Plandai Biotechnology, Inc.
Form 10-Q
May 20, 2013
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: March 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: (619)202-7456

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)

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 ¨

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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 May 10, 2013, the issuer had 110,645,300 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

	March 31, 2012	**June 30, 2012**
	(Unaudited)	**(Audited)**
ASSETS		
Current Assets:		
Cash	$574,760	$5,112
Inventory	6,742	—
Accounts Receivable	11,516	—
Total Current Assets	593,018	5,112
Deposits on Equipment	6,349,488	5,813,990
Other Assets	289,245	22,068
Fixed Assets – Net	1,202,514	215,837
Total Assets	$8,434,265	$6,057,007
LIABILITIES & STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts Payable and Accrued Expenses	$388,888	$64,322
Accrued Interest	74,276	28,219
Related Party Payables	217,237	7,940
Total Current Liabilities	680,401	100,481
Loans from Related Parties	527,358	402,903
Credit Line	2,208,703	614,168
Long Term Debt, Net of Discount	7,212,182	5,228,990
TOTAL LIABILITIES	10,628,644	6,346,542
STOCKHOLDERS' DEFICIT		
Common Stock, authorized 500,000,000 shares, $0.0001 par value $.0001, 110,645,300 shares issued and outstanding as of December 3, 2012 and 110,895,300 as of June 30, 2012	11,065	11,090
Additional Paid-In Capital	7,813,729	7,894,278
Retained Deficit	(9,505,268)	(8,134,698)
Cumulative Foreign Currency Translation Adjustment	138,061	4,225
Total Stockholders’ Deficit	(1,542,413)	(225,105)
Non-controlling Interest	(651,966)	(64,430)
Equity Allocated to Plandaí Biotechnology	(2,194,379)	(289,535)
Total Liabilities and Stockholders' Deficit	$8,434,265	$6,057,007

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

PLANDAI BIOTECHNOLOGY, INC.
STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended March 31, 2013	**Three Months Ended March 31, 2012**	**Nine Months Ended March 31, 2013**	**Nine Months Ended March 31, 2012**
Revenues	$65,850	$33,850	$313,716	$49,017
Cost of Goods	356,363	—	720,838	—
Gross Profit	(290,513)	33,850	(407,122)	49,017
Expenses:				
Salaries & Wages	115,487	2,172,726	308,523	2,215,450
Rent	189,153	—	216,803	—
Utilities	2,102	3,276	6,457	20,453
Research	—	—	23,098	—
Insurance	24,860	—	101,118	—
Professional Services	114,704	170,075	184,124	170,075
Depreciation	40,500	—	87,822	—
General & Administrative	180,206	122,194	445,740	150,505
Total Expenses	667,012	2,468,271	1,373,685	2,556,483
Operating Income (Loss)	(957,527)	(2,434,421)	(1,780,807)	(2,507,466)
Interest Expense	(73,519)	—	(179,952)	—
Other Income/(Expense)	—	—	2,653	—
Net Income (Loss)	$(1,031,044)	$(2,434,421)	$(1,958,106)	$(2,507,466)
Income (Loss) Allocated to Non-controlling Interest	$331,260	$7,507	$587,536	$26,569
Net Loss, Adjusted	$(699,784)	$(2,426,914)	$(1,370,570)	$(2,480,897)
Other Comprehensive Income (loss):				
Foreign Currency Translation Adjustment	127,614	(268)	133,836	(268)
Comprehensive Income (Loss)	$(572,170)	$(2,427,182)	$(1,236,735)	$(2,481,165)
Basic & diluted loss per share	$(0.01)	$(0.02)	$(0.01)	$(0.03)
Weighted Avg. Shares Outstanding	110,895,300	104,408,633	110,895,300	87,064,120

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

PLANDAI BIOTECHNOLOGY, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	For the nine months ended March 31, 2013	**For the nine months ended March 31,** 2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$(1,370,570)	$(2,480,897)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	87,822	229
Loss Allocated to Non-controlling Owners	(587,536)	(26,569)
Stock Issued for Services	(85,000)	2,283,600
Stock Issued to Retire Third Party Debt	—	69,300
Foreign Currency Translation Adjustment	133,836	—
Forgiveness of Interest	4,426	—
Decrease in Prepaid Expenses	22,068	—
Increase in Accounts Receivable	(11,516)	—
Increase in Inventory	(6,742)	—
Increase in Other Assets	(289,244)	—
Increase in Accounts Payable and Accrued Expenses	324,566	15,819
Increase in Related Party Payables	209,297	—
Increase in Accrued Interest	46,057	—
Net Cash Provided by (Used in) Operating Activities	(1,522,536)	(138,458)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Deposits on Equipment	(535,498)	—
Repayment of Loans to Related Parties	—	10,265
Purchase of Fixed Assets	(1,074,499)	(805)
Net Cash Used in Investing Activities	(1,609,997)	9,460
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase in Long-term Debt, Net of Discount	1,983,192	—
Net Borrowings under Credit Line	1,594,535	—
Loans from Related Parties	124,454	142,725
Net Cash Provided by (Used in) Financing Activities	3,702,181	142,725
Net (Decrease) Increase in Cash and Cash Equivalents	569,648	13,727
Cash and Cash Equivalents at Beginning of Period	5,112	172
Cash and Cash Equivalents at End of Period	$574,760	$13,899

NON-CASH TRANSACTIONS

Stock issued in share exchange	$—	$1,143
Stock issued for prepaid expenses	$—	$582,500
Stock issued to retire debt	$—	$69,300
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$—	$—
Taxes	$—	$—

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

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PLANDAI BIOTECHNOLOGY, INC.

CONSOLIDATED STATEMENTS OF EQUITY

	Common Stock	Additional	Foreign	Cummulative			
	Shares	Amount	Paid-in Capital	Currency Translation	Minority Interest	Retained Deficit	Total
Balance June 30, 2011 (Audited)	76,000,000	$7,600	$4,195,610	$—	$(14,771)	$(4,410,050)	$(221,611)
Deemed capital contribution from forgiveness of related party debt	—	—	139,458	—	—	—	139,458
Stock issued on share exchange November 17, 2011	25,415,300	2,542	(2,542)	—	—	—	—
Foreign currency translation adjustment	—	—	—	4,225	—	—	4,225
Shares issued as loan origination fee	1,500,000	150	584,850				585,000
Shares issued for services	7,980,000	798	2,976,902	—	—	—	2,977,700
Net loss	—	—	—	—	(49,659)	(3,724,648)	(3,774,307)
Balance June 30, 2012 (Audited)	110,895,300	11,090	7,894,278	4,225	(64,430)	(8,134,698)	(289,535)
Cancelled shares	(250,000)	(25)	(84,975)				
Foreign currency translation adjustment	—	—	—	133,836	—	—	(43,044)
Forgiveness of interest	—	—	4,426	—	—	—	4,426
Net loss	—	—	—	—	(587,536)	(1,370,570)	(1,866,227)
Balance March 31, 2013 (Unaudited)	110,645,300	$11,065	$7,813,729	$138,061	$(651,966)	$(9,505,268)	$(2,194,379)

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

PLANDAI BIOTECHNOLOGY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED MARCH 31, 2013

(UNAUDITED)

NOTE 1 - NATURE OF OPERATIONS AND GOING CONCERN

Plandaí Biotechnology, Inc.'s (the "Company") 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 Biotechnology, Inc., 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 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, 2012 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 and Basis of Presentation

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 December 31, 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 December 31, 2011, liabilities exceeded assets by over $5,000,000. The Company subsequently changed its name to Plandaí Biotechnology, Inc.

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 GES 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. As a result of the share exchange, the Company changed its fiscal year end to coincide with that of GES, which is June 30. The accompanying financial statements therefore represent the results of operations for the three and nine months ended March 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. The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured. There are no price incentives and the product can only be returned if defective. As the Company does not believe defective merchandise is likely an allowance has not been recognized. Revenue is recognized on a gross basis with corresponding costs of goods as a reduction to revenue in cost of sales.

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 asset 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.

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:

Global Energy Solutions, Ltd.I00% owned by Plandaí Biotechnology, Inc.

Dunn Roman Holdings—Africa, Ltd 82% owned by Plandaí Biotechnology, Inc.

Breakwood Trading 22 (Pty) Ltd.O4% owned by Dunn Roman Holdings-Africa

Green Gold Biotechnologies (Pty) Ltd.O4% owned by Dunn Roman Holdings-Africa

Subsequent to June 30, 2012, 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 three months ended March 31, 2013. As of March 31, 2013, Global Energy Solutions had been dissolved.

All intercompany balances have been eliminated in consolidation.

Foreign Currency Translation

Financial Accounting Statement No. 52, Foreign Currency Translation (FAS 52), sets forth the appropriate accounting treatment under U.S. GAAP for companies that consolidate the results of foreign operations denominated in local currencies. FAS 52 requires that all assets and liabilities be translated at the current spot rate at the date of translation. Equity items, other than retained earnings, are translated at the spot rates in effect on each related transaction date. Retained earnings are translated at the weighted-average rate for the relevant year and income statement items are translated at the average rate for the period, except where specific identification is practicable. The resulting adjustment is not recognized in current earnings, but rather as a component of other comprehensive income.

Non-Controlling Interest

Statement of Financial Accounting Standards No. 160, *Non-controlling Interests in Consolidated Financial Statements,* establishes standards for accounting for noncontrolling interest, sometimes called a minority interest, which is that portion of equity in a subsidiary not attributable, directly or indirectly, to a parent. FAS 160 requires that the minority portion of equity and net income/loss from operations of consolidated entities be reflected in the financial statements. The Company previously adopted FAS 160 and has reflected the impact in the accompanying consolidated financial statements.

NOTE 3 – LOANS FROM RELATED PARTIES

As of March 31, 2013, the Company has outstanding loans to various related parties in the amount of $527,358. These loans were provided for short-term working capital purposes, bear interest at 4%, and become payable once the Company's obligation to the Land & Agriculture Bank of South Africa has been repaid. Accordingly, this balance has been classified as a long liability as of March 31, 2013. During the nine months ended March 31, 2013, the Company and the note holders agreed forgive $4,426 in interest expense, which was reflected as an increase in Paid In Capital since the note holders were related parties.

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 March 31, 2013, the balance drawn down on the credit line was $752,503 and accrued interest was $73,337.

The remaining balance of Line of Credit, $1,456,200, relates to borrowings under the credit facility provided by the Land and Agriculture Bank of South Africa (see Note 5).

NOTE 5 – 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 March 31, 2013, a total of $7,797,182 has been drawn down against the loans by Green Gold Biotechnologies (Pty) Ltd., which was used to purchased fixed assets that will be employed in South Africa to produce the company's botanical extracts.

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).

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

Loan Principle	$7,797,182
Less: Discount	(585,000)
Net Loan per Books	$7,212,182

NOTE 6 – CURRENCY ADJUSTMENT

The Company's principle 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 March 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 March 31, 2013, the cumulative currency translation adjustments were $138,061.

NOTE 7 – FIXED ASSETS

Fixed assets, stated at cost, less accumulated depreciation at March 31, 2013 and June 30, 2012 consisted of the following:

	March 31, 2013	June 30, 2012
Fixed Assets	$ 1,284,172	$ 215,837
Less: accumulated depreciation	(81,658)	-
	$ 1,202,514	$ 215,837

Depreciation expense for the nine months ended March 31, 2013 was $87,822. Depreciation expense for the year ended June 30, 2012 was $0. The Company has not begun depreciating the leasehold improvements because they have not been completed as of March 31, 2013. Once completed, the company will begin to amortize over the life of the lease.

NOTE 8 – DEPOSIT ON EQUIPMENT

Deposit on Equipment consists of machinery and equipment necessary for production. A deposit of $6,349,488 has been paid via a loan from Land Bank described in Note 6. Delivery is expected to be completed by the end of August 2013.

NOTE 9 – MINORITY 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 minority 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, minority interest has been shown in the Equity Section, separated from the equity of Plandaí, while on the income statement, the minority shareholder allocation of net loss has been shown in the Consolidated Statement of Operations.

NOTE 10 – RELATED PARTY TRANSACTION

The Company had the following related party transactions during the nine months ended March 31, 2013:

- Payables totaling $217,237 which consists primary of amounts owed to a company controlled by an officer and director of the company which paid certain expenses on behalf of the company.
- As of March 31, 2013, the Company has outstanding loans from the Company's Chief Executive Officer in the amount of $527,358. These loans were provided for short-term working capital purposes and bear interest at a rate of 4%. The loans cannot be called until the Company's obligations under the Land & Agriculture Bank of South Africa have been met.
- 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 call for monthly payments of R16,000. During the nine months ended March 31, 2013, a total of R144,000 ($16,600) was paid in rent expense.
- In June 2012, the Company ordered machinery and equipment from CRS Technology, Inc., a company controlled by an officer and director of the Company. A deposit of approximately $5,632,240 was paid from proceeds from the Land and Agriculture Bank of South Africa (see Note 5).

NOTE 11 – SEGMENT INFORMATION

Geographical Locations

The following information summarizes the financial information regarding Plandai Biotechnology Inc. and its three South African Subsidiaries as of and for the nine months ended March 31, 2013:

	South Africa	United States
Assets	$ 8,433,573	$ 692
Liabilities	9,620,127	1,008,516
Revenues	313,716	-
Expenses	$ 1,167,959	$ 375,615

NOTE 12 – COMMON STOCK

The Company is authorized to issue 500,000,000 common shares with a par value of $0.0001.

During the quarter ended March 31, 2013, the Company cancelled 250,000 shares of common stock that had been issued in the prior year for services to be performed. Those services were never rendered, resulting in the shares being returned to the company and cancelled. The value of the shares was previously recorded as an $85,000 operating expense. In the three months ended March 31, 2013, the Company recorded an $85,000 reduction in operating expenses.

NOTE 13 – SUBSEQUENT EVENTS

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

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 principle 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.

DISPOSITION OF SUBSIDIARY

On November 17, 2011, the Company sold its subsidiary, Diamond Ranch, Ltd., together with its wholly-owned subsidiary, Executive Seafood, Inc. to the former officer and director of Diamond Ranch. Under the terms of the sale, the purchaser assumed all associated debt as consideration. During the three and six months prior to their disposition, Diamond Ranch, Ltd. and Executive Seafood, Inc. had negligible revenues from operations, generated a net loss of $126,000, and as of the date of disposition, liabilities exceeded assets by over $5,000,000.

As a result of the Share Exchange Agreement and disposition of Diamond Ranch, Ltd., the operations of Plandaí Biotechnology, Inc. for all periods presented consists exclusively of Plandaí Biotechnologies, Inc,. and its subsidiaries exclusive of Diamond Ranch.

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 Extract 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.

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 and nine months ended March 31, 2013, revenues were $65,850 and $313,716, respectively, which consisted of sales of avocados, macadamia nuts and timber from the company’s tea estate in South Africa. There was $33,850 and $49,017 in revenues generated in the three and nine months ended March 31, 2012, respectively, also from the sale of avocados, macadamia nuts and timber. The increase in the current periods resulted from production increases due to proper fertilization, pest control, and prunding, and the expansion of timber production. Sales of Phytofare™ extracts are not expected to commence until Fall 2013, when the commercial-grade extraction facility is completed and the first usable tea leaf is ready for harvest.

EXPENSES

Our total expenses for the three and nine months ended March 31, 2013 were $667,012 and $1,373,685, respectively, which consisted primarily of salaries, rent, professional services and general and administrative expenses associated with managing the rehabilitation of the tea estate. For the three and nine months ended March 31, 2012, expenses were $2,468,271 and $2,556,483, respectively, which mostly consisted of the recording of stock issued to employees for prior services. Expenses decreased 73% in the quarter ended March 31, 2013 over 2012 primarily due to a reduction in compensation expense of $2,057,239 resulting from the recording of stock for services, which was offset by an increase in rent expense of $189,153.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity is the ability of a company to generate adequate amounts of cash to meet its needs for cash. The following table provides certain selected balance sheet comparisons between March 31, 2013 and June 30, 2012:

	March 31, 2013	**June 30, 2012**	**$ Change**	**% Change**
Working Capital	(87,383)	(95,369)	(7,986)	(8.3%)
Cash	574,760	5,112	569,648	Over 100%
Total Current Assets	593,018	27,180	565,838	Over 100%
Total Assets	8,434,265	6,057,007	2,377,258	39.2%
Accounts payable and accrued liabilities	680,401	100,481	579,920	Over 100%
Loan from related parties	527,358	402,903	124,455	30.9%
Credit Line	2,208,703	614,168	1,594,535	259.6%
Long-term debt, net of discount	7,212,182	5,228,990	1,983,192	37.9%
Total current liabilities	680,401	100,481	579,920	Over 100%
Total liabilities	10,628,644	6,346,542	4,282,102	67.5%

At March 31, 2013, our working capital decreased as compared to June 30, 2012 primarily as a result of an increase in current liabilities of $579,920. The increase in current liabilities was due from the increase in accounts payables and accrued expenses which were the result of increased costs incurred for the preparation of operational activity.

Operating Activities

For the nine months ended March 31, 2013, the Company's cash used in operating activities totaled $1,522,536. Non-cash items totaled approximately $151,966 which included the following:

- $87,822 of depreciation
- $587,536 of loss allocated to non-controlling owners which represent the minority interest in the Company’s subsidiaries.
- $85,000 representing the value of shares issued to consultants for services rendered to the Company
- $133,836 in foreign currency translation adjustment
- $4,426 in forgiveness of interest
- $22,068 decrease in prepaid expenses
- $11,516 increase in accounts receivable
- $6,742 increase in inventory which represent the avocadoes, timber, and nuts that are being stored in the warehouse
- $289,244 increase in other assets which include deposits and VAT

- $324,566 increase in accounts payable and accrued expenses
- $209,297 increase in related party payables
- $46,057 increase in accrued interest

Investing Activities

Cash used in investing activities was $1,609,997 which consisted of $1,074,499 in fixed asset purchases and $535,498 in deposits on equipment.

Financing Activities

Cash provided by financing activities was $3,702,181 which consisted of $1,983,192 of advances on the loan from the Land and Agriculture Bank of South Africa, $1,594,535 of draw downs on a line of credit, and $124,454 in loans from related parties.

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 April 2012, 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 Autumn 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 Spring, 2013. Once the facility is tested and operational, the company will commence processing Phytofare™ Catechin Extract in Fall 2013, when the first tea is ready for harvest.

Management anticipates that it will require additional infusions of capital in order to meet the Company’s long terms and short term operational objectives. Discussions are underway to license aspects of the technology, borrow funds, and secure grants for research and development, a combination of which enable the Company to continue implementing its business plan.

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. The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured. The Company mainly sells to retailers. There are no price incentives and the product can only be returned if defective. As the Company does not believe defective merchandise is likely an allowance has not been recognized. Revenue is recognized on a gross basis with corresponding costs of goods as a reduction to revenue in cost of sales.

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 or 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 2011 or 2010. 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.

Minority 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 minority 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, minority interest has been shown in the Equity Section, separated from the equity of Plandaí, while on the income statement, the minority 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

We Have Historically Lost Money and Losses May Continue in the Future

We have historically lost money. The loss for the fiscal year ended June 30, 2012 was $3,774,307 and future losses are likely to occur. Accordingly, we may experience significant liquidity and cash flow problems if we are not able to raise additional capital as needed and on acceptable terms. No assurances can be given we will be successful in reaching or maintaining profitable operations.

We Will Need to Raise Additional Capital to Finance Operations

Our operations have relied almost entirely on external financing to fund our operations. Such financing has historically come from a combination of borrowings and from the sale of common stock and assets to third parties. We will need to raise additional capital to fund our anticipated operating expenses and future expansion. Among other things, external financing will be required to cover our operating costs. We cannot assure you that financing whether from external sources or related parties will be available if needed or on favorable terms. The sale of our common stock to raise capital may cause dilution to our existing shareholders. Our inability to obtain adequate financing will result in the need to curtail business operations. Any of these events would be materially harmful to our business and may result in a lower stock price.

There is Substantial Doubt About Our Ability to Continue as a Going Concern Due to Recurring Losses and Working Capital Shortages, Which Means that We May Not Be Able to Continue Operations Unless We Obtain Additional Funding

The report of our independent accountants on our June 30, 2012 financial statements include an explanatory paragraph indicating that there is substantial doubt about our ability to continue as a going concern due to recurring losses and working capital shortages. Our ability to continue as a going concern will be determined by our ability to obtain additional funding. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Our Common Stock May Be Affected By Limited Trading Volume and May Fluctuate Significantly

There has been a limited public market for our common stock and there can be no assurance that an active trading market for our common stock will develop. As a result, this could adversely affect our shareholders' ability to sell our common stock in short time periods, or possibly at all. Our common stock has experienced, and is likely to experience in the future, significant price and volume fluctuations that could adversely affect the market price of our common stock without regard to our operating performance. In addition, we believe that factors such as quarterly fluctuations in our financial results and changes in the overall economy or the condition of the financial markets could cause the price of our common stock to fluctuate substantially. Substantial fluctuations in our stock price could significantly reduce the price of our stock.

There is no Assurance of Continued Public Trading Market and Being a Low Priced Security may Affect the Market Value of Our Stock

To date, there has been only a limited public market for our common stock. Our common stock is currently quoted on the OTCBB. As a result, an investor may find it difficult to dispose of, or to obtain accurate quotations as to the market value of our stock. Our stock is subject to the low-priced security or so called "penny stock" rules that impose additional sales practice requirements on broker-dealers who sell such securities. The Securities Enforcement and Penny Stock Reform Act of 1990 requires additional disclosure in connection with any trades involving a stock defined as a penny stock (generally, according to recent regulations adopted by the SEC, any equity security that has a market price of less than $5.00 per share, subject to certain exceptions that we no longer meet). For example, brokers/dealers selling such securities must, prior to effecting the transaction, provide their customers with a document that discloses the risks of investing in such securities. Included in this document are the following:

- the bid and offer price quotes in and for the "penny stock," and the number of shares to which the quoted prices apply,

- the brokerage firm's compensation for the trade, and

- the compensation received by the brokerage firm's sales person for the trade.

In addition, the brokerage firm must send the investor:

- a monthly account statement that gives an estimate of the value of each "penny stock" in the investor's account, and

- a written statement of the investor's financial situation and investment goals.

If the person purchasing the securities is someone other than an accredited investor or an established customer of the broker/dealer, the broker/dealer must also approve the potential customer's account by obtaining information concerning the customer's financial situation, investment experience and investment objectives. The broker/dealer must also make a determination whether the transaction is suitable for the customer and whether the customer has sufficient knowledge and experience in financial matters to be reasonably expected to be capable of evaluating the risk of transactions in such securities. Accordingly, the Commission's rules may limit the number of potential purchasers of the shares of our common stock.

Resale restrictions on transferring "penny stocks" are sometimes imposed by some states, which may make transaction in our stock more difficult and may reduce the value of the investment. Various state securities laws pose restrictions on transferring "penny stocks" and as a result, investors in our common stock may have the ability to sell their shares of our common stock impaired.

There can be no assurance we will have market makers in our stock. If the number of market makers in our stock should decline, the liquidity of our common stock could be impaired, not only in the number of shares of common stock which could be bought and sold, but also through possible delays in the timing of transactions, and lower prices for the common stock than might otherwise prevail. Furthermore, the lack of market makers could result in persons being unable to buy or sell shares of the common stock on any secondary market.

We Could Fail to Retain or Attract Key Personnel

Our future success depends in significant part on the continued services of Roger Duffield, our Chief Executive Officer. We cannot assure you we would be able to find an appropriate replacement for key personnel. Any loss or interruption of our key personnel's services could adversely affect our ability to develop our business plan. We have no employment agreements or life insurance on Mr. Duffield.

Nevada Law and Our Charter May Inhibit a Takeover of Our Company That Stockholders May Consider Favorable

Provisions of Nevada law, such as its business combination statute, may have the effect of delaying, deferring or preventing a change in control of our company. As a result, these provisions could limit the price some investors might be willing to pay in the future for shares of our common stock.

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 because 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 the end of the period covered by this report, 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 June 30, 2012 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 in not applicable as we are currently considered a smaller reporting company.

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

None during the three months ended March 31, 2013.

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:

			Incorporated by reference			
Exhibit	**Exhibit Description**	**Filed herewith**	**Form**	**Period ending**	**Exhibit**	**Filing date**
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
32.2	Certification of Chief Financial Officer pursuant to 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				

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: May 20, 2013	(On behalf of the Registrant and as Principal Executive Officer)