Plandai Biotechnology, Inc.
Form 10-Q
February 19, 2014
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(MARK ONE)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED: December 31, 2013

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______ to_______

Commission file number 000-51206

PLANDAÍ BIOTECHNOLOGY, INC.
(Name of small business issuer in its charter)

Nevada	**45-3642179**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2226 Eastlake Avenue East #156, Seattle, WA	**98102**
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: (435) 881-8734

Securities registered under Section 12(b) of the Exchange Act:	**None**
Securities registered under Section 12(g) of the Exchange Act:	**Common stock, par value $0.0001 per share** (Title of Class)

(Former name, former address and former fiscal year, if changed since last report)

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Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	¨	Smaller reporting company	x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of February 5, 2014, the issuer had 125,670,956 shares of its common stock issued and outstanding.

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PART 1 – FINANCIAL INFORMATION

Item 1. Financial Statements

PLANDAI BIOTECHNOLOGY, INC.

CONSOLIDATED BALANCE SHEETS

	December 31, 2013	**June 30, 2013**
	(Unaudited)	**(Audited)**
ASSETS		
Current Assets:		
Cash	$131,545	$498,917
Inventory	3,769	6,439
Accounts Receivable	7,007	13,638
Related Party Receivable	—	
Total Current Assets	142,321	518,994
Deposits	15,522	10,649
Other Assets	361,138	380,929
Fixed Assets – Net	8,212,899	7,924,910
Total Assets	$8,731,880	$8,835,482
LIABILITIES & STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts Payable and Accrued Expenses	$209,810	$516,007
Accrued Interest	12,472	93,184
Convertible Note Payable	323,480	103,500
Derivative Liability	2,131,663	45,227
Related Party Payables	1,501	145,822
Total Current Liabilities	2,678,926	903,740
Loans from Related Parties	482,958	501,518
Credit Line	—	752,503
Capitalized Lease Obligation	1,182,217	988,381
Long Term Debt, Net of Discount	10,085,791	9,173,702
TOTAL LIABILITIES	14,429,892	12,319,844
STOCKHOLDERS' DEFICIT		
Common Stock, authorized 500,000,000 shares, par value $.0001, 111,070,760 and 106,270,760 shares issued and outstanding as of December 31, 2013 and June 30, 2013	11,108	10,628
Additional Paid-In Capital	8,755,999	7,833,976
Stock Payable	1,056,600	261,600
Retained Deficit	(14,592,562)	(10,903,813)
Cumulative Foreign Currency Translation Adjustment	282,939	169,437
Total Stockholders' Deficit	(4,485,916)	(2,628,172)
Non-controlling Interest	(1,212,096)	(856,190)

Equity Allocated to Plandaí Biotechnology	(5,698,012)	(3,484,362)
Total Liabilities and Stockholders' Deficit	$8,731,880	$8,835,482

The accompanying notes are an integral part of these financial statements.

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PLANDAI BIOTECHNOLOGY, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended		Six Months Ended	
	December 31, 2013	December 31, 2012	December 31, 2013	December 31, 2012
Revenues	$13,187	$113,816	$240,002	$249,903
Cost of Sales	166,914	—	343,855	375,129
Gross Profit	(153,727)	113,816	(103,853)	(125,226)
Expenses:				
Salaries & Wages	914,004	115,513	1,038,196	170,465
Professional Services	31,498	180,884	71,206	150,799
Rent	116,060	—	241,625	—
Utilities	13,229	18,526	29,580	19,237
Insurance	15,245	—	32,473	72,959
Depreciation	49,235	14,412	99,278	46,680
General & Administrative	21,307	193,640	102,326	238,657
Total Expenses	1,160,578	522,975	1,614,684	698,797
Operating Loss	(1,314,305)	(409,159)	(1,718,537)	(824,023)
Other Income (Expense)				
Derivative Interest	(1,858,399)	—	(2,086,436)	2,653
Interest Expense	(147,860)	(33,576)	(239,682)	(105,692)
Net Loss	$(3,320,564)	$(442,735)	$(4,044,655)	$(927,062)
Loss Allocated to Non-controlling Interest	178,138	110,665	355,905	246,022
Net Loss, Adjusted	$(3,142,426)	$(332,070)	$(3,688,750)	$(681,040)
Other Comprehensive Income (loss):				
Foreign Currency Translation Adjustment	115,228	410	113,502	(9,372)
Comprehensive (Loss)	$(3,027,198)	$(331,660)	$(3,575,248)	$(690,412)
Basic & diluted loss per share	$(0.03)	$(0.00)	$(0.04)	$(0.01)
Weighted Avg. Shares Outstanding	106,270,760	110,895,300	106,270,760	110,895,300

The accompanying notes are an integral part of these financial statements.

PLANDAI BIOTECHNOLOGY, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	For the six months ended December 31, 2013	For the six months ended December 31, 2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$(4,044,655)	$(927,062)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	99,278	46,680
Forgiveness of Interest	—	4,426
Common Stock Issuable	795,000	—
Derivative Liability	2,086,436	—
Capitalized Lease Obligation	193,836	—
Foreign Currency Translation Adjustment	113,502	(9,372)
Increase in Prepaid Expenses	—	(41,133)
Decrease (Increase) in Accounts Receivable	6,632	(12)
Increase in Deposits	(4,874)	—
Decrease in Inventory	2,670	—
Decrease (Increase) in Other Assets	19,791	(19,450)
(Decrease)Increase in Accounts Payable and Accrued Expenses	(306,197)	20,272
(Decrease) Increase in Related Party Payables	(144,320)	150,790
Increase in Accrued Interest	49,288	26,970
Net Cash Used in Operating Activities	(1,133,613)	(747,891)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Deposits on Equipment	—	(415,818)
Purchase of Fixed Assets	(387,267)	(885,285)
Net Cash Used in Investing Activities	(387,267)	(1,301,103)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase in Long-term Debt, Net of Discount	912,088	2,133,088
Net Borrowings under Convertible Debt	219,980	—
Proceeds from the Sale of Common Stock	15,000	—
Net Borrowings under Credit Line	25,000	1,120,837
Loans from Related Parties	(18,560)	175,869
Net Cash Provided by Financing Activities	1,153,508	3,429,794
Net (Decrease) Increase in Cash and Cash Equivalents	(367,372)	1,380,800
Cash and Cash Equivalents at Beginning of Period	498,917	5,112
Cash and Cash Equivalents at End of Period	$131,545	$1,385,912

SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the year for:		
Interest	$—	$—
Income taxes	$—	$—

The accompanying notes are an integral part of these financial statements.

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PLANDAI BIOTECHNOLOGY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED DECEMBER 31, 2013

(UNAUDITED)

NOTE 1 - NATURE OF OPERATIONS AND GOING CONCERN

Plandaí Biotechnology, Inc.'s (the "Company" or "Plandaí") consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustment relating to recoverability and classification of recorded amounts of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company's continued existence is dependent upon its ability to continue to execute its operating plan and to obtain additional debt or equity financing. There can be no assurance the necessary debt or equity financing will be available, or will be available on terms acceptable to the Company.

Plandaí and its subsidiaries focus on the production of proprietary botanical extracts for the nutriceutical and pharmaceutical industries. The company grows much of the live plant material used in its products on a 3,000 hectare estate it operates under a 49-year notarial lease in the Mpumalanga region of South Africa. Plandaí uses a patented extraction process that is designed to yield highly bioavailable products of pharmaceutical-grade purity. The first product to be brought to market is Phytofare™ Catechin Complex, a green-tea derived extract that has multiple potential wellness applications. The company's principle holdings consist of land, farms and infrastructure in South Africa. The Company is actively pursuing additional financing and has had discussions with various third parties, although no firm commitments have been obtained. Management believes these efforts will generate sufficient cash flows from future operations to pay the Company's obligations and realize positive cash flow. There is no assurance any of these transactions will occur.

These financial statements should be read in conjunction with the Company's annual report for the year ended June 30, 2013 previously filed on Form 10-K. In management's opinion, all adjustments necessary for a fair statement of the results for the interim periods have been made. All adjustments made were of a normal recurring nature.

Organization

On November 17, 2011, the Company, through its wholly-owned subsidiary, Plandaí Biotechnologies, Inc., consummated a share exchange with Global Energy Solutions, Inc. (“GES”), an Irish corporation. Under the terms of the share exchange, GES received 76,000,000 shares of the Company’s common stock that had been previously issued to Plandaí in exchange for 100% of the issued and outstanding capital of GES. Concurrent with the share exchange, the Company sold its subsidiary, Diamond Ranch, Ltd., together with its wholly-owned subsidiary, Executive Seafood, Inc., to a former officer and director of Diamond Ranch. Under the terms of the sale, the purchasers assumed all associated debt as consideration. During the three months ended September 30, 2011 and through the date of the share exchange, Diamond Ranch, Ltd. and Executive Seafood, Inc. had negligible revenues from operations, generated a net loss of $126,000, and as of September 30, 2011, liabilities exceeded assets by over $5,000,000. The Company subsequently changed its name to Plandaí Biotechnology, Inc. and dissolved GES.

For accounting purposes, the share exchange has been treated as a reverse merger since the acquired entity now forms the basis for operations and the transaction resulted in a change in control, with the acquired company electing to become the successor issuer for reporting purposes. The accompanying financial statements have been prepared to reflect the assets, liabilities and operations of Plandaí Biotechnology, Inc. exclusive of Diamond Ranch Foods since the acquisition and sale were executed simultaneously. For equity purposes, the shares issued to acquire GES (76,000,000 shares) have been shown to be issued and outstanding since inception, with the previous balance outstanding (25,415,300 shares Common) treated as a new issuance as of the date of the share exchange. The additional paid-in capital and retained deficit shown are those of Plandaí and its subsidiary operations.

In management’s opinion, all adjustments necessary for a fair statement of the results for the presented periods have been made. All adjustments made were of a normal recurring nature.

Basis of Presentation

The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The accompanying financial statements represent the consolidated results of operations for the three and six months ended December 31, 2013.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

This summary of accounting policies for Plandaí Biotechnology, Inc. and its wholly-owned subsidiaries, is presented to assist in understanding the Company's financial statements. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Use of Estimates

The financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. In preparing the financial statements, management is required to make estimates and assumptions that effect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the balance sheet and statement of operations for the year then ended. Actual results may differ from these estimates. Estimates are used when accounting for allowance for bad debts, collect ability of accounts receivable, amounts due to service providers, depreciation and litigation contingencies, among others.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Revenue recognition

The Company presently derives its revenue from the sale of timber and agricultural products produced on its farm and tea estate holdings in South Africa. Revenue is recognized when the product is delivered to the customer. Once production of the Company’s Phytofare™ botanical extracts commences in 2014, revenues will be recognized when product is shipped.

Concentration of Credit Risk

The Company has no significant off-balance sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. The Company provides for depreciation and amortization using the straight-line method over the estimated useful lives of the related assets, which range from three to five years. Maintenance and repair costs are expensed as they are incurred while renewals and improvements which extend the useful life of an asset are capitalized. At the time of retirement or disposal of property and equipment, the cost and related accumulated depreciation and amortization are removed from the accounts and any resulting gain or loss is reflected in the results of operations.

Impairment of Long-Lived Assets

In accordance with ASC Topic 360, formerly SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets,* the Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be fully recoverable. The assessment of possible impairment is based on the Company’s ability to recover the carrying value of its assets based on estimates of its undiscounted future cash flows. If these estimated future cash flows are less than the carrying value of the asset, an impairment charge is recognized for the difference between the asset's estimated fair value and its carrying value. As of the date of these financial statements, the Company is not aware of any items or events that would cause it to adjust the recorded value of its long-lived assets for impairment.

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Earnings per Share

Basic gain or loss per share has been computed by dividing the loss for the period applicable to the common stockholders by the weighted average number of common shares outstanding during the years. At December 31, 2013, the Company had three convertible debentures outstanding that if-converted would result in 2,900,000 new common shares being issued. At June 30, 2013, the Company had one convertible debenture outstanding that if-converted would result in 340,984 new common shares being issued.

Income Taxes

The Company accounts for income taxes under ASC Topic 740, formerly SFAS No. 109, *Accounting for Income Taxes,* as clarified by ASC Topic 740, formerly FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes,* ("FIN No. 48"). Deferred tax assets and liabilities are determined based upon differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company adopted the provisions of ASC Topic 740, formerly FIN No. 48 on January 1, 2007. Previously, the Company had accounted for tax contingencies in accordance with Statement of Financial Accounting Standards No. 5, *Accounting for Contingencies.* As required by ASC Topic 450, formerly FIN No. 48, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. At the adoption date, the Company applied ASC Topic 740, formerly FIN No. 48 to all tax positions for which the statute of limitations remained open. As a result of the implementation of ASC Topic 740, formerly FIN No. 48, the Company did not recognize any change in the liability for unrecognized tax benefits.

The Company is subject to income taxes in the U.S. federal jurisdiction and that of South Africa. Tax regulations within each jurisdiction are subject to the interpretation of the related tax laws and regulations and require significant judgment to apply. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for the years before April 1, 2007.

The Company is not currently under examination by any federal or state jurisdiction.

The Company’s policy is to record tax-related interest and penalties as a component of operating expenses.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Emerging Growth Company

We qualify as an “emerging growth company” under the 2012 JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. As an emerging growth company, we can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period.

Fair Value of Financial Instruments

Fair value of certain of the Company’s financial instruments including cash and cash equivalents, accounts receivable, account payable, accrued expenses, notes payables, and other accrued liabilities approximate cost because of their short maturities. The Company measures and reports fair value in accordance with ASC 820, “Fair Value Measurements and Disclosure” defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosures about fair value investments.

Fair value, as defined in ASC 820, is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of an asset should reflect its highest and best use by market participants, principal (or most advantageous) markets, and an in-use or an in-exchange valuation premise. The fair value of a liability should reflect the risk of nonperformance, which includes, among other things, the Company's credit risk.

Valuation techniques are generally classified into three categories: the market approach; the income approach; and the cost approach. The selection and application of one or more of the techniques may require significant judgment and are primarily dependent upon the characteristics of the asset or liability, and the quality and availability of inputs. Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. ASC 820 also provides fair value hierarchy for inputs and resulting measurement as follows:

Level 1

Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities; The Company values it's available for sale securities using Level 1.

Level 2

Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3

Unobservable inputs for the asset or liability that are supported by little or no market activity and that are significant to the fair values.

Fair value measurements are required to be disclosed by the Level within the fair value hierarchy in which the fair value measurements in their entirety fall. Fair value measurements using significant unobservable inputs (in Level 3 measurements) are subject to expanded disclosure requirements including a reconciliation of the beginning and ending balances, separately presenting changes during the period attributable to the following: (i) total gains or losses for the period (realized and unrealized), segregating those gains or losses included in earnings, and a description of where those gains or losses included in earning are reported in the statement of income.

Advertising

Advertising costs are expensed as incurred.

Principles of Consolidation

Plandaí Biotechnology, Inc. and its subsidiaries, are encompassed in the following entities, which have been consolidated in the accompanying financial statements:

Cannabis Biosciences, Inc.	100% owned by Plandaí Biotechnology, Inc.
Phyto Nutricare, Inc.	100% owned by Plandaí Biotechnology, Inc.
Phyto Pharmacare, Inc.	100% owned by Plandaí Biotechnology, Inc.
Dunn Roman Holdings—Africa, Ltd	82% owned by Plandaí Biotechnology, Inc.
Breakwood Trading 22 (Pty) Ltd.	74% owned by Dunn Roman Holdings-Africa
Green Gold Biotechnologies (Pty) Ltd.	74% owned by Dunn Roman Holdings-Africa

During the year ended June 30, 2013, the Company determined that the entity, Global Energy Solutions, was unnecessary to operations and decided to dissolve that corporation, resulting in the stock of Dunn Roman Holdings-Africa being held directly by Plandaí. All liabilities were either satisfied or forgiven and all bank accounts closed. There were no operations in Global Energy Solutions during the periods presented. Global Energy Solutions was officially dissolved during the year ended June 30, 2013.

All intercompany balances have been eliminated in consolidation.

Straight-lining of Lease Obligation

Plandaí's subsidiaries have two long-term, material leases which either have escalating terms or include several months of "free" rent, including the 49-year notarial lease for the Senteeko Tea Estate. In accordance with US Generally Accepted Accounting Principles, the Company has calculated a straight-line monthly cost on the leases and recorded the corresponding difference between the amount actually paid and the amount calculated as a Capitalized Lease Obligation. As of December 31, 2013, the amount of this deferred liability was $1,182,217.

Recent Accounting Pronouncements

Recent accounting pronouncements that the Company has adopted or that will be required to adopt in the future are summarized below.

All recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA, and the SEC did not or are not believed by management to have a material impact on the Company's present or future financial statements.

NOTE 3 –LOANS FROM RELATED PARTIES

As of December 31, 2013, the Company had outstanding loans from its Chief Executive Officer in the amount of $482,958. These loans were provided for short-term working capital purposes, bear interest at rates between 8-10%, and mature on January 1, 2014. Subsequent to year end, the loans were converted into 2,036,000 shares of restricted common stock of the Company.

NOTE 4 - LINE OF CREDIT

During the year ended June 30, 2012, the company entered into a line of credit agreement for $500,000 which was later increased to $1,000,000. The line of credit matures on January 5, 2014 and bears interest at the rate of ten percent (10%) per annum. As of December 31, 2013, the balance drawn down on the credit line was $777,503 and accrued interest was $115,852. On December 31, 2013, the company converted the balance outstanding plus accrued interest into 5,000,000 shares of restricted common stock.

NOTE 5 – DEBENTURE PAYABLE

In May 2013, the Company issued an 8% interest rate convertible debenture in the amount of $103,500 which becomes due and payable in February 2014. The debenture is convertible into common stock of the Company at a discount of 42% off the market price of the Company's common stock six months after issuance (November 2013). The Company repaid the debenture in full on November 11, 2013.

On August 20, 2013, the Company executed two convertible promissory notes totaling $550,000. The notes bear interest at the rate of 8% per annum and become due and payable six months from the date of issuance. During the first 90 days from issuance, the notes are repayable without incurring any interest charges. As of December 31, 2013, the Company had been advanced $210,000 against the two notes. Subsequent to December 31, 2013, $150,000 of the unpaid principal plus accrued interest was converted into 2,717,035 shares of restricted common stock.

On November 13, 2013, the Company executed a convertible promissory note of $113,500, which includes prepaid interest of $10,000. The note bears interest at 10% per annum and is due and payable twelve months from the date of issuance. At the holder's option, the unpaid principal and interest can be converted into common stock at a 42% discount to market after six months.

The Company has recorded a derivative liability of $2,131,663 representing the estimate value of the shares over and above the amount of debentures that would be issued on conversion.

NOTE 6 – LONG-TERM DEBT

In June 2012, the Company, through the majority-owned subsidiaries of Dunn Roman Holdings, Inc., executed final loan documents on a 100 million Rand (approx. $13 million USD) financing with the Land and Agriculture Bank of South Africa. The total loan is comprised of multiple agreements totaling, between Green Gold Biotechnologies (Pty) Ltd. and Breakwood Trading 22(Pty) Ltd., 100 million rand. The loans all bear interest at the rate of prime plus 0.5% per annum and are all due in seven years. In addition, the loans have a 25-month “holiday” in which no payments or interest are due until 25 months after the first drawn down of funds. The loans are collateralized by the assets and operations, including the Senteeko lease, agriculture production and receivables of Dunn Roman Holdings, which is the African operating arm of Plandaí. In addition, Dunn Roman Holdings was required to grant a 15% profit share agreement to the Land Bank which extends through the duration of the loan agreements (7 years unless pre-paid). The profit share agreement extends only to profits generated by Dunn Roman Holdings exclusive of operations of Plandaí and outside of South Africa. By way of loan covenants, the borrowing entities are required to maintain a debt to equity ratio of 1.5:1, interest coverage ratio of 1.5:1, and security coverage ratio of 1:1.

As of December 31, 2013, a total of $8,128,526 had been drawn down against the loans by Green Gold Biotechnologies (Pty) Ltd., which was used to purchase fixed assets that will be employed in South Africa to produce the company’s botanical extracts. Additionally, $2,431,615 had been drawn down against the loans by Breakwood Trading22 (Pty) Ltd. to fund the rehabilitation of the Senteeko Tea Estate, including the repair of roads, bridges, and onsite worker housing, and the pruning, weeding and fertilizing of plantation.

During the year ended June 30, 2012, the Company issued 1,500,000 shares of restricted common stock to three individuals in exchange for shares of Dunn Roman Holdings stock which had been previously issued. The acquired Dunn Roman shares were then provided to thirds parties in order to comply with the BEE provisions associated with the loan from the Land Bank of South Africa, which required that 15% of Dunn Roman be black owned. The Company has therefore determined to treat the value of the shares issued to acquire the Dunn Roman stock ($585,000) as a cost of securing the financing and recorded as a loan discount which will be amortized over the life of the loan (7 years) once payment of the loan commences in July 2014.

As of December 31, 2013, the loan balance was:

Loan Principal	$10,420,791
Less: Discount	585,000
Net Loan per Books	$9,835,791

During the quarter ended December 31, 2013, the company borrowed $250,000 from an unrelated third party. The note bears interest at 6% per annum and is due June 30, 2015.

NOTE 7 – CURRENCY ADJUSTMENT

The Company's principal operations are located in South Africa and the primary currency used is the South African Rand. Accordingly, the financial statements are first prepared in using Rand and then converted to US Dollars for reporting purposes, with the average conversion rate being used for income statement purposes and the closing exchange rate as of December 31, 2013 applied to the balance sheet. Differences resulting from the fluctuation in the exchange rate are recorded as an offset to equity in the balance sheet. As of December 31, 2013, the cumulative currency translation adjustments were $282,939.

NOTE 8 – FIXED ASSETS

Fixed assets, stated at cost, less accumulated depreciation at December 31, 2013 consisted of the following:

	December 31, 2013
Total Fixed Assets	$8,421,830
Less: Accumulated Depreciation	(208,931)
Fixed Assets, net	$8,212,899

Depreciation expense

Depreciation expense for the three months ended December 31, 2013 was $49,235.

NOTE 9 – COMMON STOCK

During the six months ended December 31, 2013, the Company engaged in the following common stock transactions:

- A total of 50,000 shares of restricted common stock were issued in exchange for proceeds of $15,000.
- A total of 250,000 shares that had been issued in prior periods for services previously rendered were cancelled.
- A total of 5,000,000 shares of restricted common stock were issued in satisfaction of a credit line and accrued interest totaling $907,503.

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NOTE 10 – NON-CONTROLLING INTEREST

Plandaí owns 82% of Dunn Roman Holdings—Africa, which in turn owns 74% each of Breakwood Trading 22 (Pty, Ltd. and Green Gold Biotechnologies (Pty), Ltd., in order to be compliant with the Black Economic Empowerment rules imposed by the South African Land Bank. While the Company, under the Equity Method of Accounting, is required to consolidate 100% of the operations of its majority-owned subsidiaries, that portion of subsidiary net equity attributable to the non-controlling ownership, together with an allocated portion of net income or net loss incurred by the subsidiaries, must be reflected on the consolidated financial statements. On the balance sheet, non-controlling interest has been shown in the Equity Section, separated from the equity of Plandaí, while on the income statement, the non-controlling shareholder allocation of net loss has been shown in the Consolidated Statement of Operations.

NOTE 11 – CAPITALIZED LEASE OBLIGATIONS

In February 2012, the Company entered into a long-term (49 year) lease of tea, avocado, macadamia and timber plantation estates totaling roughly eight thousand acres in South Africa. Under the terms of the lease, the Company is required to pay annual rent of R250,000 ($30,000) plus an annual dividend of 26% of net income generated from the use of the property with a R500,000 ($60,000) annual minimum dividend. The first payment of R20,883 ($2,610) was due April 2012, but by mutual agreement this payment was extended until funding is received under the loan from the Land Bank of South Africa. On March 1, 2012, the Company entered into a 10 year lease for office space for its subsidiary Dunn Roman Holdings. Under the terms of the lease, payments are $2,500 a month.

Both of these leases either have escalating terms or included several months of “free” rent, including the 49-year notarial lease for the Senteeko Tea Estate. In accordance with US Generally Accepted Accounting Principles, the Company has calculated a straight-line monthly cost on the leases and recorded the corresponding difference between the amount actually paid and the amount calculated as a Capitalized Lease Obligation. As of December 31, 2013, the amount of this deferred liability was $1,182,217.

NOTE 12 – RELATED PARTY TRANSACTION

In addition to the loans payable and receivables as discussed above, the Company had the following related party transactions during the quarter ended December 31, 2013.

Office Lease

The Company leases its South African Office space from a trust of which one of the beneficiaries serves on the Board of Directors of Dunn Roman Holding—Africa, Ltd., a subsidiary of the Company. The lease agreement calls for monthly payments of $2,500. During the quarter ended December 31, 2013, a total of $4,971 was paid in rent expense.

Compensation to Officers and Management

Pursuant to three employment agreements executed on March 1, 2013 by the Company with two of its officers and one manager, the Company is also obligated to issue 4,000,000 common shares at the end of each completed year for services rendered to the Company. The Company valued the 4,000,000 shares at the closing stock price on the date of the executed agreement which was $0.06 per share. At December 31, 2013, the Company accrued compensation expense for services completed in the amount of $1,056,600, which has been recorded as Stock Subscription Payable.

NOTE 13 – SUBSEQUENT EVENTS

Management was evaluated subsequent events pursuant to the requirements of ASC Topic 855 and has determined that besides listed below, no material subsequent events exist through the date of this filing.

1. On February 4, 2014, the Company executed an stock purchase agreement in the amount of $15,300,000 which permits the Company to sell shares, at its option generally based on current market prices for the 30 month period commencing upon the execution of the stock purchase agreement, subject to the registration of resale of the underlying shares with the Securities and Exchange Commission. The Company received $300,000 in proceeds under the agreement in exchange for 480,000 shares of restricted common stock sold upon the execution of the stock purchase agreement.

2. On February 4, 2014, the Company closed on an agreement to acquire the license to the intellectual property and trade name associated with “Diego Pellicer.” Under the terms of the agreement, the Company granted warrants to purchase 5,000,000 shares of the Company’s stock at a purchase price of $0.01 per share.

3. On January 6, 2014, the Company retired $482,958 plus accrued interest payable to the Company’s chief executive officer in exchange for 2,036,000 shares of restricted common stock, which represented a conversion at the closing bid price. The debt obligation originated from a short-term working capital loan made in prior periods into the company’s subsidiary, Dunn Roman Holdings – Africa (Pty), Ltd.

4. In February 2014, the company issued a total of 700,000 shares of restricted common stock in exchange for cash proceeds of $300,000.

5. In February 2014, the company received a total of $850,000 in long-term debt financing. The loan bears interest at 6% and is payable June 30, 2015.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This statement includes projections of future results and "forward looking statements" as that term is defined in Section 27A of the Securities Act of 1933 as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934 as amended (the "Exchange Act"). All statements that are included in this Quarterly Report, other than statements of historical fact, are forward looking statements. Although management believes that the expectations reflected in these forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct.

BUSINESS

Plandaí Biotechnology, Inc., (the "Company") through its recent acquisition of Global Energy Solutions, Ltd. and its subsidiaries, focuses on the farming of whole fruits, vegetables and live plant material and the production of proprietary functional foods and botanical extracts for the health and wellness industry. Its principal holdings consist of land, farms and infrastructure in South Africa.

The Company was incorporated, as Jerry's Inc., in the State of Florida on November 30, 1942. The Company catered airline flights and operated coffee shops, lounges and gift shops at airports and other facilities located in Florida, Alabama and Georgia. The Company's airline catering services included the preparation of meals in kitchens located at, or adjacent to, airports and the distribution of meals and beverages for service on commercial airline flights. The Company also provided certain ancillary services, including, among others, the preparation of beverage service carts, the unloading and cleaning of plates, utensils and other accessories arriving on incoming aircraft, and the inventory management and storage of airline-owned dining service equipment. In March of 2004 we moved our domicile to Nevada and changed our name to Diamond Ranch Foods, Ltd. Diamond Ranch Foods, Ltd. was engaged in the meat processing and distribution industry. Operations consisted of packing, processing, custom meat cutting, portion controlled meats, private labeling, and distribution of our products to a diversified customer base, including, but not limited to; in-home food service businesses, retailers, hotels, restaurants and institutions, deli and catering operators, and industry suppliers. On November 17, 2011, the Company, through its wholly-owned subsidiary, Plandaí Biotechnologies, Inc. consummated a share exchange with Global Energy Solutions Corporation Limited, an Irish corporation. Under the terms of the Share Exchange, GES received 76,000,000 shares of Diamond Ranch that had been previously issued to Plandaí Biotechnologies, Inc. in exchange for 100% of the issued and outstanding capital of GES. On November 21, 2011, the Company filed an amendment to the articles of incorporation to change the name of the Company to Plandaí Biotechnology, Inc.

We will continue to seek to raise additional capital through the sale of common stock to fund the expansion of our company. There can be no assurance that we will be successful in raising the capital required and without additional funds we would be unable to expand our plant, acquire other companies, or further implement our business plan. In April 2012, through our subsidiary companies, we secured a 100 million Rand (approximately $13 million) financing with the Land and Agriculture Bank of South Africa which will be used to build infrastructure and further operations.

PRODUCTS AND SERVICES

Plandaí Biotechnologies has a proprietary technology that extracts a high level of bio-available compounds from organic matter including green tea leaves and most other organic materials. Numerous documented scientific studies have been conducted over the past ten years using this technology that releases bioavailable antioxidants and other phytonutrients in form the body can easily absorb. The Company intends to use its notarial leases to focuses on the farming of whole fruits, vegetables and live plant material and the production of Phytofare™ functional foods and botanical extracts for the health and wellness industry using its proprietary extraction technology.

The company is presently developing for market two unique extracts: Phytofare™ Catechin Complex and Phytofare™ Limonoid Glycoside Complex.

COMPETITION

The Company faces competition from a variety of sources. There are several large producers of farm products including green tea and there are numerous companies that develop and market nutraceutical products that include bio-available compounds including those from green tea extract. Many of these competitors benefit from established distribution, market-ready products, and greater levels of financing. Plandaí intends to compete by producing higher quality and higher concentration extracts, producing at lower costs, and controlling a vertically integrated market that includes all stages from farming through production and marketing.

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CUSTOMERS

Plandaí will market to end users as well as other nutraceutical companies that require high-quality bio-available extracts for their products. In addition, the Company anticipates having surplus farm products including avocado, and macadamia nuts.

SALES

For the three months ended December 31, 2013, revenues were $13,187 compared to revenues of $113,816 for the quarter ended December 31, 2012, a decrease of approximately $100,000. Sales consisted of timber from the company’s tea estate in South Africa. In the prior year, sales also included avocados and macadamia nuts. In 2013, the company subleased the farming of avocados and macadamia nuts to a third party, the proceeds from such lease being offset to rent expense.

Revenues for the six months ended December 31, 2013 were $240,002 which included $196,906 from the sale of a license agreement, compared to revenues of $249,903 for the six months ended December 31, 2012. Sales of Phytofare™ extracts are not expected to commence until spring 2014, when the commercial-grade extraction facility is completed.

Cost of sales for the quarter ended December 31, 2013 was $166,914, which consists of expenses incurred with managing and restoring the Senteeko Tea Estate. There were no such costs associated in the prior year as the company had not yet begun rehabilitating the property and therefore no associated farming costs. A third party harvested the fruit and timber and paid the company a fixed price per unit.

EXPENSES

Total expenses for the three months ended December 31, 2013 were $1,160,577 compared to $522,975 for the same period of the prior year, and increase of $637,602, or 122%. Expenses in 2013 consisted primarily of salaries and rent. Expenses were comparable from year to year with the exception of rent expense, which did not exist in 2012, and a reduction in professional services from 2012 to 2013. In addition, salary expense of $914,004 in 2013 included $795,000 recorded in connection with stock payable as part of management employment agreements. General and Administrative expenses in 2013 included a reduction due to the receipt of rent income from the macadamia and avocado farm and a rebate on insurance paid in prior periods.

Total expenses for the six months ended December 31, 2013 were $1,614,684 compared to $698,797 for the same period of the prior year, an increase of $915,887, or 131%. Expenses in 2013 consisted primarily of salaries and rent. Expenses were comparable from year to year with the exception of rent expense, which did not exist in 2012, and a reduction in professional services from 2012 to 2013. . In addition, salary expense of $1,1038,196 in 2013 included $795,000 recorded in connection with stock payable as part of management employment agreements

LIQUIDITY AND CAPITAL RESOURCES

For the six months ended December 31, 2013, the Company's cash used in operating activities totaled $1,133,613, which was primarily attributable to a loss from operations, and cash used in investing activities was $387,267, which consisted of the purchase of fixed assets to be used in production. Cash provided by financing activities was $1,153,508, generated an increase in long term borrowings. As of December 31, 2013, the Company had current assets of $142,321 compared to current liabilities of $2,678,926, of which $2,131,663 related to accrued derivative liability.

PLAN OF OPERATION

The Company's long-term existence is dependent upon our ability to execute our operating plan and to obtain additional debt or equity financing to fund payment of obligations and provide working capital for operations. In June 2012,[see Note 6 to financial statements] the Company through majority-owned subsidiaries of Dunn Roman Holdings Africa (Pty) Limited, executed final loan documents on a 100 million Rand (approx. $13 million USD) financing with the Land and Agriculture Bank of South Africa and has begun rehabilitating the Senteeko Tea Estate so that it can begin yielding green tea feedstock by the end of 2013. The Company has also commenced construction of the factory and associated equipment necessary to begin the extraction process on live botanical matter, including green tea and citrus, with a goal to have the factory completed by the end of March 2014.

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The loans all bear interest at the rate of prime plus 0.5% per annum and are all due in seven years. In addition, the loans have a 25-month "holiday" in which no payments or interest are due until 25 months after the first draw down of funds. The loans are collateralized by the assets and operations, including the Senteeko lease, agriculture production and receivables of Dunn Roman Holdings, which is the African operating arm of Plandaí. In addition, Dunn Roman Holdings was required to grant a 15% profit share agreement to the Land Bank which extends through the duration of the loan agreements (7 years unless pre-paid). The profit share agreement extends only to profits generated by Dunn Roman Holdings exclusive of operations of Plandaí and outside of South Africa. As of December 31, 2013, a total of $8,128,526 had been drawn down against the loans by Green Gold Biotechnologies (Pty) Ltd., which was used to purchase fixed assets that will be employed in South Africa to produce the Company's botanical extracts. Additionally, $2,431,615 had been drawn down against the loans by Breakwood Trading22 (Pty) Ltd. to fund the rehabilitation of the Senteeko Tea Estate, including the repair of roads, bridges, and onsite worker housing, and the pruning, weeding and fertilizing of plantation.

On February 4, 2014, the Company executed an stock purchase agreement in the amount of $15,300,000 which permits the Company to sell shares, at its option generally based on current market prices for the 30 month period commencing upon the execution of the stock purchase agreement, subject to the registration of resale of the underlying shares with the Securities and Exchange Commission. The Company received $300,000 in proceeds under the agreement in exchange for 480,000 shares of restricted common stock sold upon the execution of the stock purchase agreement.

CRITICAL ACCOUNTING POLICIES

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect our reported assets, liabilities, revenues, and expenses, and the disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Future events, however, may differ markedly from our current expectations and assumptions. While there are a number of significant accounting policies affecting our financial statements, we believe the following critical accounting policies involve the most complex, difficult and subjective estimates and judgments.

Revenue recognition

The Company derives its revenue from the production and sale of farm goods, raw materials and the sale of bioavailable extracts in both raw material and finished product form. Revenues are recognized when product is ordered and delivered. Product shipped on consignment is not counted in revenue until sold.

Intangible and Long-Lived Assets

We follow Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 360, "Property Plant and Equipment", which establishes a "primary asset" approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long lived asset to be held and used. Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Goodwill is accounted for in accordance with ASC Topic 350, "Intangibles – Goodwill and Other". We assess the impairment of long-lived assets, including goodwill and intangibles on an annual basis or whenever events or changes in circumstances indicate that the fair value is less than its carrying value. Factors that we consider important which could trigger an impairment review include poor economic performance relative to historical or projected future operating results, significant negative industry, economic or company specific trends, changes in the manner of our use of the assets the plans for our business, market price of our common stock, and loss of key personnel. We have determined that there was no impairment of goodwill during 2013 or 2012. The share exchange did not result in the recording of goodwill and there is not currently any goodwill recorded.

Potential Derivative Instruments

We periodically assess our financial and equity instruments to determine if they require derivative accounting. Instruments which may potentially require derivative accounting are conversion features of debt and common stock equivalents in excess of available authorized common shares.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Non-Controlling Interest

Plandaí owns 82% of Dunn Roman Holdings—Africa, which in turn owns 74% each of Breakwood Trading 22 (Pty, Ltd. and Green Gold Biotechnologies (Pty), Ltd., in order to be compliant with the Black Economic Empowerment rules imposed by the South African Land Bank. While the Company, under the Equity Method of Accounting, is required to consolidate 100% of the operations of its majority-owned subsidiaries, that portion of subsidiary net equity attributable to the non-controlling ownership, together with an allocated portion of net income or net loss incurred by the subsidiaries, must be reflected on the consolidated financial statements. On the balance sheet, non-controlling interest has been shown in the Equity Section, separated from the equity of Plandaí, while on the income statement, the non-controlling shareholder allocation of net loss has been shown in the Consolidated Statement of Operations.

Currency Translation Adjustment

The Company maintains significant operations in South Africa, where the currency is the Rand. The subsidiary financial statements are therefore converted into US dollars prior to consolidation with the parent entity, Plandaí Biotechnology, Inc. US GAAP requires that the weighted average exchange rate be applied to the foreign income statements and that the closing exchange rate as of the period end date be applied to the balance sheet. The cumulative foreign currency adjustment is included in the equity section of the balance sheet.

ITEM 3. QUANTITATIVE AND QUALITIVE DISCLOSURES ABOUT MARKET RISK RISKS RELATED TO OUR BUSINESS

This item is not applicable as we are currently a smaller reporting company.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) that are designed to be effective in providing reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (the “SEC”), and that such information is accumulated and communicated to our management to allow timely decisions regarding required disclosure.

In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute assurance of achieving the desired objectives. Also, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur cause of simple error or mistake. The design of any system of controls is based, in part, upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

As of December 31, 2013, we carried out an evaluation, under the supervision and with the participation of management, including our chief executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, management concluded that our disclosure controls and procedures are effective as of December 31, 2013 to cause the information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods prescribed by SEC, and that such information is accumulated and communicated to management, including our chief executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There was no change in our internal controls over financial reporting identified in connection with the requisite evaluation that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

This item is not applicable as we are currently considered a smaller reporting company.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the three months ended December 31, 2013, the Company sold 50,000 shares of unregistered, restricted common stock for proceeds of $15,000. Each of the recipients of those shares was an accredited investor, and each of the issuances of these shares was exempt from registration under the Securities Act in reliance on an exemption provided by Section 4(2) of that Act.

During the three months ended December 31, 2013, the Company also issued a total of 5,000,000 shares of unregistered, restricted common stock to satisfy a credit line obligation and accrued interest totaling $907,503. The recipient of those shares was an accredited investor, and the issuances of these shares was exempt from registration under the Securities Act in reliance on an exemption provided by Section 4(2) of that Act.

On January 15, 2014, the Company issued a total of 2,036,000 shares of unregistered restricted common stock to satisfy a loan obligation of $482,958. The recipient of those shares was an accredited investor, and the issuances of these shares was exempt from registration under the Securities Act in reliance on an exemption provided by Section 4(2) of that Act.

On January 30, 2014, the Company issued a total of 2,717,035 shares of unregistered restricted common stock satisfy loan obligations of $150,000. Each of the recipients of those shares was an accredited investor, and each of the issuances of these shares was exempt from registration under the Securities Act in reliance on an exemption provided by Section 4(2) of that Act.

In February 2014, the company issued a total of 8,640,000 shares of unregistered restricted common stock to employees, including officers of the company, under compensation agreements entered into in prior years. The value of these shares was accrued as Common Stock Issuable in the accompanying financial statements. Each of the recipients of those shares was an accredited investor, and each of the issuances of these shares was exempt from registration under the Securities Act in reliance on an exemption provided by Section 4(2) of that Act.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINING SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Plandaí Biotechnology, Inc. includes herewith the following exhibits:

Exhibit	Exhibit Description	Filed herewith
4.2	Amendment No. 1 to Registration Rights Agreement, dated as of February 4, 2014, by and between the Company and Lincoln Park Capital Fund, LLC.	X
31.1	Certification of the Chief Executive Officer pursuant to Rule 13A-14(A)/15D-14(A) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	X
31.2	Certification of the Chief Financial Officer pursuant to Rule 13A-14(A)/15D-14(A) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X
32.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002).	X
101.INS	XBRL Instance Document	X
101.SCH	XBRL Taxonomy Extension Schema Document	X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	X

101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Definition	X

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Plandaí Biotechnology, Inc.
(Registrant)

	By: /s/ Roger Duffield
	Roger Duffield, President
Date: February 19, 2014	(On behalf of the Registrant and as Principal Executive Officer)