	-	-	-	-	-	-	-
III	<u>Capital Work-in-progress</u>	-										
	-											
	SUB TOTAL (C)		-	-	-	-	-	-	-	-	-	-
IV	<u>Intangible Assets Under Development</u>	-										
	-											
	SUB TOTAL (D)		-	-	-	-	-	-	-	-	-	-
	Total [A + B + C + D] (Current Year)		-	1,071,445.00	-	1,071,445.00	-	88,475.42	-	88,475.42	982,969.58	-
	(Previous Year)		-	-	-	-	-	-	-	-	-	-



NACHIKETA AGROTECH LIMITED

Note : 22 Revenue

Amount in Rs.

Sr. No	PARTICULARS	As at 31.March.2014	As at 31.March.2013
1	Sale of products	18,190,960.00	6,070,000.00
	TOTAL	18,190,960.00	6,070,000.00

Note : 23 Other Income

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
	INCOME (OTHERS)		
1	Income Others	-	-
2	Interest Received	-	330,485.00
	Total	-	330,485.00

Note : 24 Cost of Material Consumed

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Purchases	-	-
2	Freight & Cartage	-	-
	Total	-	-

Note : 25 Change in Inventories

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Closing Stock	-	-
2	Opening Stock	-	-
	Total	-	-

Note : 26 Employment Benefit Expenses

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Salary & Wages	685,220.00	120,000.00
2	Staff Welfare	253,821.00	-
	Total	939,041.00	120,000.00

Note :27 Financial Cost

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Bank Charges	28,313.52	21,288.42
	Total	28,313.52	21,288.42



Note : 28 Depreciation & Amortised Cost

Amount in Rs.

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Depreciation	88,475.42	-
	Total	88,475.42	-

Note : 29 Other Expenses

Sr. No	Particulars	As at 31.March.2014	As at 31.March.2013
1	Administrative Expenses:		
	Audit Fees	-	7,000.00
	Advertisement Expenses	35,881.00	-
	Business Promotion Expenses	285,817.00	-
	Rent	45,000.00	36,000.00
	Accounting Charges	27,000.00	7,500.00
	Professional Charges	52,115.00	7,500.00
	Filing Fees	15,520.00	6,800.00
	Electricity & Water Expenses	10,252.00	2,344.00
	Telephone Expenses	28,544.00	3,321.00
	Printing and Stationary	29,588.00	5,543.00
	Conveyance & Travelling Expenses	68,547.00	4,432.00
	General Expenses	102,569.00	3,450.00
	Office Repair & Maintenance	25,889.00	13,332.00
	Preliminary Expenses W/O	6,240.00	-
	Office Expanses	83,347.00	11,567.00
2	Freight Expenses	3,690,880.00	1,277,120.00
	Total	4,507,189.00	1,385,909.00

Notes to Financial Statements:

1- SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Accounting

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under the Companies (Accounting Standards) Rules, 2006 and as per the provisions and presentational requirements of the Companies Act, 1956.

1.2 Changes in Accounting policies

The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.

1.3 Recognition of Income

Export Sales represents invoiced Value of goods Sold. Other Income is recognised and accounted for on accrual basis unless otherwise stated.



1.4 Tangible Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

1.5 Taxes on Income

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realised.

1.6 Contingent Liability

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

1.7 Events occurring after the balance sheet date

Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.

1.8 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year/ period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.

1.9 Use of estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

1.10 Foreign Currency Transaction

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the year end are translated at the rate ruling at the year end rate.

2- NOTES TO THE ACCOUNTS

2.1 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

2.2 All the investments made by the company are valued at Cost.

2.3 Managerial Remuneration: Nil

2.4 The inventories of the company are valued as per cost price and market price which ever is less.



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- 2.5** Deffered tax arising on account of timing difference and which are capable of reversal in one or more subsequent periods is recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deffered tax assests are recognised unless there is virtual certainty with respect to the reversal of the same in future years.
- 2.6** The revised Schedule VI as notified under the companies Act,1956, has become applicable to the company for the presentation of its financial statements for the year ending March 31,2013. The adoption of the revised Schedule VI requirements has significantly modified the presentation and disclosures which have been complied with in these financial statements Previous year figures have been reclassified in accordance with current year requirements.
- 2.7** All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.
- 2.8** Minimum Alternative Tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convicting evidence to the effect that company will pay normal Income Tax during the specified period.
- 2.9** Value of Import on CIF Basis Nil
- 2.10** Earnings in Foreign Exchange (FOB Value) Nil
- 2.11** Expenditure in Foreign Currency Nil
- 2.12** The Company has no employee to whom the provisions of section 217 (2A) of the Companies Act, 1956 are applicable.
- 2.13** *Earning Per Share:*

Particulars	2013-14
Net profit after tax available for Equity Shareholders (Rs.) (A)	103204.21
Weighted Avg. Number Equity Shares outstanding (Nos.) (B)	6241185
Dilutive potential Equity Shares (Nos.)	0
Dilutive shares outstanding (Nos.) (C)	6241185
Nominal value per Equity Shares (Rs./ Share)	10
Basic Earnings per share (Rs./ Share) (A) / (B)	0.02
Diluted Earnings per share (Rs./ Share) (A) / (C)	0.02

2.14 **Details of shares held by each shareholder holding more than 5% shares:**

PARTICULARS	Nature	2013-14		2012-13	
		No. of Shares	%	No. of Shares	%
Name of Shareholder					
Triveni Motors (HMSI Dealership) Private Limited	Equity	3,184,000	37.97%	35,000	9.32%



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CAPITAL STRUCTURE

The share capital of the Company as at the date of this Information Memorandum is set forth below.

Sr. No	Particulars	Aggregate value at face value / Aggregate Nominal Value (Rs. in Lacs)
A.	Authorized Share Capital	
	1,35,00,000 Equity Shares of face value of Rs.10 each	1350.00
B.	Issued, subscribed and paid-up Equity Share Capital	
	1,30,62,900 Equity Shares of face value of Rs.10 each	1306.29

The Equity Share Capital history of our Company, is set forth below.

Date of/ issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Consideration (cash, bonus, consideration on other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative share premium (Rs.)
28/01/2009	10,000	10	10	Cash	Subscription to MOA	10,000	1,00,000	Nil
31/03/2010	48,500	10	100	Cash	Further Allotment	58,500	5,85,000	43,65,000
31/03/2012	3,17,000	10	131.546	Cash	Further Allotment	3,75,500	37,55,000	4,28,95,000
10/10/2013	41,30,500	10	N.A.	N.A.	Bonus Ratio 11:1	45,06,000	4,50,60,000	15,90,000
16/10/2013	8,80,000	10	10	Cash	Further Allotment	53,86,000	5,38,60,000	15,90,000
22/10/2013	30,00,000	10	10	Cash	Further Allotment	83,86,000	8,38,60,000	15,90,000
29/03/2014	9,95,500	10	10	Cash	Further Allotment	93,81,500	9,38,15,000	15,90,000
31/03/2014	3,80,900	10	10	Cash	Further Allotment	97,62,400	9,76,24,000	15,90,000
27/05/2014	33,00,500	10	10	Cash	Further Allotment	1,30,62,900	13,06,29,000	15,90,000



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NOTES FORMING PART OF CAPITAL STRUCTURE

1. We have not issued any Equity Shares for consideration other than cash except bonus issue in the ratio of 11:1 on 10th October, 2013.
2. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 230- 233 of the Companies Act, 2013 .

Shareholding of our Promoter:

Set forth below are the details of the build-up of shareholding of our Promoter

M/S.TRIVENI MOTORS (HMSI DEALERSHIP) PRIVATE LIMITED						
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Shareholding %
11/04/2012	Cash	35000	10	10	Acquire	
07/10/2013	Cash	75000	10	10	Acquire	
10/10/2013	NA	1210000	10	NA	Bonus (Ratio11:1)	
18/10/2013	Cash	880000	10	10	Acquire	
22/10/2013	Cash	300000	10	10	Acquire	
26/10/2013	Cash	120000	10	10	Acquire	
28/11/2013	Cash	564000	10	10	Acquire	
Total		31,84,000				



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Statement showing Share Holding Pattern of Nachiketa Agrotech Limited as per clause 34 of Listing on Institutional Trading Platform

(I)(a)

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise Encumbered	
					As a percentage of (A+B) (VI)	Number of Shares (VII)	As a percentage (VIII)= (VII) / (IV) *100
(A)	Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals/ Hindu Undivided Family	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-
(c)	Bodies Corporate	1	3184000	-	24.37	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (A)(1)	1	3184000	-	24.37	-	-
(2)	Foreign						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter	1	3184000	-	24.37	-	-



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Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise Encumbered	
					As a percentage of (A+B) (VI)	Number of Shares (VII)	As a percentage (VIII)= (VII) / (IV) *100
	Group (A)= (A)(1)+(A)(2)						
(B)	Public shareholding						
(1)	Institutions						
(a)	Mutual Funds/UTI	-	-	-		NA	NA
(b)	Financial Institutions/ Banks	-	-	-		NA	NA
(c)	Central Government/ State Government(s)	-	-	-		NA	NA
(d)	Alternate Investment Funds / Venture Capital Funds	-	-	-	-	NA	NA
(e)	Insurance Companies	-	-	-		NA	NA
(f)	Foreign Institutional Investors	1	500000	-	3.83	NA	NA
(g)	Foreign Venture Capital Investors	-	-	-		NA	NA
(h)	Any Other	-	-	-		NA	NA
	Sub-Total (B)(1)	1	500000	-	3.83	NA	NA
(2)	Non- institutions						
(a)	Bodies Corporate	5	182000	-	1.39	NA	NA
(b)	Individuals	659	9196900	-	70.41		
(c)	Qualified Foreign Investors	-	-	-	-	N.A	N.A
(d)	Any Other	-	-	-	-		
	Sub-Total (B)(2)	664	9378900	-	71.80	N.A	N.A
	Total Public Shareholding (B)= (B)(1)+(B)(2)	665	9878900	-	75.63	N.A	N.A
	TOTAL (A)+(B)	666	13062900	-	100.00	N.A	N.A



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(I)(b) Statement showing Shareholding of persons belonging to the category “Promoter and Promoter Group”

Sr. No.	Name of Shareholder	Details of Shares Held		Shares pledged or otherwise Encumbered			Details of warrants		Details of convertible Securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares Held	As a % of grand total (A) + (B) + (C)	No.	As a Percentage	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of warrants of the same class	
1	Triveni Motors (HMSI Dealership) Private Limited	3184000	24.37	0	0.00	0.00	0	0.00	0	0.00	-
	TOTAL	3184000	24.37	0	0.0	0.00	0	0.00	0	0.00	-



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(I)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1% of the total number of shares

Sr. No.	Name of Shareholder	Number of shares	Shares as a percentage of total number of shares{i.e., Grand Total(A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Atlantic Land Developers Private Limited	1,75,000	1.34
	TOTAL	1,75,000	1.34

(d) Statement showing details of locked-in shares

Sr. No.	Name of Shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Triveni Motors (HMSI Dealership) Pvt. Ltd.	26,12,580	20.00
2	Highbluesky Emerging Market Fund	5,00,000	3.83
	TOTAL	31,12,580	23.83

(II) (a) Statement showing details of Depository Receipts(DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total(A)+(B)+(C)indicated in Statement at para (I)(a) above}
		NIL		
	TOTAL	NIL		



(II) (b) Statement showing holding of Depository Receipts(DRs), where underlying shares are in excess of 1 % o f the total number:

Sr. No.	Name of DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total(A)+(B)+(C)indicated in Statement at para (I)(a) above}
		NA		
TOTAL		NIL		



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DESCRIPTION OF PROPERTY

Descriptions of Properties of Company are set forth below.

Registered Office:

We operate from our registered office situated at 207, Adiya Complex, Plot No – 12, Community Centre, Preet Vihar, Delhi – 110092, which is a rented premise.



KEY INDUSTRY REGULATIONS AND POLICIES

The regulations and policies set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice. The following description is a summary of the relevant regulations and policies as prescribed by the Government of India that are applicable to our Company. The statements below are based on the provisions of Indian law in force, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Industry Specific Regulations

Agricultural Produce (Grading and Marketing) Act, 1937 (Agmark)

The Directorate of Marketing and Inspection enforces the Agricultural Produce (Grading and Marketing) Act, 1937. Under this Act Grade standards are prescribed for agricultural and allied commodities. These are known as Agmark' standards. Grading under the provisions of this Act is voluntary. The DMI enforces the Agricultural Products (Grading and Marketing) Act, 1937. Under this Act, Grade Standards are prescribed for agriculture land allied commodities. These are known as "Agmark" Standards. Grading under the provisions of this Act is voluntary. Manufacturers who comply with standard laid down by DMI are allowed to use "Agmark" labels on their products.

Prevention of Food Adulteration Act, 1954

This Act is the basic statute that is intended to protect the common consumer against the supply of adulterated food. This specifies different standards for various food articles. The standards are in terms of minimum quality levels intended for ensuring safety in the consumption of these food items and for safeguarding against harmful impurities and adulteration. The Central Committee for Food Standards, under the Directorate General of Health Services, Ministry of Health and Family Welfare, is responsible for the operation of this Act. The provisions of the Act are mandatory and contravention of the rules can lead to both fines and imprisonment. Prevention of Food Adulteration Act applies to domestic and imported food commodities, encompassing food color and preservatives, pesticide residues, packaging, labeling and regulation of sales.

Labour Laws

Shops and Establishment Act

Under various State laws dealing with shops and establishments, any shop or commercial establishment has to obtain a certificate of registration from the supervising inspector and also has to comply with certain rules laid down in the act governing that particular State. These rules and regulations regulate the opening and closing hours of shops and commercial establishments, daily and weekly work hours, closing dates and holidays, health and safety of persons working in shops and commercial establishments, payment of wages and maintenance of records and registers by the employers, among others.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus to the employees specified under the Act. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the



details of the amount of Bonus due to the employees. Further it also require for the submission of Annual Return in the prescribed form (FORM D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

The Maternity Benefit Act, 1961 ("Maternity Act")

The purpose of Maternity Act 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides inter-alia for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc.

Criminal laws

Negotiable Instruments Act, 1881

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

Business laws

Regulation of Foreign Investment in India

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations promulgated there under. The RBI, in exercise of its powers under FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") which prohibit, restrict and regulate, transfer or issue of securities, to a person resident outside India. Pursuant to the FEMA Regulations, no prior consent or approval is required from the RBI for foreign direct investment under the "automatic route" within the specified sectoral caps prescribed for various industrial sectors. In respect of all industries not specified under the automatic route, and in respect of investments in excess of the specified sectoral limits under the automatic route, approval for such investment may be required from the FIPB and/or the RBI. Further, FIIs may purchase shares and convertible debentures of an Indian company under the portfolio investment scheme through registered brokers on recognized stock exchanges in India. Regulation 1 (4) of Schedule II of the FEMA Regulations provides that the total holding by each FII or SEBI approved sub-account of an FII shall not exceed 10% of the total paid-up equity capital of an Indian company or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs and sub accounts of FIIs added together shall not exceed 24% of the paid-up equity capital or paid-up value of each series of convertible debentures. However, this limit of 24% may be increased up to the statutory ceiling as applicable, by the Indian company concerned



passing a resolution by its board of directors followed by the passing of a special resolution to the same effect by its shareholders.

Indian Contract Act 1872

Indian Contract Act 1872 is the main source of law regulating contracts in Indian law, as subsequently amended. The Indian Contract Act 1872 sections 1-75 came into force on 1 September 1872. It applies to the whole of India except the state of Jammu and Kashmir. It is not a complete and exhaustive law on all types of contracts. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them. Each contract creates some right and duties upon the contracting parties. Indian contract deals with the enforcement of these rights and duties upon the parties. As per the provisions of the Indian Contract Act all agreements are contracts if they are made by the free consent of the parties competent to contract, for a lawful consideration and with a lawful object and are not expressly declared to be void. The parties to a contract must either perform or offer to perform their respective promises unless such performance is dispensed with or excused under the provisions of the Act or of any other law. Promises bind the representative of the promisers in case of death of such promisers before performance, unless a contrary intention appears from the contract. When a contract has been broken the party who suffers by such breach is entitled to receive from the party who has broken the contract, compensation for any loss or damage caused to him thereby, which naturally arose in the usual course of things from such breach or which the parties knew, when they made the contract, to be likely to result from the breach of it. Under the Act it is also provided that when a contract has been broken, if a sum is named in the contract as the amount to be paid in case of such breach, or if the contract contains any other stipulation by way of penalty, the party complaining of the breach is entitled, whether or not actual damage or loss is proved to have been caused thereby, to receive from the party who has broken the contract reasonable compensation not exceeding the amount so named or, as the case may be, the penalty stipulated for. Even a person who rightfully rescinds a contract is entitled to a compensation for any damage which he has sustained for a non-fulfillment of the contract. The Indian Contract Act also lays down provisions of indemnity, guarantee, bailment and agency. Provisions relating to sale of goods and partnership which were originally in the act are now subject matter of separate enactments viz., the Sale of Goods Act and the Indian Partnership Act.

Tax Related Legislations

Income Tax Act, 1961

The Income Tax Act, 1961 (“**IT Act**”) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. Every company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such company is also required to file its returns by 30th September of each assessment year.

The Companies Act, 1956 & 2013

The Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors



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and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

Consumer Protection Act, 1986

The Consumer Protection Act, 1986 (“**COPRA**”) aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non compliance of the orders of these authorities attracts criminal penalties.

Intellectual Property Laws

Intellectual Property Rights

Intellectual Property in India enjoys protection under both common law and statute. Under statute, India provides for the protection of patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 and trademark protection under the Trade Marks Act, 1999. The above enactments provide for protection of intellectual property by imposing civil and criminal liability for infringement. In addition to the above domestic legislations India is a party to several international treatise related to intellectual property including the Patent Co-operation Treaty, 1970, the Paris Convention for the Protection of Industrial Property, 1883, the International Convention for the Protection of Literary and Artistic Works signed at Berne in 1886 (the Universal Copyright Convention of 1952), the Rome Convention for the Protection of Performers, Producers of Phonograms and Broadcasting Organisations 1961 and as a member of the World Trade Organisation is a signatory to the Agreement on Trade Related aspects of Intellectual Property Rights, 1995 (the TRIPS Agreement).

Trade Marks Act, 1999

The Indian Law on trademarks is enshrined in the Trade Marks Act, 1999. Under the existing Legislation, a trademark is a mark used in relation to goods so as to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A mark may consist of a word or invented word, signature, device, Letter, numeral, brand, heading, Label, name written in a particular style and so forth. The trademark once applied for, is advertised in the trademarks journal, oppositions, if any are invited and after satisfactory adjudications of the same, a certificate of registration is issued. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fee.

The Patents Act, 1970

The Patents Act, 1970 (“**Patents Act**”) is the primary legislation governing patent protection in India. In addition to broadly requiring that an invention satisfy the requirements of novelty, utility and non obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of application for the



patent. The Patents Act deems that computer programmes per se are not 'inventions' and are therefore not entitled to patent protection.

Property related laws

Registration Act, 1908

The Registration Act, 1908 (the "Registration Act") details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, inter alia, any non testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in the present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of Rs. 100 or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. The Registration Act also stipulates the time for registration, the place for registration and the persons who may present documents for registration.

Any document which is required to be compulsorily registered but is not registered will not affect the subject property, nor be received as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance of a contract under the TP Act or as evidence of any collateral transaction not required to be effected by registered instrument), unless it has been registered.

Indian Stamp Act, 1899

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Indian Stamp Act, 1899 (the "Stamp Act") provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state.

Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.



SECTION II – RISK FACTORS

INTERNAL RISK FACTORS

1. The Registered Office of our Company are not owned by us.

We operate from our registered office situated at 207, Adiya Complex, Plot No – 12, Community Centre, Preet Vihar, Delhi – 110092 which is a rented premise. Any discontinuance of rent agreement / facility will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

2. We have reported negative cash flows.

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

	<i>(Rs. Lacs)</i>	
Particulars	31.03.14	31.03.13
Net Cash flow from Operative activities	(60.77)	(41.21)
Net Cash Flow from investing activities	(506.54)	(63.49)
Net Cash Flow from Financing activities	644.64	88.00
Net Cash Flow for the Year	77.33	(16.70)

3. If we are unable to retain the services of our Key Managerial Personnel, our business and our operating results could be adversely impacted.

Our Company and our Promoter have over a few years have built relations with suppliers, customers and other persons who are connected with our business. Further, our Key Managerial Personal also possesses the requisite technical knowledge to provide efficient services to our customers. Accordingly, our Company's performance is dependent upon the services of our Promoter and other Key Managerial Personnel. Our future performance will, therefore, depend upon the continued services of these persons. It is possible that we may lose our skilled and trained staff to our competitors and high attrition rates in particular, could result in a loss of domain and process. We are dependent on our Key Managerial Personnel for setting our strategic direction and managing our businesses. The loss of our key managerial personnel may materially and adversely impact our business, results of operations and financial condition.

4. We have not protected our assets through insurance coverage and our assets are certain operating risks and this may have a material adverse impact on our business.

We have not maintained any insurance policy to provide adequate coverage to our assets. Any damage or loss of our assets would have a material and adverse impact on our business operations and profitability.

5. Monsoons and climate conditions may adversely affect our business, as agriculture business involves cultivation of crops and for watering the crops we are dependent on the monsoon, also extreme weather conditions may spoil the crops.

Our business operations may be materially and adversely affected by uneven monsoon and erratic climatic, which may affect our agriculture produce. Meteorologically, our country has diversified and different weather



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conditions at different places. Sometimes, one region receives very heavy rainfall whereas other region receives scant rainfall. Any vagaries of weather and abnormal monsoon across the northern region may ruin crops and will also affect the business of the Company.

6. Our Company does not have any long term supply contracts with our customers which may adversely affect our results of operations.

Our Company does not have any long term commitments with our customers for supply of our products. As a result, we may be dependent on the recurring purchase orders received from time to time. There is no assurance that our Company will continue to receive purchase orders for our products either on substantially the same terms or at all, which could have an adverse effect on our Company's operations and profitability. Further, any change in the buying pattern of our end users can adversely affect the business and results of operations of our Company.

7. Our trademark is not registered under the Trade Marks Act our ability to use the trademark may be impaired.

Our company's business may be affected due to our inability to protect our existing and future intellectual property rights. Currently, we do not have a registered trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection.

8. Rise in Input Costs may affect profitability

The input costs of the products of the Company may increase due to various reasons. In case the Company is not able to pass on such increase to the consumers because of competition or otherwise, it may affect the profitability of the Company.

9. We face substantial competition in the industry, our revenues could get affected in case we are not able to obtain customers and orders.

The agricultural industry & nursery sector are a highly competitive. We face significant competition from existing players and potential entrants in the industry. Further, we will face significant competition mainly from large vertically integrated and diversified companies in the industry. Our revenues could get affected adversely in case we are not able to secure new customers and orders.

EXTERNAL RISK FACTORS

10. Political, economic and social changes in India could adversely affect our business.

Our business, and the market price and liquidity of our Company's shares, may be affected by changes in Government policies, including taxation, social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.



11. Natural calamities and force majeure events may have an adverse impact on our business.

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

12. Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.

Our Company may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, the IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (“IFRS Convergence Note”). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 32 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined and will be notified by the Ministry of Corporate Affairs after various tax related issues are resolved. We have not yet determined with certainty what impact the adoption of IFRS will have on our financial reporting. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of IFRS may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period.

13. Any downgrading of India’s debt rating by a domestic or international rating agency could negatively impact our business.

Any adverse revisions to India’s credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial results and business prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

14. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may adversely affect the Indian markets on which our Equity Shares will trade. These acts may result in a loss of business confidence, make travel and other services more difficult and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of our Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our Equity Shares.



RISKS RELATING TO THE EQUITY SHARES

15. Our Company may raise further rounds of equity financing in which the existing shareholders may not participate resulting in reduction of their percentage of holding in our company.

In order to grow business, our Company may require additional funds at various points of time. Our Company may raise funds through various means including debt, equity and securities convertible into equity. Any such issuances of equity and securities convertible into equity would dilute the holding of Equity Shareholders. Difficult market conditions can adversely affect our business in many ways, including by reducing the volume of the transactions involving our advisory business, and these could materially reduce our revenue or income.

16. Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

17. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.

Pursuant to listing, we will be subject to a daily "circuit breaker" imposed by BSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The BSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding shareholders ability to sell Equity Shares at any particular time.

18. The price of our Equity Shares may be volatile.

The trading price of our Equity Shares may fluctuate after the listing due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares.



NACHIKETA AGROTECH LIMITED

19. Active trading market for our Equity Shares may not develop.

Till date there has been no public market for our Equity Shares. We propose to list our Equity Shares on Equity Shares on Institution Trading Platform (ITP) of BSE SME. We can not assure that pursuant to listing on ITP, active trading market of our Equity Shares or for securities convertible in to Equity Shares would develop as trading on ITP is subject to certain restrictions viz minimum trading lot on institutional trading platform is Rs. 10 Lacs. Further the securities listed on ITP will be mandatorily exited within 18 months of triggering various events such as completion of ten years on listing of ITP or attaining paid up capital of Rs. 25 Crores or attaining revenue of Rs. 300 Crores or attaining market capitalization of Rs. 500 Crores.

Pursuant to There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after the listing.



NACHIKETA AGROTECH LIMITED

SECTION III – SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the beneficial ownership of our shares of by each person known by us to be the beneficial owner (In case different from registered owner) of the issued and subscribed capital.

Class / Type of Securities	Name and Address of Benefice Owner	Amount and nature of beneficial ownership	Percent
Equity Shares	Nil	N.A.	N.A.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on date of this Information Memorandum.



NACHIKETA AGROTECH LIMITED

SECTION IV – OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than twelve (12) Directors. Our Company currently has four (4) Directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Date of Assuming office in the Company	Status of Directorship in our Company
1. Mr. Shailendra Kumar Gupta S/o Mr. Rameshwar Dayal Gupta 15/348, Gupta Bhawan Noorigate, Rajmandi, Agra Uttar Pradesh – 282001 Occupation: Business Nationality: Indian Tenure: 5 years w.e.f. 28 th March, 2014 DIN: 06881720	38Yrs	28/03/2014	Whole-time Director
2. Mr. Surendra Kumar S/o Mr. Shreenath H. No. 45, Jahanspur, Jaunpur, Uttar Pradesh – 222001 Occupation: Service Nationality: Indian Tenure: Retire by rotation DIN: 06847192	35Yrs	28/04/2014	Non Executive Non Independent Director
3. Mr. Ashish S/o Mr. Ganga Deen 98-B, Vidyut Vihar, Rin Road, Kilokari, Delhi – 110087 Occupation: Service Nationality: Indian Tenure: Retire by rotation DIN: 06847191	22yrs	24/03/2014	Non Executive Independent Director
4. Mr. Anil Kumar S/o Mr. Hareelal 21/239, Block – 21, Jhuggies, Kalyan Puri, Delhi - 110091 Occupation: Service Nationality: Indian Tenure: Retire by rotation DIN: 06845311	30Yrs	24/02/2014	Non Executive Independent Director



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DETAILS OF DIRECTORS

Mr. Shailendra Kumar Gupta – aged 38, is a Whole Time Director of the Company. He has done his Masters in Business Administration. He has more than 10 years of experience in leadership positions in the Business Administration. He is responsible for overall planning & management of our Company. He assesses the principal risks of the Company and ensures that these risks are being monitored and managed.

Mr. Surendra Kumar - aged 35 years, is a Non Executive Director of our Company. He is Bachelor in arts. He has 8 years of experience in administration and commercial operations of the industry. He predominantly responsible of for implementation decisions with the development teams including scheduling of tasks guaranteeing quality of deliveries.

Mr. Ashish – aged 22 years, is an Independent Director of our Company. He is a commerce graduate. He has more than 1 years of experience in the field of accounting and finance. As an Independent Director of our Company with corporate acumen & experience, he brings value addition to our Company.

Mr. Anil Kumar – aged 30 is an Independent Director of our Company. He has more than 5 years of experience in the field of accounting and finance. As an Independent Director of our Company with corporate acumen & experience, he brings value addition to our Company.

NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

None of directors are having family relations with each other.

TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS

Name	Mr. Shailendra Kumar Gupta
Designation	Whole-time Director
Period	Five years with effect from 28 th March, 2014
Date of Appointment	28 th March, 2014
Remuneration	a) Remuneration Rs. 20,000/- p.m. (Rupees Twenty Thousand Only) a) Perquisites & Allowances <ul style="list-style-type: none">• HRA & Transport allowances• Contribution to provident fund, superannuation fund and payment to gratuity as per rules of the Company.• Other Perquisites & Allowances as per service rules of the Company, as applicable.
Remuneration paid in FY 31st March, 2014	Rs. Nil

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

NON – EXECUTIVE DIRECTORS

Currently, non-executive Directors are not being paid sitting fees or any other kind of remuneration.



CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has four (4) Directors. We have one (1) executive non independent director, one (1) non executive non independent director and two (2) independent non executive directors. The constitution of our Board is in compliance with the requirements of Clause 42 of the Listing Agreement.

The following committees have been formed in compliance with the corporate governance norms:

- A) Audit Committee
- B) Shareholders/Investors Grievance Committee

AUDIT COMMITTEE

Our Company has constituted an audit committee ("**Audit Committee**"), as per the provisions of Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on 16th May, 2014.

The terms of reference of Audit Committee complies with the requirements of Clause 42 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following three (3) directors. Mr. Anil Kumar is the Chairman of the Audit Committee.

S.No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Anil Kumar	Chairman	Independent Director
2.	Mr. Ashish	Member	Independent Director
3.	Mr. Shailendra Kumar Gupta	Member	Executive Non Independent Director

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
3. To seek information from any employee.
4. To obtain outside legal or other professional advice.
5. To secure attendance of outsiders with relevant expertise, if it considers necessary.
6. Oversight of the company's financial reporting process and the disclosure of its financial information to



- ensure that the financial statement is correct, sufficient and credible.
7. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
 8. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
 9. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
 10. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
 11. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 14. Discussion with internal auditors any significant findings and follow up there on.
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
 18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 21. Mandatorily reviews the following information:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee



NACHIKETA AGROTECH LIMITED

22. Reviewing the Financial Statements of its subsidiary company, if any.
23. Reviewing the composition of the Board of Directors of its Subsidiary Company, if any.
24. Reviewing the Vigil mechanism (whistle blowing) policy.
25. Reviewing the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

Our Company has constituted a shareholder / investors grievance committee ("**Shareholders / Investors Grievance Committee**") to redress the complaints of the shareholders. The Shareholders/Investors Grievance Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 16th May, 2014. The committee currently comprises of three (3) Directors. Mr. Ashish is the Chairman of the Shareholders/ Investors Grievance committee.

S. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Ashish	Chairman	Independent Director
2.	Mr. Anil Kumar	Member	Independent Director
3.	Mr. Surendra Kumar	Member	Non Executive Non Independent Director

Role of shareholders/investors grievance committee

The Shareholders / Investors Grievance Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors:

Name of Director	Number of Equity Shares	% of Paid up Share Capital
Mr. Shailendra Kumar Gupta	-	-
Mr. Surendra Kumar	-	-
Mr. Ashish	-	-
Mr. Anil Kumar	-	-
Total	NIL	NIL

CONFIRMATIONS

There is no arrangement or understanding between any Director and any other person(s) (naming pursuant to which he was or is to be selected as a director or nominee.



SECTION V – OUR PROMOTERS

OUR PROMOTERS

The Promoter of our Company is:

M/s Triveni Motors (HMSI Dealership) Private Limited

M/s. Triveni Motors (HMSI Dealership) Private Limited was incorporated on 17th December, 2007 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. The Registered office of the Company is situated at A-27, 2nd Floor, Mohan Cooperative Industrial Area, Phase -1, Mathur Road, New Delhi – 110044.

M/s. Triveni Motors (HMSI Dealership) Private Limited has been promoted by Mr. Madhur Mittal, Mr. Sumit Mittal, Mrs. Rajkumari Mittal & H.C. Mittal (HUF). However in April, 2012 Mr. Shailendra Kumar Gupta & Mr. Surendra Kumar acquired 100 % of control of Triveni Motors (HMSI Dealership) Private Limited.

The main Object of the Company is stated as below:

1. To carry on the business as owners, builders, colonizers, developers, promoters, proprietors, contractors, real estate agents and maintenance of residential, commercial and industrial building, colonies, malla and deal in all kinds of immovable properties whether belonging to the company or otherwise in or out of India.
2. To undertake and to carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, industrial, rural or urban that may belong to company or to any other person of whatever nature and to deal inland or immovable properties of any description or nature on commission basis and for that purpose to make agreements to sell the land of the company or of any body else.
3. To erect and construct houses, building , do civil construction work of all types, infrastructure work of all types and to purchase take on lease acquire in exchange or otherwise , own, hold, construct, effect, alter, develop, colonies ,decorate, furnish equip with all infrastructure, pull down, improve, repair, renovate, build, plan, layout, set, transfer, assigns, let out, sublet all types of plots, lands, buildings, hereditaments, bungalows, quarters, officers, flats, chawla, warehouses, colonies, godowns, shape, stalls, markets ,malls ,multiplexes ,hotels ,restaurants ,banquet halls ,houses, structures, constructions, tenements, roads, bridges ,flyovers ,underpasses, railway lines, dams all kinds of agricultural infrastructure and infrastructure for waste land, cold storage, refineries of all kinds of all types of renewable energy resources, airports, seaport, telecom infrastructures, power houses, mines, lands, estates, immovable properties of all types.
4. To act as an agent for purchasing , selling, and letting on rent, land and houses whether multistoried, commercial and or residential buildings on commission basis.
5. To acquire by purchase land for the constructions of multi- storeyed buildings and to license the flats therein on suitable terms and conditions.

Triveni Motors (HMSI Dealership) Private Limited holds 31,84,000 Equity Shares of our Company, which constitutes 24.37% of Total Capital.



NACHIKETA AGROTECH LIMITED

Identification

Name	Triveni Motors (HMSI Dealership) Private Limited
Corporate Identification Number (CIN)	U51103DL2007PTC171493
Permanent Account Number	AADCD9168L
Registered Office	A-27, 2 nd Floor, Mohan Cooperative Industrial Area, Phase -1, Mathur Road, New Delhi – 110044
Authorised Share Capital	Rs. 5,00,000
Paid up Share Capital	Rs. 5,00,000

Board of Directors of Triveni Motors (HMSI Dealership) Private Limited as on the date of this Information Memorandum is as follows:

- Mr. Shailendra Kumar Gupta
- Mr. Surendra Kumar

Shareholding Pattern:

As on date of filing, the shareholding pattern of Triveni Motors (HMSI Dealership) Private Limited as follows:-

Sr. No.	Name of Shareholder	No. of shares
1	Mr. Shailendra Kumar Gupta	37500
2	Mr. Surendra Kumar	12500
	TOTAL	50000

Audited Financial Information of Triveni Motors (HMSI Dealership) Private Limited:

(Rs. In Lacs)

Particulars	FY 2014	FY 2013	FY 2012
Equity Share Capital	5.00	5.00	5.00
Reserves & Surplus	(1.05)	(1.16)	(0.71)
Less : Miscellaneous Expenditures not written off	-	-	-
Revenue	4.73	5.66	4.56
Profit / (Loss) after Tax	0.11	(0.45)	(0.22)
Earning Per Share (EPS)	0.22	(0.90)	(0.44)



SECTION VI – RELATED PARTY TRANSACTIONS

Transaction with related party as identified by the management in accordance with Accounting Standard 18 “Related party disclosures” issued by The Institute of Chartered Accountants of India, are as follows:

I. List of Related Parties

31.03.2014	31.03.2013	31.03.2012
Party Where Control Exists		
Mr. Shailendra Kumar Gupta	-	-
-		
Other Parties Where Transaction have taken place		
Group Companies		
-	-	-
Key Managerial Persons		
-	-	-
Relatives of Key Managerial Persons		
-	-	-

II. Details of Transactions with Related party:

No transactions has been entered with any related parties during the preceding three fiscal years.



SECTION VII: OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceedings or tax liabilities against our Company, our Directors, our Promoters and Group Companies and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our Company; no default in creation of full security as per the terms of the issue, no proceedings initiated for economic or other offences and no disciplinary action has been taken by SEBI or any stock exchanges against our Promoters, our Directors or Group Companies.

I. LITIGATION INVOLVING OUR COMPANY

Nil

II. LITIGATION INVOLVING OUR GROUP COMPANY

Cases by/against

Civil Cases

Nil

Consumer Cases

Nil

III. LITIGATION INVOLVING OUR PROMOTER

Nil

IV. LITIGATIONS INVOLVING OUR DIRECTORS

Nil

MATERIAL DEVELOPMENTS

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last audited financial statements disclosed in this Information Memorandum, any circumstances that materially or adversely affect or are likely to affect our profitability or value of assets or our ability to pay material liabilities within the next twelve (12) months.



SECTION VIII

LIST OF MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and agreements referred to which are or may be deemed to be material have been entered into by or on behalf of the Company.

I. MATERIAL CONTRACTS -

1. Agreement dated 26th March, 2014 entered into between our Company and Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company.
2. Tripartite agreement dated 10th April, 2014 entered into between our Company, CDSL and Registrar and Share Transfer Agent of the Company.
3. Tripartite agreement dated 6th May, 2014 entered into between our Company, NSDL and Registrar and Share Transfer Agent of the Company.

II. MATERIAL DOCUMENTS -

1. Memorandum of Association and Articles of Association of our Company, as amended.
2. Certificate of incorporation dated 28th January, 2009 issued to our Company in the name of Nachiketa Agrotech Private Limited, by the Registrar of Companies, National Capital Territory of Delhi & Haryana.
3. Fresh certificate of incorporation dated 26th March, 2014 issued to our Company in the name of Nachiketa Agrotech Limited, by the Registrar of Companies, National Capital Territory of Delhi & Haryana.
4. Resolution passed by the Board of directors of our Company at Meeting held on 28th March, 2014 appointing Mr. Shailendra Kumar Gupta as Whole Time Director of the Company.
5. Resolution passed at the meeting of the Board of Directors held on 16th May, 2014 constituting various Committees of the Board.
6. Audited Annual Reports including audited Balance Sheets and Profit & Loss Accounts of the Company for the year ended 31st March, 2012 and 31st March, 2013 and audited Balance Sheets and Profit & Loss Accounts of the Company for the year ended 31st March, 2014.



**SECTION IX
DECLARATION**

All relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, applicable, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) the Securities and Exchange Board of India Act, 1992 or the rules made there under or regulations issued, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

SIGNED BY ALL THE DIRECTORS

Name	Designation	Signature
Mr. Shailendra Kumar Gupta DIN : 06881720	Whole Time Director	
Mr. Surendra Kumar DIN: 06847192	Non Executive Non Independent Director	
Mr. Ashish DIN: 06847191	Independent Director	
Mr. Anil Kumar DIN: 06845311	Independent Director	

SIGNED BY THE COMPANY SECRETARY

Ms. Shitu Gupta

SIGNED BY THE CHIEF FINANCIAL OFFICER

Mr. Gaurav Kumar

Date: 28.05.2014

Place: Delhi