

*TOGETHER WE GROW...  
FOR BETTER TOMORROW!*

26th  
**Annual Report**  
**2017-18**



**If Undelivered, Please return to  
OMEGA AG-SEEDS (PUNJAB) LIMITED**  
6-3-1099/1/2/3, Flat # 203  
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**OMEGA AG-SEEDS (PUNJAB) LIMITED**



**OMEGA AG-SEEDS (PUNJAB) LIMITED**

**26<sup>th</sup> ANNUAL REPORT  
2017-2018**



**BOARD OF DIRECTORS**

1)	Mr. Lakshmanarao Kondaveti	Managing Director
2)	Mr. Rakesh Kumar Jain	Independent Director
3)	Mr. Muppavarapu Chowdary	Independent Director
4)	Mr. Veera Venkata Satyanarayana Aakana	Wholetime Director & CFO (w.e.f.30/05/2017)
5)	Mrs. Geetha Rukmini Vankadaru	Woman Director (w.e.f.30/06/2018)
6)	Mr. Ahcuta Ramaiah Ramaiah Pavuluri	(Ceased w.e.f 22/06/2018)
7)	Mr. Bollina Chandra Subhash	(Ceased w.e.f 22/06/2018)
8)	Mrs. Leena Nitin Parekh	(Ceased w.e.f 14/02/2018)

**AUDITORS:**

M/s. Mudili Vijaya Krishna & Associates  
Chartered Accountants  
Vijayawada

**REGISTERED OFFICE:**

6-3-1099/1/2/3, Flat No. 203,  
Bhavya's VarunSargam Villa,  
Somajiguda, Rajbhavan Road,  
Hyderabad, Telangana-500082  
E-mail: [info@omegaagriseeds.com](mailto:info@omegaagriseeds.com)

**BANKERS**

ING Vysya Bank

**CIN** : L01119TG1992PLC082816

**LISTING** : Bombay Stock Exchange Limited

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## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of OMEGA AG-SEEDS (PUNJAB) LIMITED will be held on Saturday, the 29<sup>th</sup> September, 2018, at 10.00 A.M. at Hotel Meghacity situated at 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad - 500029, Telangana to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the company for the financial year ended 31<sup>st</sup> March, 2018, the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of Director in place of Mr. Lakshmanarao Kondaveti who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification the following resolution as a Ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Vankadaru Geetha Rukmini (DIN: 08162647) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30<sup>th</sup> June, 2018 and who holds office up to the date of next Annual General Meeting of the Company, in terms of Section 161 of Companies Act, 2013 (“the Act”), but who is eligible for the appointment, be and is hereby appointed as Director of the Company.”

By Order of the Board  
For **Omega AG Seeds (Punjab) Limited**

Place : Hyderabad

Date : 16.08.2018

**Sd/-**  
**[Lakshmanarao Kondaveti]**  
Managing Director  
DIN: 07706939

### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
2. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
3. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of the Annual General Meeting.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, 22<sup>nd</sup> September, 2018 to Tuesday, 25<sup>th</sup> September, 2018** both days inclusive for the purpose of the Annual General Meeting of the Company.
5. The Members are requested to:
  - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited at E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai - 400072 in respect of their holdings in physical form.
  - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
  - (c) Non-Resident Indian Members are requested to inform M/s. Bigshare Services Private Limited immediately of the change in residential status on return to India for permanent settlement.
  - (d) Register their email address and changes therein from time to time with M/s. Bigshare Services Private Limited. for shares held in physical form and with their respective Depository Participants for shares held in demat form.
6. Members/proxies are requested to hand over the duly filled-in and signed Attendance Slip, at the entrance of the Hall while attending the meeting.
7. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Bigshare Services Private Limited and have it duly filled and sent back to them.
8. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ re-appointment
9. Corporate members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. Electronic copy of the Annual Report for 2017-18 is being sent to all Members whose email ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 26<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy

of the same. For Members who have not registered their email addresses, physical copies of the Notice of 26<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

### **Steps for e-voting**

#### **ELECTRONIC VOTING FACILITY.**

Pursuant to Provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 any other modifications and enactments thereof, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the 26<sup>th</sup> Annual General Meeting to be held on Saturday, 29<sup>th</sup> September, 2018 at 10.00 a.m. at Hotel Meghacity situated at 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad - 500029, Telangana. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.co.in>. The e-voting particulars are as follows.

EVSN (E-VOTING SEQUENCE NUMBER)	PAN / Sequence No.	USER ID (DEMAT NUMBER / FOLIO NUMBER)	BANK ACCOUNT DETAILS AS AVAILABLE WITH THE COMPANY (OR) FOLIO NUMBER

Please read the instructions before exercising the vote which are printed hereunder.  
The procedure and instructions for e-voting:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "OMEGA AG SEEDS (PUNJAB) LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the Sequence Number in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) Click on the EVSN for the relevant OMEGA AG SEEDS (PUNJAB) LIMITED on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**The voting period begins on Wednesday the 26<sup>th</sup> September, 2018 from 9.00 a.m. and ends on Friday the 28<sup>th</sup> September, 2018 at 5.00 p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 22<sup>nd</sup> September, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Sri Uppalapati Satish, Practicing Company Secretary (CP No.16205), Company Secretary in Practice, Hyderabad has been appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

#### **Important Communication to Shareholders**

The Ministry of Corporate Affairs, Govt. of India (MCA) as a part of its "Green Initiative in the Corporate Governance", has allowed paperless compliances by companies, permitting service of all notices/documents including Annual Reports by Companies to its shareholders, through electronic mode instead of physical mode. Shareholders are therefore requested to register their e-mail addresses, Permanent Account Number (PAN), Phone Numbers in respect of their electronic holdings through their concerned Depository Participants (DPs), to support the Green Initiative of the Government.

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**Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at annual general meeting to be held on 29<sup>th</sup> September 2018**

**ITEM NO.4**

During the year, the Board of Directors of the Company has appointed Mrs. Vankadaru Geetha Rukmini (DIN: 08162647) as an Additional Director of the Company at their meeting held on the 30<sup>th</sup> June, 2018. She holds office up to the date of ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.

In this regard the Company has received request in writing from a member of the company proposing Mrs. Vankadaru Geetha Rukmini candidature for appointment as an Additional Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013 along with requisite fee.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mrs. Vankadaru Geetha Rukmini as an Additional Director on the Board of the Company with effect from June 30, 2018.

The appointment will be valid subject to approval of the members of the Company at general meeting. Further, considering the qualifications and experience of Mrs. Vankadaru Geetha Rukmini, your Board thought it fit to appoint her as an Additional Director of the Company.

Accordingly the Board of Directors recommends the resolution in relation to the appointment of an Additional Director set out in the said item 4 for the approval of the members of the Company.

None of the directors, key managerial personnel and their relatives except Mrs. Vankadaru Geetha Rukmini interested or concerned directly or indirectly in the said resolutions set out at item No.4.

By Order of the Board  
For **Omega AG Seeds (Punjab) Limited**

Place : Hyderabad  
Date : 16.08.2018

Sd/-  
**[Lakshmanarao Kondaveti]**  
Managing Director  
DIN: 07706939

**Annexed to the Notice**

**Details of the Directors seeking for appointment / re-appointment at the Twenty Sixth Annual General Meeting pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015**

<b>Name of Director</b>	Mrs. Geetha Rukmini Vankadaru
<b>Date of Birth</b>	16 <sup>th</sup> January, 1975
<b>Date of Appointment</b>	30 <sup>th</sup> June, 2018
<b>Expertise in specific functional areas</b>	General Administration
<b>Qualification</b>	SSC
<b>No. of Equity Shares held in the Company</b>	50000
<b>Directorships in other companies</b>	Nil
<b>List of committees of the Board of Directors (across all companies) in which chairmanship Membership is held</b>	Nil
<b>Relationships with other Directors <i>inter-se</i></b>	Nil

## BOARD REPORT

To the Members,  
**OMEGA AG SEEDS PUNJAB LIMITED**

Your Directors have pleasure in submitting their 26<sup>th</sup> Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2018

### 1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

(Amount in Rs. Lakhs)

Particulars	As on 31 <sup>st</sup> March, 2018	As on 31 <sup>st</sup> March, 2017
Gross Income	14.84	68.27
Total Expenditure	14.73	63.92
<b>Profit Before Tax</b>	<b>0.11</b>	<b>4.35</b>
Provision for Taxes / Deferred Tax	0.05	1.27
<b>Net Profit</b>	<b>0.06</b>	<b>3.01</b>

### 2. OPERATIONAL HIGHLIGHTS;

During the financial year, your company has earned net profit of Rs.0.06 lakhs as against Rs.3.01 lakhs of previous financial year.

### 3. INDIA ACCOUNTING STANDARDS;

The Company's financial statements have been prepared in accordance with Indian Accounting Standards ('**Ind AS**') complying with the requirements of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India ('**SEBI**').

### 4. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

### 5. CHANGE IN THE NATURE OF BUSINESS, IF ANY

No changes in the nature of business has occurred affecting the business of the Company during the period under review.

### 6. DIVIDEND

No Dividend was declared for the current financial year due to conservation of Profits.

**7. TRANSFER TO RESERVES:**

The Company has transferred an amount of Rs. 5,876/- to General Reserve out of current year's profits and the same is in compliance with the applicable provisions prescribed under the Companies Act, 2013.

**8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF).**

Since there was no dividend declared during the past seven years, the provisions of Section 125 of the Companies Act, 2013 read with the IEPF authority (Accounting, Audit, Transfer and Refund) rules, 2016 are not applicable to the company.

**9. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW U/S 173(1)**

During the year, four Board Meetings were convened. The intervening gap between the Meetings was in compliance with the Companies Act, 2013. The Details of such Board Meetings are hereunder:

Sl. No.	Date of Board meeting	Board strength	No. of directors present
1	30 <sup>th</sup> May, 2017	7	6
2	14 <sup>th</sup> August, 2017	7	6
3	14 <sup>th</sup> November, 2017	7	6
4	14 <sup>th</sup> February, 2018	6	6

**10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Board consists of Mr. Lakshmanarao Kondaveti as Managing Director, Mr. Veera Venkata Satyanarayana Aakana as Wholetime Director, Mr. Rakesh Kumar Jain, Mr. Muppavarapu Chowdary and Mrs. Vankadaru Geetha Rukmini acting as the directors of the Company.

Board approve vacation of office of Directorship of Mrs. Lena N Parekh U/s.167(1)(b) of the companies Act, 2013 w.e.f 14.02.2018.

Mr. Achuta Ramaiah Pavuluri and Mr. Bollina Chandra Subhash have submitted their resignation letters from the position of Director of the company and the same was approved by the Board on 22<sup>nd</sup> June, 2018. Mrs. Vankadaru Geetha Rukmini was appointed as additional director of the company w.e.f 30/06/2018.

According to Section 204 of the Companies Act 2013 read with rule no. 8 of the Companies (Appointment and Remuneration of Managerial Personal) Rules 2014, your company is required to appoint a full time company secretary.

The Board of directors of your company has made all efforts to appoint a full time company secretary. However, due to scarcity of qualified Company Secretaries, the Company was not able to appoint a full time company secretary. Your directors are making efforts to recruit a company secretary.

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**11. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture or Associate Company.

**12. ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure - 1** and is attached to this Report.

**13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company is engaged in the agri seeds processing/trading and therefore conservation of energy, technology absorption etc. is nil. Since the Company has not done any Manufacturing operations during the year under review. However, the Company follows a practice of purchase and use of energy efficient electrical and electronic equipment and gadgets in its operations.

There was no foreign exchange inflow or outflow during the year under review.

**14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

**15. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Board formulated a Risk Management Policy on the recommendations of the Audit Committee. The Policy provides for review of the operations of the organization, identification of potential threats to the organization, estimating the likelihood of their occurrence and then taking appropriate actions to address the most likely threats. The Policy also provides for periodical placement of such a report before the Board for its review and to ensure that management controls risk through means of a properly defined frame work. In the opinion of the Board, risk of fluctuations in raw material prices and changes in Government Policies are the elements of risk that may threaten the existence of the Company.

**16. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The provisions U/s 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibilities) Rules 2014 are not applicable to the company.

**17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

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**18. DECLARATION OF INDEPENDENT DIRECTORS**

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(7) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

**19. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, Clause 49 of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees.

**20. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE**

According to the provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 Board of Directors of your company constituted Audit Committee comprises of three Directors as members. Two-thirds of the members of audit committee are Independent directors.

All members of audit committee have the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows, and one member have accounting or related financial management expertise. The Chairman of the Audit Committee is an independent director.

The Audit Committee met four times during the year. Further details relating to Audit Committee are dealt with in Corporate Governance Report forming part of this report.

**21. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:-

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis;

(e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively: and

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**22. CODE OF CONDUCT:**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and specified employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviour in any form and the Board has laid down certain directives to counter such acts. Such code of conduct has also been placed on the Company's website.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

**23. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has a Vigil Mechanism Policy to deal with instances of fraud and mismanagement, if any. Staying true to our core values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The said Policy ensures that strict confidentiality is maintained in respect of whistle blowers whilst dealing with concerns and also specified that no discrimination will be meted out to any person for a genuinely raised concern.

**24. SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr.Mallesham Korepu bearing M.No 19162 and C.P. No.8277, proprietor of **M/s. Korepu Mallesham & Co**, a firm of Company Secretaries in Practice, Hyderabad to conduct Secretarial Audit of the Company. Report of the Secretarial Audit in Form MR-3 for the financial year ended March 31, 2018 is enclosed as Annexure to the Report.

**25. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS**

There were no qualifications, reservations or adverse remarks made by the Auditors in their report for the financial year ended 31<sup>st</sup> March, 2017.

Pursuant to provisions of section 143(12) of the Companies Act, 2013, the Statutory Auditors have not reported any incident of fraud to the Audit, Risk and Compliance Committee during the year under review.

**26. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The Nomination and Remuneration Committee comprises three members and two of them are Independent non executive Directors.

**27. DEPOSITS**

The Company has neither accepted nor renewed any deposits from public during the year under review and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.



**28. STATUTORY AUDITORS**

M/s. Mudili Vijaya Krishna & Associates, Chartered Accountants, Vijayawada were appointed as Statutory Auditors for a period of five years in the 22<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

**29. SHARES**

- a) **Buy Back Of Securities**  
Your Company has not bought back any of its securities during the year under review.
- b) **Sweat Equity**  
Your Company has not issued any Sweat Equity Shares during the year under review.
- c) **Bonus Shares**  
No Bonus Shares were issued during the year under review.
- d) **Employees Stock Option Plan**  
Your Company has not provided any Stock Option Scheme to the employees.

**30. SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

**31. STATEMENT ON EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Company is having Nomination and Remuneration Policy formulated by Nomination and Remuneration Committee and approved by the Board of Directors under Section 178 of the Companies Act, 2013. The Policy contains criteria for evaluation of the Board of its own performance during the year and that of its Committees and Individual Directors.

**32. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The Board of your Company has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

**33. SECRETARIAL STANDARDS OF ICSI**

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) which came into effect from 1 July 2015.

**34. DISCLOSURE OF MAINTENANCE OF COST RECORDS UNDER SECTION 148 OF THE COMPANIES ACT:**

Maintained cost records in compliance with the sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable to the company

**35. COMPLIANCE OF PROVISION RELATING TO CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The company has complied with the provision relating to constitution of Internal Complaints committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**36. ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to customers, shareholders, suppliers, bankers, consultants and various Government Authorities for their continued support extended to your Company's activities during the year under review.

By Order of the Board  
For **Omega AG Seeds (Punjab) Limited**

Place : Hyderabad  
Date : 16.08.2018

**[K. Lakshmanarao]**  
Managing Director  
DIN: 07706939

**[A.V.V. Satyanarayana]**  
Chief Financial Officer &  
Whole-time Director  
DIN: 06962180

**Form No. MR-3****SECRETARIAL AUDIT REPORT**

For The Financial Year Ended 31<sup>st</sup> March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
Omega AG Seeds Punjab Limited,  
6-3-1099/1/2/3, Flat No. 203,  
Bhavya's Varun Sargam Villa,  
Somajiguda, Raj Bhavan Road,  
Hyderabad,  
Telangana - 500082

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Omega AG Seeds Punjab Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on our verification of M/s. Omega AG Seeds Punjab Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Omega AG Seeds Punjab Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under ***except compliance relating to the appointment of Company Secretary Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.***
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time (Not applicable to the Company during the Audit Period);
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit Period);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India and approved by Government of India on Meetings of the Board of Directors and General Meetings.
- ii) Listing Agreement entered into by the Company with the Bombay Stock Exchange.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that, as per the explanations given to us and the representations made by the Management and relied upon by us, there are adequate systems and processes in the company

commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines etc. having major bearing on the Company's affairs.

**For M/s. Korepu Mallesham & Co**  
**Company Secretaries**  
**Sd/-**

Date : 16.08.2018  
Place : Hyderabad

**(Mallesham Korepu)**  
Proprietor  
M.No.A19162, C.P.No.8277

**Note:**

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**ANNEXURE – A**

To  
The Members,  
Omega Ag Seeds Punjab Limited,  
6-3-1099/1/2/3, Flat No. 203,  
Bhavya's Varun Sargam Villa,  
Somajiguda, Raj Bhavan Road,  
Hyderabad,  
Telangana - 500082.

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For M/s. Korepu Mallesham & Co  
Company Secretaries**

Date : 16.08.2018  
Place : Hyderabad

Sd/-  
**(Mallesham Korepu)**  
Proprietor  
M.No.A19162, C.P.No.8277

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2018**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L01119TG1992PLC082816
2	Registration Date	11/24/1992
3	Name of the Company	OMEGA AG SEEDS PUNJAB LIMITED
4	Category/Sub-category of the Company	Company limited by shares / Indian Non-Government Company
5	Address of the Registered office & contact details	6-3-1099/1/2/3, Flat No. 203, Bhavya's Varun Sargam Villa, Somajiguda, Raj Bhavan Road, Hyderabad, Telangana -500082
6	Whether listed company	Listed Company
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheru (E), Mumbai-400072, Phone NO.022-28473747, 28475207 Fax: 022-28525207 E mail: bigshare@bom7.vsnl.net.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Whole sale of other agriculture materials	46209	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Not applicable	-	-	-	

IV. SHARE HOLDING PATTERN
---------------------------

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1,596,200		1,596,200	20.19%	1,596,200		1,596,200	20.19%	0.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies			-	0.00%			-	0.00%	0.00%

Corp.									
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (1)	1,596,200	-	1,596,200	20.19%	1,596,200	-	1,596,200	20.19%	0.00%
(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	1,596,200	-	1,596,200	20.19%	1,596,200	-	1,596,200	20.19%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI	47,000		47,000	0.59%	47,000		47,000	0.59%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)		799,700	799,700	10.12%		799,700	799,700	10.12%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	47,000	799,700	846,700	10.71%	47,000	799,700	846,700	10.71%	0.00%
2. Non-Institutions									
a) Bodies Corp.				0.00%					
i) Indian				25.02%			1,944,469	24.60%	-1.66%



	1,828,713	148,500	1,977,213		1,795,969	148,500			
ii) Overseas				0.00%			-	0.00%	0.00%
b) Individuals				0.00%					
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	766042	260,620	1,026,662	12.99%	733627	260,520	994,147	12.58%	-3.17%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1135165	1,277,200	2,412,365	30.52%	1199588	1,277,200	2,476,788	31.34%	2.67%
c) Others (specify)									
Non Resident Indians	32802	-	32,802	0.42%	32002		32,002	0.40%	0.02%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members	16		16	0.00%	1652		1,652	0.02%	10225%
Directors Relatives	12,042		12,042	0.15%	12042		12,042	0.15%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	3,774,780	1,686,320	5,461,100	69.09%	3,774,880	1,686,220	5,461,100	69.09%	0.00%
Total Public (B)	3,821,780	2,486,020	6,307,800	79.81%	3,821,880	2,485,920	6,307,800	79.81%	0.00%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	5,417,980	2,486,020	7,904,000	100.00%	5,418,080	2,485,920	7,904,000	100.00%	0.00%

## (ii) Shareholding of Promoter

	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year		% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	
1	Nerella Venkata Ramamohana Rao	1,596,200	20.19%	-	1,596,200	20.19%	-
total		1,596,200	20.19%		1,596,200	20.19%	

## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
At the beginning of the year			No change	0.00%	No change	0.00%
Changes during the year			No change	0.00%	No change	0.00%
				0.00%		0.00%
At the end of the year			No change	0.00%	No change	0.00%

(iv) Shareholding Pattern of top ten Shareholders  
(Other than Directors, Promoters and Holders of GDRs and ADRs):

S.No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year	Cumulative Shareholding during the year		
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: PUNJAB AGRO INDUSTRIES CORP LTD						
	At the beginning of the year	4/1/2017		799,700	13.42%	799,700	10.12%
	Changes during the year	-		-	0.00%	799,700	
	At the end of the year	3/31/2018		799,700	13.42%	799,700	10.12%
2	Name :KASINATH AGROTECH PRIVATE LIMITED						
	At the beginning of the year	4/1/2017		618,000	7.82%	618,000	7.82%
	Changes during the year	-		-	0.00%	618,000	7.82%
	At the end of the year	3/31/2018		618,000	7.82%	618,000	7.82%

3	Name :YVR TRADERS PRIVATE LIMITED						
	At the beginning of the year	4/1/2017		518,451	6.56%	518,451	6.56%
	Changes during the year	-		-	0.00%	518,451	6.56%
	At the end of the year	3/31/2018		518,451	6.56%	518,451	6.56%
4	Name :YERRA AGENCIES PRIVATE LIMITED						
	At the beginning of the year	4/1/2017		495,000	6.26%	495,000	6.26%
	Changes during the year	-		-	0.00%	495,000	6.26%
	At the end of the year	3/31/2018		495,000	6.26%	495,000	6.26%
5	Name :I PADMAJA RANI						
	At the beginning of the year	4/1/2017		164,356	2.08%	164,356	2.08%
	Changes during the year	-		-	0.00%	164,356	
	At the end of the year	3/31/2018		164,356	2.08%	164,356	2.08%
6	Name :SERENITY FINANCE PRIVATE LIMITED						
	At the beginning of the year	4/1/2017		140,300	1.78%	140,300	1.78%
	Changes during the year	-		-	0.00%	140,300	1.78%
	At the end of the year	3/31/2018		140,300	1.78%	140,300	1.78%
7	Name :HITESH RAMJI JAVERI						
	At the beginning of the year	4/1/2017		134,919	1.71%	134,919	1.71%
	Changes during the year	-	Transfer	45,081	0.57%	180,000	2.28%
	At the end of the year	3/31/2018		180,000	2.28%	180,000	2.28%
8	Name :MAHENDRA KUMAR JAIN						
	At the beginning of the year	4/1/2017		131,460	1.66%	131,460	1.66%
	Changes during the year	-		-	0.00%	131,460	1.66%
	At the end of the year	3/31/2018		131,460	1.66%	131,460	1.66%

9	Name :SREEHARI KAGITHA					
	At the beginning of the year	4/1/2017	113,141	1.43%	113,141	1.43%
	Changes during the year	-	-	0.00%	113,141	1.43%
	At the end of the year	3/31/2018	113,141	1.43%	113,141	1.43%

10	Name :HARSHA HITESH JAVERI					
	At the beginning of the year	4/1/2017	101,953	1.29%	101,953	1.29%
	Changes during the year	-	557	0.01%	102,510	1.30%
	At the end of the year	3/31/2018	102,510	1.30%	102,510	1.30%

## (vi) Shareholding of Directors and Key Managerial Personnel:

S N	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding during the year			
				Shareholding at the beginning of the year	% of total shares	No. of shares	% of total shares
1	Name: LAKSHMANARAO KONDAVETI						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year				0.00%	NIL	0.00%
	At the end of the year			-	0.00%	-	0.00%
2	Name:Rakesh Kumar Jain						
	At the beginning of the year			12,042	0.20%	12,042	
	Changes during the year			-	0.00%	12,042	
	At the end of the year			12,042	0.20%	12,042	
3	Name:Muppavarapu Chowdary						
	At the beginning of the year				0.00%	-	0.00%
	Changes during the year				0.00%	NIL	0.00%
	At the end of the year				0.00%	-	0.00%
4	Name: Veera Venkata Satyanarayana Aakana						
	At the beginning of the year				0.00%	-	0.00%
	Changes during the year				0.00%	NIL	0.00%
	At the end of the year				0.00%	-	0.00%

5	Name: Bollina Chandra Subhash						
	At the beginning of the year				0.00%	-	0.00%
	Changes during the year				0.00%	NIL	0.00%
	At the end of the year				0.00%	-	0.00%

6	Name: Achuta Ramaiah Pavuluri						
	At the beginning of the year				0.00%	-	0.00%
	Changes during the year				0.00%	NIL	0.00%
	At the end of the year				0.00%	-	0.00%

V. INDEBTEDNESS Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition				-
* Reduction				-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Remuneration is not paid

S N.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name		(Rs/Lac)
	Designation	Managing Director	
1	Gross salary		0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		-
3	Sweat Equity		-
4	Commission		-
	- as % of profit		-
	- others, specify		-

5	Others, please specify			-
	Total (A)			-
	Ceiling as per the Act			-

## B. Remuneration to other Directors

Not applicable as No remuneration is paid to other directors

S N.	Particulars of Remuneration	Name of Directors			Total Amount (Rs.Lacs)
1	Independent Directors				
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				-

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

No remuneration is paid

S N.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
	Name				
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				
	- as % of profit - others, specify				-
5	Others, please specify				-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/  
COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty				NIL	
Punishment				NIL	
Compounding				NIL	
<b>B. DIRECTORS</b>					
Penalty				NIL	
Punishment				NIL	
Compounding				NIL	
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty				NIL	
Punishment				NIL	
Compounding				NIL	

**For Omega AG Seeds (Punjab) Limited**

Place : Hyderabad  
Date : 16.08.2018

Sd/-  
[K. Lakshmanarao ]  
Managing Director  
DIN: 07706939

Sd/-  
[A.V.V. Satyanarayana ]  
Chief Financial Officer &  
Whole -time Director  
DIN: 06962180

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## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **i. ECONOMIC REVIEW**

India has the 10th largest arable land resources in the world and the country possesses 45 of the 60 soil types across the globe. The country is the largest producer of spices, pulses, milk, tea, while it ranks second in the production of wheat, rice, fruits and vegetables.

India's agriculture sector is considered to be the backbone of the nation's economy. Providing livelihood to over 58 percent of households in the rural areas, the agriculture sector, along with fisheries and forestry, is also one of the largest contributors to the Gross Domestic Product (GDP).

### **ii. INDUSTRY STRUCTURE AND DEVELOPMENT**

At 179.9 million hectares, India holds the second largest agricultural land in the world. A majority of the Indian population relies on agriculture for employment and livelihood. Steady investments in technology development, irrigation infrastructure, emphasis on modern agricultural practices and provision of agricultural credit and subsidies are the major factors contributing to agriculture growth.

### **iii. OPPORTUNITIES AND THREATS**

In spite of some of these positive cues, the agricultural sector has a whole set of complex challenges. The sector continues to be significantly dependent on the monsoons, as majority of the area is rain-fed and is dependent on timely and adequate rain fall. The effects of global warming and unseasonal rains have a negative impact on the crops and the farmers' ability to take risks. Changing food consumption patterns as well as volatility in agricultural price has an important impact on the sowing patterns of the crops across various states of India.

Harvesting and post harvesting practices need significant improvement to avoid huge losses. The pressure on land usage for alternate purposes of real estate and industry are shrinking the availability of cultivable land in the country.

#### **Opportunities**

- Agriculture reforms targeted at doubling farmer income over next five years to support agri inputs consumption for improving crop yields
- Irrigation projects and Micro irrigation focus to reduce dependence on monsoon and improve nutrient use efficiency
- Infrastructure development- Cold Chains, rural connectivity (133 km roads/day), 100% rural electrification by May 2018 to improve market access
- Higher disposable income on account of improved Minimum Support Price (MSP), augmented MGNREGA allocation, better price discovery through electronic National Agriculture Market and price support through crop insurance scheme
- Government's focus towards improving soil health through Soil Health Cards and Organic fertiliser marketing assistance to promote balanced nutrition practices and organic usage. Further, Direct Benefit Transfer to improve subsidy targeting and increase soil health based recommendations.



**iv. RISK MANAGEMENT INITIATIVES**

Risk management policies and limits are evaluated by the Board of Directors. Risk limits, policies and procedures are periodically revised keeping in mind changes in market conditions. Risk management in your Company entails an integrated approach with margin protection considerations forming the back-bone of risk management initiatives. The long -term objective of risk management is to provide stability in margins over a longer period and through downturns in economic cycles.

**v. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place adequate and appropriate systems of internal controls commensurate with its size and the nature of its operations and these have broadly withstood the test of time. The systems have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorizations and ensuring compliance of corporate policies.

**vi. CAUTIONARY STATEMENT**

“Management’s Discussion & Analysis Report” contains forward looking statements, which may be identified by the use of the words in that direction, or connoting the same. All statements that address expectation or projections about the future, including, but not limited to statements about the Company’s strategy for growth, product development, market position, expenditures and financial results are forward looking statements. The Company’s actual results, performance or achievements could thus differ materially from those projected in such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward - looking statements on the basis of any subsequent development, information or events.

By Order of the Board  
For **Omega AG Seeds (Punjab) Limited**

Place : Hyderabad  
Date : 16.08.2017

**[K. Lakshmanarao]**  
Managing Director  
DIN: 07706939

**[A.V.V. Satyanarayana]**  
Chief Financial Officer &  
Wholetime Director  
DIN: 06962180

**ANNEXURE TO DIRECTORS REPORT**

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are forming part of the directors report for the year ended 31<sup>st</sup> March 2018 are as follows:

I.	Power and Fuel Consumption	2017-2018	2016-2017.
1.	Electricity		
	a) Purchased Units (in Lakhs)		
	Total Amount (Rs. In Lakhs)Rate/Unit(Rs.)	NIL	NIL
	b) Own Generation		
2.	Coal: (Steam used for		
	Generation of Steam boiler)	NIL	NIL
	Qty. (Tones)	NIL	NIL
	Total Amount (Rs. In Lakhs)	_____	_____
	Averages/Tones (Rs.)	_____	_____
3.	FURNACE OIL	NIL	NIL
	Consumed Qty. (Kilo Meter.)	_____	_____
	Consumed Cost (Rs. In Lakhs)	_____	_____
	Averages/Kilo Meter(Rs.)	_____	_____
4.	Other/Internal Generation		NIL
	NIL		
	Steam Purchased	_____	_____
	Qty. (Tones)	_____	_____
	Total Cost (Rs. In Lakhs)	_____	_____
	Averages/Kilo Meter(Rs.)		
5.	Consumption per unit of Production	NIL	NIL
	A. Product (Single Super Phosphate)		
	Electricity	_____	_____
	Coal	_____	_____
	Furnace Oil	_____	_____
	Steam	_____	_____

II.	TECHNOLOGY ABSORPTION	NIL	NIL
	Efforts made in technology absorption As per B of the Annexure to the Rules.	_____	_____
1.	Research & Development (R & D)	NIL	NIL
A)	Specified areas in which (R & D) carried out by the company	_____	_____
B)	Benefits derived as result of the above R&D:	NIL	NIL
C)	Expenditure on R & D	NIL	NIL
	i) Capital	_____	_____
	ii) Recurring	_____	_____
	iii) Total	_____	_____
	iv) Total R & D Expenditure as a percentage of total turnover	_____	_____
2.	Technology absorption, adaptation, and innovation	NIL	NIL
A)	Efforts in brief made towards technology absorption adaptation and innovations	NIL	NIL
B)	Benefits derived as a result of the above efforts e.g. product improvement cost reduction, product development, import substitution etc.	NIL	NIL
C)	In case of imported technology (imported during the last five year reckoned from the beginning of the financial year).	NIL	NIL
	Following information may be furnished:		
	I) Technology Imported		
	II) Year of Imported		
	III) Had technology been fully absorbed	NIL	NIL
	IV) If not fully absorbed, areas where this has not taken	NIL	NIL.
	Place reason thereof and future plan action	NIL	NIL
III	FOREIGN EXCHANGE EARNING AND OUT GO		
A)	Activities relating to exports, initiative taken to increase exports, development of new export markets for products and service and export plans.	NIL	NIL
B)	Total foreign exchange used	NIL	NIL
C)	Total foreign exchange earned	NIL	NIL

## REPORT OF THE BOARD OF DIRECTORS ON CORPORATE GOVERNANCE

Corporate Governance is the application of best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of enhancing

Shareholders' value and discharge of social responsibility. The Corporate Governance structure in the company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees etc. The Company had adopted Corporate Governance and disclosure practices keeping in view the Company's size, complexity and corporate traditions. The Company is fully committed to follow the procedures and practices in conformity with the clause 49 of the Listing Agreement of the Stock Exchanges, as applicable.

Your Directors present the Company's Report on Corporate Governance as under:

### **MANDATORY REQUIREMENTS**

#### **1) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate governance is a synonym for sound management, transparency and disclosure. The Company's philosophy of corporate governance envisages the highest level of transparency, accountability and equity in all its dealings with shareholders, employees, government and lenders. The Company's guiding principles are focused to achieve the highest standards of corporate governance. In compliance with the disclosure requirements of SEBI (LODR) regulations 2015 and the Listing Agreement executed with the Stock Exchanges, the details are set out below:

#### **2) BOARD OF DIRECTORS**

##### **Composition:**

The Board has an optimum combination of Executive and Non-Executive Directors and is in conformity with the Listing Agreement entered in to with the Stock Exchange in which Company's shares are listed.

The Board consists of 6 directors, whose composition is as under:

Sl.No.	Name	Designation	Category
1.	Mr. Kondaveti Lakshmanarao	Managing Director	Non-Promoter & Executive
2.	Mr. Bollina Chandra Subhash (Change of designation from Executive to Non-executive w.e.f 30.05.2017)	Director	Independent
3.	Mr. Rakesh Kumar Jain	Director	Independent
4.	Mr. M. Chowdary	Director	Independent
5.	Mr. A.V.V Satyanarayana (appointed as WTD and CFO w.e.f 30.05.2017)	CFO cum WTD	Non-Promoter & Executive
6.	Mr. Achuta Ramaiah Pavuluri	Director	Independent

**Note:** Mr. A.V.V Satyanarayana was appointed as Wholetime Director cum CFO of the company with effect from 30<sup>th</sup> May, 2017.

Mr. Bollina Chandra Subhash has resigned for the post of Wholetime Director cum CFO of the company with effect from 30<sup>th</sup> May, 2017 but continue as director of the company.

Vacation of office of directorship of Mrs. Leena N Parekh under section 167(1)(b) of the companies Act 2018.

Mr. Achuta Ramaiah Pavuluri has resigned as an independent director wef 22.06.2018

### Conduct of the Board Meetings:

During the year ended 31<sup>st</sup> March, 2018, Four Board Meetings were held on the following dates: 30<sup>th</sup> May 2017, 14<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017, and 14<sup>th</sup> February, 2018.

The Directors attendance at the Board Meetings, number of directorships and committee memberships held by them in other companies are given hereunder:

Name of the Director	No. of Board Meetings Attended	Attendance at the last AGM	No. of other directorships in other public companies	Committee positions held in other public companies*	
				Chair-person	Member
Mr. Bollina Chandra Subhash	4	No	Nil	Nil	Nil
Mrs. Leena. N. Parekh	0	No	Nil	Nil	Nil
Mr. Achuta Ramaiah Pavuluri	4	No	Nil	Nil	Nil
Mr. Rakesh Kumar Jain	4	Yes	Nil	Nil	Nil
Mr. Chowdary Muppavarapu	4	No	Nil	Nil	Nil
Mr. Veera Venkata Satyanarayana Aakana	4	Yes	Nil	Nil	Nil
Mr. Kondaveti Lakshmanarao	4	Yes	Nil	Nil	Nil

\*As at 31<sup>st</sup> March, 2018 (Committee positions include only Audit Committee and Stakeholders Relationship Committee).

### 3) COMMITTEES OF THE BOARD

The Board of Directors has constituted Three Board Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors. Details on the composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided below.

**a) Audit Committee**

The Audit Committee to oversee audit functions of the Company and it comprises the following three directors as on 31<sup>st</sup> March, 2018

Sl. No	Name	Nature of Directorship	Designation	No. of meetings attended
1	Mr. Chowdary Muppavarapu	Independent	Chairman	4
2	Mr. Veera Venkata Satyanarayana Aakana	Executive	Member	4
3	Mr. Ahcuta Ramaiah Ramaiah Pavuluri	Independent	Member	4

**b) Stakeholders Relationship Committee**

The Committee comprises the following members as on 31<sup>st</sup> March, 2018

Sl. No	Name	Nature of Directorship	Designation	No. of meetings attended
1	Mr. Chowdary Muppavarapu	Independent	Chairman	4
2	Mr. Kondaveti Lakshmanarao	Executive	Member	4
3	Mr. Rakesh Kummat Jain	Independent	Member	4

**c) Nomination And Remuneration Committee**

The Committee comprises the following members as on 31<sup>st</sup> March, 2018

Sl.No	Name	Nature of Directorship	Designation	No. of meetings attended
1	Mr. Muppavarapu.Chowdary	Independent	Chairman	4
2	Mr. Bollina Chandra Subhash	Independent	Member	4
3	Mr. Rakesh Kumar Jain	Independent	Member	4

**4) INDEPENDENT DIRECTORS MEETING**

During the year under review, the Independent Directors met on May 30<sup>th</sup>, 2017, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting and have expressed satisfaction over the conduct of the above matters.

**5) DETAILS OF GENERAL BODY MEETINGS HELD:**

The location and time of the last three Annual General Meetings were held as under

Financial Year	Date	Time	Venue
2016-2017	29.09.2016	10.00 A.M	Hotel Megacity, 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad.
2015-2016	30.09.2016	10.00 A.M	Hotel Megacity, 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad.
2014-2015	30.09.2015	10.00 A.M	Hotel Megacity, 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad.

**6) POSTAL BALLOT**

No resolution was passed through Post Ballot during the financial year 2017-18

**7) BOOK CLOSURE:**

The register of members and share transfer books of the Company shall remain closed from September 22, 2018 to September 25, 2018 (both days inclusive).

**8) SPECIAL RESOLUTIONS PASSED DURING THE PREVIOUS 3 (three) AGM'S:**

- i) A special resolution was passed in the Annual General Meeting held on 30-09-2015 to approve the material related party contracts/ arrangements/ Transactions.

**9) COMMON AGENCY/SHARE TRANSFER AGENT**

The company has appointed M/s Bigshare Services Private Limited, Mumbai as Common Agency for share transfer work in both physical form as well as electronic.

The address of Transfer Agency is given below:

**M/s. Bigshare Services Private Limited**  
 E-2/3, Ansa Industrial Estate, Sakivihar Road,  
 Saki Naka, Andheru (E),  
 Mumbai-400072,  
 Phone NO.022-28473747, 28475207 Fax: 022-28525207  
 E mail: [bigshare@bom7.vsnl.net.in](mailto:bigshare@bom7.vsnl.net.in)

**10) COMMUNICATION TO SHAREHOLDERS**

Company provides information relating to the company mainly through the annual reports which includes the directors report, audited accounts, cash flow statements etc. The shareholders are also intimated the quarterly and yearly and annual performance through intimation to stock exchanges.

**11) GENERAL INFORMATION TO SHAREHOLDERS**

- a) Date of Incorporation : 24<sup>th</sup> November 1992
- b) Registered Office : 6-3-1099/1/3, Flat No. 203, 2<sup>nd</sup> Floor,  
Bhavya's Varun, Saram Villa, Rajbhavan Road,  
Somajiguda, Hyderabad-500082, Telangana, India
- c) Day, Date & time of the 26<sup>th</sup> AGM: Saturday, 29<sup>th</sup> September, 2018 at 10.00 A.M.
- d) Venue of the 25<sup>th</sup> AGM : Hotel Meghacity, 3-6-335 to 339, Basheerbagh  
Cross Roads, Hyderabad-500001
- e) Financial Calendar : 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018
- f) Date of Book Closure : 22<sup>nd</sup> September, 2018 to 25<sup>th</sup> September, 2018  
(Both days inclusive)
- g) Dividend Payment date : Not Applicable
- h) Address of Stock Exchange : Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai-400001.
- i) Stock Code : **519479**
- j) The Company ISIN Number : **INE112B01013**
- k) Listing on Stock Exchange : The Bombay Stock Exchange Limited, Mumbai.
- l) Last date for Receipt of Proxies: 27<sup>th</sup> September, 2018 (Before 10.00 A.M at the  
registered office of the company.

**Stock Market Price data for the Financial year 2017-18.**

S No.	Month	High	Low
1.	Apr-17	10.39	9.01
2.	May-17	12.00	9.72
3.	Jun-17	10.01	7.03
4.	Jul-17	7.60	6.80
5.	Aug-17	7.05	6.04
6.	Sep-17	5.80	5.55
7.	Oct-17	5.50	4.70
8.	Nov-17	5.51	4.95
9.	Dec-17	4.95	4.95
10.	Jan-18	5.19	4.95
11.	Feb-18	-	-
12.	Mar-18	5.00	5.00



**Shareholding pattern of the Company as on 31<sup>st</sup> of March 2018**

Category of Shareholder	No. of Shareholders	Total No. of Shares	Total Shareholding as a % of Total No. of Shares
<b>(A) Shareholding of Promoter and Promoter Group</b>			
<b>(1) Indian</b>			
Individuals / Hindu Undivided Family	1	1596200	20.19
Central Government / State Government(s)	0	0	-
<b>Sub Total</b>	<b>1</b>	<b>1596200</b>	20.19
<b>(2) Foreign</b>	0	0	-
<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>1</b>	<b>1596200</b>	20.19
<b>(B) Public Shareholding</b>	0	0	-
<b>(1) Institutions</b>			
(a) Central / State Government(s)	1	799700	10.12
(b) Financial Institutions / Banks	1	47000	0.59
<b>Sub Total</b>	<b>2</b>	<b>846700</b>	10.71
<b>(2) Non-Institutions</b>			
Bodies Corporate	27	1944469	26.60
<b>Individuals</b>			
Individual shareholders holding nominal share capital up to Rs. 2 lakh	986	994147	12.58
Individual shareholders holding nominal share capital in excess of Rs.2 lakh	36	2476788	31.33
Any Others (Specify)	0	0	-
Clearing Members	4	1652	0.02
Non Resident Indians	5	32002	0.40
Directors & their Relatives & Friends	1	12042	0.15
<b>Sub Total</b>	<b>1059</b>	<b>5461100</b>	69.09
<b>Total Public shareholding (B)</b>	<b>1061</b>	<b>6307800</b>	79.81
<b>Total (A)+(B)</b>	<b>1062</b>	<b>7904000</b>	100.00

**AUDITORS REPORT ON CORPORATE GOVERNANCE**

To

**THE MEMBERS OF OMEGA AG-SEEDS (PUNJAB) LIMITED**

We have examined all the relevant records of **Omega AG Seeds (Punjab) Limited** for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2018. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has complied with items C, D and E.

**For Mudili Vijaya Krishna & Associates**

Chartered Accountants  
Firm Reg. No. 011211S

Sd/-

**(Mudili Vijaya Krishna)**

Proprietor.  
M.No. 211105

Date: 16.08.2018  
Vijayawada

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## INDEPENDENT AUDITOR'S REPORT

To  
The Members of M/s. Omega Ag Seeds Punjab Limited

Report on the Standalone Financial Statements

### Opinion

We have audited the accompanying Standalone financial statements of **M/s. Omega Ag Seeds Punjab Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, (statement of changes in equity)<sup>i</sup> and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and profit/loss, (changes in equity)<sup>ii</sup> and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity)<sup>iii</sup> and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- a. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books [and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.<sup>iv</sup>]
- b. [The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.]<sup>v</sup>
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account [and with the returns received from the branches not visited by us].<sup>vi</sup>
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".<sup>vii</sup>

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note G to the financial statements; [or the Company does not have any pending litigations which would impact its financial position.]<sup>viii</sup>
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Mudili Vijaya Krishna & Co.**

Chartered Accountants

**Sd/-**

**(Mudili Vijaya Krishna)**

Partner

**M. No. 211105**

**Firm Regn. No: 011211S**

**Place: Hyderabad (Camp)**

**Date: 30-05-2018**

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**CEO AND CFO CERTIFICATE TO THE BOARD PURSUANT TO REGULATION 17(8) OF THE SEBI (LODR) REGULATIONS, 2015**

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of **Omega AG Seeds (Punjab) Limited** ('the Company'), to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the financial year ended 31<sup>st</sup> March, 2018 and to the best of our knowledge and belief, we state that:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- (d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
- (i) significant changes, if any, in the internal control over financial reporting during the year;
  - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

By Order of the Board  
For **Omega AG Seeds (Punjab) Limited**

Place : Hyderabad  
Date : 16.08.2018

**[K Lakshmanarao]**  
Managing Director  
DIN: 07706939

**[A V V Satyanarayana]**  
Chief Financial Officer &  
Whole-time Director  
DIN: 06962180

**BALANCE SHEET AS AT 31.3.2018**

CIN:: L0119TG1992PLC082816

PARTICULARS	NOTES		As at 31.3.2018	As at 31.3.2017
<b>EQUITY AND LIABILITIES</b>				
<b>A) Shareholders Funds</b>				
Share Capital	2		79,040,000	79,040,000
Reserves and Surplus	3		1,445,674	1,439,799
		(A)	<b>80,485,674</b>	<b>80,479,799</b>
<b>B) Non-Current Liabilities</b>				
Deferred Tax Liabilities (net)	4		125,125	119,580
		(B)	<b>125,125</b>	<b>119,580</b>
<b>C) Current Liabilities</b>				
Short Term borrowings				
Trade Payables			10,722,815	10,722,815
Other Current Liabilities	5		4,558,186	3,262,355
Short term Provisions	6		-	127,003
		(C)	<b>15,281,001</b>	<b>14,112,173</b>
<b>TOTALS (A+B+C)</b>			<b>95,891,800</b>	<b>94,711,552</b>
<b>ASSETS</b>				
<b>D) Non-Current Assets</b>				
a) Fixed Assets	7			
Tangible Assets			3,247,785	3,277,785
Capital Work In Progress				
b) Non Current Investments	8		68762847	67,426,803
c) Long Term Loan and Advances	12		7234916	7,234,916
		(D)	<b>79,245,548</b>	<b>77,939,504</b>
<b>E) Current Assets</b>				
c) Trade Receivables	9		15014921	15,014,921
d) Cash & Bank Balances	10		26241	173,483
e) Short-term Loans & Advances			-	-
f) Other Current Assets	11		1605090	1,583,644
		(E)	<b>16,646,252</b>	<b>16,772,048</b>
<b>TOTALS (D+E)</b>			<b>95,891,800</b>	<b>94,711,552</b>
<b>Significant Accounting Policies</b>	1			
The accompanying notes are an integral part of the Financial Statements				

**AUDITORS REPORT**

As per our separate report of even date

For **Mudili Vijaya Krishna & Co.,**

CHARTERED ACCOUNTANTS

Firm Reg No.: 011211S

Sd/-

**(Mudili Vijaya Krishna)****Partner**

M.No: 211105

HYDERABAD (Camp); Date: 30.05.2018

On Behalf of the Board

For Omega Ag Seeds Punjab Limited

Sd/

**K. Lakshmana Rao**  
**Managing Director**

Sd/-

**AVV Satyanarayana**  
**Whole Time Director & CFO**

**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2018**

<b>PARTICULARS</b>	<b>NOTES</b>	<b>31.03.2018</b>	<b>31.03.2017</b>
		<b>AMOUNT(Rs)</b>	<b>AMOUNT(Rs)</b>
<b><u>INCOME</u></b>			
REVENUE FROM OPERATIONS			
Sales		-	5,135,110
OTHER INCOMES	13	1,484,493	1,692,621
	<b>Total Rs</b>	<b>1,484,493</b>	<b>6,827,731</b>
<b><u>EXPENDITURE</u></b>			
PURCHASE OF STOCK IN TRADE		-	4,908,195
OPERATING EXPENSES	14	1,126,072	1,189,274
EMPLOYEE BENEFIT EXPENSES	15	317,000	255,140
FINANCE COST		-	-
DEPRECIATION AND AMORTISATION	7	30,000	40,069
	<b>Total Rs</b>	<b>1,473,072</b>	<b>6,392,678</b>
Profit before Tax		11,421	435,053
Provision for Tax (MAT)	12	-	127,003
Less:Deferred Tax Liability/(DTA)		5,545	7,428
Profit/Loss After tax		5,876	300,622
Income Tax Adjustments of earlier years		-	-
Net Profit/Loss to be carried to Balance Sheet		5,876	300,622
<b>EARNINGS PER EQUITY SHARE</b>			
Basic		-	0.04
Diluted		-	0.04
Significant Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements			

**AUDITORS REPORT**

As per our separate report of even date

**For Mudili Vijaya Krishna & Co.,**

CHARTERED ACCOUNTANTS

Firm Reg No.: 011211S

**Sd/-****(Mudili Vijaya Krishna)****Partner**

M.No: 211105

HYDERABAD (Camp); Date: 30.05.2018

**On Behalf of the Board****For Omega Ag Seeds Punjab Limited****Sd/****K. Lakshmana Rao****Managing Director****Sd/-****AVV Satyanarayana****Whole Time Director & CFO**



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****2. SHARE CAPITAL**

PARTICULARS	AS AT 31.3.2018	AS AT 31.3.2017
<u>Authorised Share Capital</u>	-	
25000000 Equity Shares of Rs. 10/- each	250,000,000	250,000,000
<u>Issued,Subscribed &amp; Paid up Capital</u>		
7904000 Equity Share of Rs.10/- each	79,040,000	79,040,000
	79,040,000	79,040,000

Details of Shareholders holding more than 5% shares:

S. No.	Particulars	AS AT 31.3.2018	AS AT 31.3.2017
		No. of Shares held	No. of Shares held
1	NVR Mohan Rao	1,596,200	1,596,200
2	PUNJAB AGRO INDUSTRIES CORP LTD	799,700	799,700
3	KASINATH AGROTECH PRIVATE LIMITED	618,000	618,000
4	YVR TRADERS PRIVATE LIMITED	518,451	518,451
5	YERRA AGENCIES PRIVATE LIMITED	495,000	495,000

The Reconciliation of the number of share outstanding is set out below

Particulars	In Rs.	
	AS AT 31.3.2018	AS AT 31.3.2017
Equity Shares at the beginning of the year	7,904,000	7,904,000
Add : Sahres issued on exercise of employees stock option	-	-
Less Shares cancelled on buy back of equity shares	-	-
Equity shares at the end of the year	7,904,000	7,904,000

**3. RESERVES & SURPLUS**

In Rs.

PARTICULARS	AS AT	AS AT
	31.3.2018	31.3.2017
<u>General Reserves</u>	-	-
Balance from last year	-18,888,201	19,188,823
Add: Transfer from Profit And Loss A/C	5,876	300,622
<u>Share Premium</u>	20,328,000	20,328,000
	<b>1,445,674</b>	<b>1,439,799</b>

**4. DEFERRED TAX LIABILITY/ASSET**

In Rs.

DEFERRED TAX LIABILITY/ASSET	AS AT	AS AT
	31.3.2018	31.3.2017
Depreciation as per Income Tax Act	54901	64,108
Less: Depreciation as per Companies Act	30000	40,069
Timing Difference	24,901	24,039
Deferred Tax Liability/(Asset)	5,545	7,428
Rounded off	5,545	7,428
<u>Deferred Tax Liability of Previous years</u>	119,580	112,152
<b>TOTAL DEFERRED TAX LIABILITY</b>	<b>125,125</b>	<b>119,580</b>

**5. OTHER CURRENT LIABILITIES**

In Rs.

PARTICULARS	AS AT	AS AT
	31.3.2018	31.3.2017
M/S Mauve & Crimson Adv. Agency (P) Ltd.	1,182,500	1,182,500
TDS Payable	39,159	24,259
NVR Mohan Rao	1,920,000	1,920,000
Big Share Services Pvt.Ltd	14,826	-
Advances from Directors	127,878	
Advances from traders	800,000	
Outstanding Expenses	473,823	135,596
	<b>4,558,186</b>	<b>3,262,355</b>

**6.SHORT TERM PROVISIONS**

in Rs.

PARTICULARS	AS AT 31.3.2018	AS AT 31.3.2017
PROVISION FOR TAX		
Salaries Payable	-	-
Profit Before tax	11420.53	435,053
Add: Depreciation Dr in P/L	30000	40,069
Add: ROC Fees being capital expenditure	-	-
Less: Depreciation allowable as per IT	-54901	-64,108
Add Interest on TDS disallowed 20%	-13,480	411,014
Less: Brought forward losses set off		
Taxable Income	-13,480	411,014
Book profit as per profit and loss a/c	11,421	435,053
MAT/Tax	-	<b>127,003</b>
	-	<b>127,003</b>

**8.NON CURRENT INVESTMENTS**

in Rs.

PARTICULARS	AS AT 31.3.2018	AS AT 31.3.2017
Investment in Gold	621,049	621,049
Other Investments	47,265	47,265
FDR with Indian Overseas Bank, Chandigarh	28094533	26,758,489
Gayatri Bio Solutions (India) Pvt Ltd.	8,170,000	8,170,000
Gayatri Sea Food and Feeds Pvt Ltd.	31,830,000	31,830,000
	<b>68,762,847</b>	<b>67,426,803</b>

**7.DEPRECIATION**

Method of Depreciation: SLM					
Sl No	Asset Category	Cost of the Asset	Net carrying value of the Asset as at 31/3/2017	Amount of Depreciation to charged to P&L ( 2018 )	WDV as on 31.03.2018
1	Land	1,888,854	1,888,854	0	1888854
2	Vehicles	833,692	1	0	1
3	Furniture_and_fittings	65473	1	0	1
4	Furniture_and_fittings	104699	1	0	1
5	Furniture_and_fittings	3286	1,594	356	1,238
6	Furniture_and_fittings	3060	1,487	331	1,156
7	Furniture_and_fittings	2500	1,232	269	963
8	Furniture_and_fittings	7026	3,461	757	2,704
9	Furniture_and_fittings	12410	6,256	1,327	4,929
10	Furniture_and_fittings	19000	9,582	2,015	7,567
11	Furniture_and_fittings	17537	8,914	1,870	7,044
12	Furniture_and_fittings	8500	4,325	906	3,419
13	Furniture_and_fittings	17500	8,969	1,861	7,108
14	Furniture_and_fittings	5150	2,794	537	2,257
15	Furniture_and_fittings	18000	10,986	1,802	9,184
16	Office_equipment	6750	1	0	1
17	Office_equipment	7600	1	0	1
18	Office_equipment	196223	1	0	1
19	Office_equipment	2000	1	0	1
20	Office_equipment	26352	1	0	1
21	Office_equipment	22000	1,100	0	1,100
22	Office_equipment	22000	1,100	0	1,100
23	Office_equipment	39700	283	0	283
24	Office_equipment	12000	1	0	1
25	Computers & data_processing_units	96100	1	0	1
26	Computers_&data_processing_units	64386	1	0	1
27	Computers_&_data_processing_units	21100	1	0	1
28	Computers_&_data_processing_units	2350	1	0	1
29	Computers_&_data_processing_units	14800	740	0	740
30	Computers_&_data_processing_units	76266	1	0	1
31	Buildings	1425982	1,146,680	22,459	1,124,221
32	Buildings	107600	90,049	1,697	88,352
33	Buildings	106775	89,364	1,684	87,680
34	Plant_and_Machinery	7940	1	0	1
	<b>TOTAL</b>		<b>3,277,785</b>	<b>30,000.00</b>	<b>3,247,785</b>

**9.RECEIVABLES**

PARTICULARS	AS AT 31.3.2018	AS AT 31.3.2017
(Unsecured and considered good)		
<b>(a) Debts outstanding for more than six months:</b>		
<u>MORE THAN SIX MONTHS (Considered Doubtful )</u>	-	-
M/s Mahalakshmi Dyes & Chem	583,261	583,261
M/s Vatsa Finance Ltd.	76,851	76,851
Punjab Agro & Industry Corp. Limited	1,047,790	1,047,790
<u>MORE THAN SIX MONTHS(Considered Good)</u>	-	-
Omega Ag Seeds (India) Ltd	146,277	146,277
Dula Ram Kaith (TDS)	4,500	4,500
Nitin M Parekh (HUF) (TDS)	23,700	23,700
Other Debts	13,132,541	13,132,541
	15,014,921	15,014,921

**10.CASH AND BANK BALANCES**

In Rs.

PARTICULARS	AS AT 31.3.2018	AS AT 31.3.2017
Cash in hand	4858	127,305
Balance with Scheduled banks		
Allahabad Bank	2,953	2,953
Bank of Maharashtra, 1489	1,352	1,352
Canara Bank A/c no 2600	299	299
Indian Overseas Bank,Mahim	2	2
Indian Overseas Bank,New Delhi	2,074	2,074
Oriental Bank of Commerce - 0023011002527	1,824	1,824
Karur Vysya Bank	2022.24	21,620
ING VYSYA CA	10857.55	16,054
	26,241	173,483

In Rs.

**11.OTHER CURRENT ASSETS**

PARTICULARS	AS AT	AS AT
	31.3.2018	31.3.2017
Earnest Money Flat- Badalapur	21,000	21,000
Office Rent Advance	60,000	60,000
Security Deposit-MTNL	3,000	3,000
Security Deposit-MSEB Mulund Guesthouse	1,125	1,125
TDS Receivable	1,519,965	1,498,519
	<b>1,605,090</b>	<b>1,583,644</b>

**12.LONG TERM LOANS AND ADVANCES**

in Rs.

PARTICULARS	AS AT	AS AT
	31.3.2018	31.3.2017
Mag Multi Trade Pvt Ltd	5,182,905	5,182,905
Mahesh Bhyani	1,500,000	1,500,000
M/s Mauve & Crimson Advance Agency Pvt Ltd	100,000	100,000
Punjab and Sindh Bank	75,000	75,000
Shresth Colonisers Pvt Ltd	100,000	100,000
Loan to Shiv Shanker	50,011	50,011
Vikas Didwania	227,000	227,000
	<b>7,234,916</b>	<b>7,234,916</b>

**13.OTHER INCOMES**

in Rs.

PARTICULARS	AS AT	AS AT
	31.3.2018	31.3.2017
Interest on FDRs	1484493	1,692,621
	<b>1,484,493</b>	<b>1,692,621</b>

**14. OPERATING EXPENSES**

in Rs.

PARTICULARS	AS AT 31.3.2018	AS AT 31.3.2017
Audit Fee	60,000	60,000
Advertisement	-	6,871
Computer Expenses	-	19,850
Conveyance	24,900	44,180
Electricity and Water Charges	7,226	9,590
Fees and Taxes	353,643	320,062
Legal & Professional Exp	40,471	41,000
Meeting Expenses	15,000	24,500
Office Expenses	105,250	108,120
Postage & Courier Charges	24,000	33,069
Printing & Stationery and Xerox	45,697	80,180
RTA Fees and Expenses	153,574	82,907
Rent, Rates & Taxes	264,000	240,000
Travelling Expenses	-	68,950
Website Development and renewal	3,500	2,467
Telephone and Internet	21,870	42,940
AGM Expenses		-
Bank Charges	6,941	4,588
	<b>1,126,072</b>	<b>1,189,274</b>

**15. EMPLOYEE BENEFIT EXPENSES**

in Rs.

	AS AT 31.3.2018	AS AT 31.3.2017
Staff Salaries	295,000	232,000
Staff Welfare Expenses	22,000	23,140
	<b>317,000</b>	<b>255,140</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**

PARTICULAR	Year ended 31.03.2018	Year ended 31.03.2017
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/Loss before Tax	11421	435053
<u>Adjustments to reconcile profit before tax to cash provided by operating activities</u>		
Depreciation and amortization	30000	40,069
Interest and dividend income	1484493	1,692,621
Interest on Borrowings	-	-
<u>Changes in current assets and liabilities</u>		
Sundry Debtors	-	95206
Short Term Advances and Other Current Assets	-	-
Other Current Assets	(21,446)	(6,026)
Trade Payables	-	389315
Other Current Liabilities	1,295,831	448496
Short term Provisions	(127,003)	(188236)
<b>NET CASH GENERATED BY OPERATING ACTIVITIES</b>	<b>(295,691)</b>	<b>(478,745)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of Fixed Assets		
Interest on Fixed Deposit received	(1,484,493)	(1,692,621)
Increase in Bank Deposit	1,336,044	1,523,359
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(148,449)</b>	<b>(169,262)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Share Capital		
Other Long term Liabilities		
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>		<b>-</b>
Net (decrease)/increase in cash and cash equivalents during the year	(147,242)	(309,483)
<b>CASH &amp; CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD/YEAR</b>	<b>173,483</b>	<b>482,966</b>
<b>CASH &amp; CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>26,241</b>	<b>173,483</b>

As per our Report of even date  
**For Mudili Vijaya Krishna & Co.,**  
 CHARTERED ACCOUNTANTS  
 Firm Reg No.: 011211S

on behalf of the board  
**For Omega Ag-Seeds Punjab Ltd.**

**Sd/-**  
**(Mudili Vijaya Krishna)**  
 Partner  
 M.No: 211105  
 HYDERABAD (Camp)  
 Dt. 30.05.2018

**Sd/** **Sd/-**  
**K. Lakshmana Rao** **AVV Satyanarayana**  
 Managing Director Whole Time Director & CFO



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## **SIGNIFICANT ACCOUNTING POLICIES**

### **A) SYSTEM OF ACCOUNTING**

Financial statements are based on Historical cost in accordance with applicable accounting principles in India, mandatory accounting standards issued by ICAI and the relevant provisions of the companies act,1956.The company follows mercantile systems of accounting and recognized income and expenditure on accrual basis except those with significant uncertainties.

### **B) FIXED ASSETS**

Fixed assets are stated at cost including freight, duties and other incidental expenses relating to cost of acquisition. Capital work in progress includes expenses for project appraisal fee and salary paid for project. The same will be capitalized to respective fixed assets on commissioning of plant

### **C) DEPRECIATION**

Depreciation on all assets has been provided in the manner and at the rates specified as per the companies Act, 2013.

### **D) REVENUE /EXPENSES RECOGNITION**

The revenues have been accounted for on Accrual basis and expenses related to the year have been accounted for on accrual basis.

### **E) TAXATION**

#### **a) Accounting for Taxes on Income:**

**Current Tax:** Provision for Current Income Tax is made on the basis of the taxable income for the year as determined in accordance with the provisions of Income Tax Act, 1961.

**Deferred Tax:** Deferred income tax is recognized, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The tax effect is calculated on the accumulated timing differences at the year end based on tax rates and laws. Enacted or substantially enacted as of the Balance Sheet date.

### **F) EMPLOYEE STOCK OPTION SCHEME:**

The company has not granted any Employee Stock Option Scheme.

### **G) CONTINGENT LIABILITIES**

Provisions in respect of present obligations arising out of past events are made in the accounts when reliable estimate can be made of the amount of obligations and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but if material, are disclosed in the notes to accounts. Contingent assets are not recognized or disclosed in the financial statements.

Liabilities may arise if any, on account of pending litigations matters as stated by the management and reported as above.

#### **H) PENDING LITIGATION:**

##### **a) PENDING LITIGATION MATTERS CASES FILED BY THE COMPANY**

- M/S Vatsa Finance Ltd. and others on account of restraining them from disassociating as LEAD MANAGER to the public issue of the company and for damages for contempt of court. And SEBI for withdrawing the Acknowledgement card No.3042 dated 08.04.1994 for the public issue of the company.
- Suit No.4488/1996 for recovery of Rs.4.00 lakh from M/s Mahalaxmi Dyes & Chemical, Mumbai.
- Criminal Complaint no 217 of 2002 filed by the company before chief judicial Magistrate 1st Class at Distt. Courts Chandigarh against Indian Overseas Bank, officials u/s 409 of IPC for not releasing the deposit of the company.
- Civil suit No 472 of 2003 filed against Indian Overseas Bank & others in the Distt Court Chandigarh. Suit for declaration of the effect that Public Issue of Indian Overseas Bank being opened w.e.f 06.09.2003 is illegal being issued in violation of provisions of Companies Act as well as concealment of facts . The suit was dismissed, and appeal filed by company is pending with the court.
- Suit No.3584 of 1994 filed by the company against Vatsa Finance Ltd for recovery of damages in High Court, Bombay.
- Suit No.1319 of 1995 filed by the company against Punjab & Sind Bank for recovery of Rs.5.00 Crore pending before High Court, Bombay.
- Suit filed against Punjab & Sind Bank for recovery of Rs.75,000/- paid on account of Appraisal Fee.
- Criminal Complaint No. 288 of 2016 filed by the company against Sampada Agricoltd Tech Private Limited under Section 138 of NI Act for dishonor of cheque filed in XVIII ACMM court, Hyderabad.

##### **b) CASES FILED AGAINST THE COMPNAY**

- Punjab Agro Industries Corporation has filed a suit for alterations in the Articles of Association of the company and restricting the company to hold the EGM on 29<sup>th</sup> December, 1995 in view of the financial collaboration agreement executed with them by OASIL.
- RSA 833/2003 field by PAIC against company for permanent injunction restraining the company form holding or modified the Articles of Association of the company and further restrain the company holding Extraordinary Annual General Meeting held on 29.12.1995.
- M/s. Mauve & Crimision Advertising Pvt Ltd., New Delhi has filed a case for passing a decree of permanent injunction thereby restraining Omega Ag-Seeds (Punjab) Limited and Omega Agro Limited from taking forcible and illegal possession of flat

at 7/18, Kalkaji Extension, New Delhi against recovery of Rs 11.82 lacs from the Company.

- 764/2010 is pending in 47<sup>th</sup> Court, Killa Court, CST and filed by SEBI for Public Issue of 1994.
- The property of associate company of Omega Ag. Seeds (Punjab) Ltd. was trespassed by M/S Mauve & Crimison Advertising Pvt. Ltd. in the year 1995 after the Public issue and in 1996, the Tishazari Court, Delhi dismissed the case filed by M/S. Mauve & Crimison Advertising Pvt. Ltd. The said company appeal against the said order in High Court, Delhi. The Court ordered the occupant, Rakesh Singh to deposit Rs.25,000/- per month as mesne profit from 23.01.2003 till further order. In return, he has deposited Rs.5,87,500/- in the High Court, Delhi in compliance with directions of court.

#### H) LICENSED/INSTALLED CAPACITY

The Company has carried out only trading activity and has not commenced any farming/grading activities hence the license, installed capacity are not applicable.

#### I) STOCK RECEIPT/ TURNOVER

The company has dealt with items of stock of goods by the way of trading during the year.

#### J) MANAGERIAL REMUNERATION & FEE ( IF ANY)

The directors have not claimed any remuneration from the company.

#### K) RELATED PARTY DISCLOSURES (AS-18)

The related party Disclosures as required as per Accounting Standard (AS-18) on Related party Disclosures Issued by Institute of Chartered Accountants of India are as below:-

A. PARTY	RELATION
Omega Ag-Seeds (India) Limited	Promoter Company
Punjab Agro Ind. Corporation (PAIC)	Promoter Company
<b>B. Key Managerial Personnel</b>	
Mr.K. Lakshmana Rao	Managing Director
Mr. AVV Sataynarayana	Whole Time Director and CFO

a) Disclosure required for related parties transactions.

#### The Amounts outstanding at Balance sheet Date.

Amount Recoverable from Promoter Company	
Omega Ag-Seeds (India) Ltd	Rs. 1,46,277/-
Amount Payable to Managerial Personnel	
Mr. Nerella Venkatrama Mohan Rao	Rs. 19,20,000/-

**L) Expenses /Revenue in Foreign currency - NIL**

**M)** Balance of Sundry Debtors, Sundry Creditors and growers and loans & Advances are subject to confirmation.

**N)** The company has calculated Deferred Tax liability as at 31.03.2018 in accordance with the Accounting Standards (AS-22) issued by The Institute of Chartered Accountants of India.

**O)** In the opinion of the management the value realization of current assets and loans & Advances in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.

**P) Segment reporting:**

The company has operated in only one segment ie., trading in agricultural products, during the year.

**Q) Earnings per share:**

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basis earning per share and also the weighted average number of equity shares, which may be issued on the conversion of all dilutive potential shares, unless the results would be anti dilutive.

**R) CONTINGENT LIABILITIES:**

- a) There were no contingent liabilities as on 31<sup>st</sup> March 2017.
- b) Estimated amount of contracts remaining to be executed on Capital Accounts and not provided for – NIL.

**S) EARNINGS PER SHARE:**

**(A) BASIC EARNING PER SHARE**

i.	Number of equity shares outstanding at the beginning of the year.	7904000
ii.	Number of equity shares issued during the year.	NIL
iii.	Total number of equity shares outstanding at the end of the year. (used for denominator for calculating EPS)	7904000
iv.	Profit available to share holders.	5876
v.	Basic Earning per Share. (face value Rs. 10/-)	0.00

**(B) DILUTED EARNING PER SHARE**

i.	Number of equity shares outstanding as per Point No. iii above.	7904000
ii.	Weighted average number of potential equity shares outstanding	NIL
iii.	Weighted average number of shares outstanding (used for denominator for calculating EPS)	7904000
iv.	Profit available to share holders	5876
v.	Diluted Earning per Share (face value Rs. 10/-)	0.00

ADDITIONAL INFORMATION PURSUANT TO PARAGRAPHS 3 & 4 OF PART II OF SCHEDULE III TO THE COMPANIES ACT 2013, (AS CERTIFIED BY A DIRECTOR): NIL

**T)** The main objectives of the company are to carry on the business in agriculture and related products.

**U) REMUNERATION TO AUDITORS:**

	31 March 2018 Rupees	31 March 2017 Rupees
Audit Fee	60000	60000
TOTAL	60000	60000

**V)** Figures for the previous year have been regrouped or rearranged wherever necessary.

**W)** Paise have been rounded to nearest rupee.

**As per our report annexed.**

**For Mudili Vijaya Krishna & Co**

Chartered Accountants

Firm Reg. No. 011211S

Sd/-

**(Mudili Vijaya Krishna)**

**Partner M.No: 211105**

Hyderabad (Camp)

30.05.2018

**On Behalf of the Board**

**For Omega AG Seeds (Punjab)Limited**

Sd/-

**K. Lakshmana Rao**

Managing Director

Sd/-

**AVV Satyanarayana**

Whole Time Director & CFO

**OMEGA AG SEEDS PUNJAB LIMITED****Form No. MGT-11****Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]*

CIN: **L01119TG1992PLC082816**

Name of the company: **OMEGA AG SEEDS PUNJAB LIMITED**

Registered office: **6-3-1099/1/2/3, Flat No. 203, Bhavya's Varun Sargam Villa, Somajiguda, Raj Bhavan Road, Hyderabad, Telangana – 500082.**

**Name of the member (s) :**  
**Registered address :**  
**E-mail Id :**  
**Folio No/ Client Id: DP ID :**

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: ..... Address:.....

E-mail Id:.....Signature:....., or failing him

2. Name: ..... Address:.....

E-mail Id:.....Signature:....., failing him

3 Name: ..... Address:.....

E-mail Id:.....Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual general meeting of the company, to be held on Saturday, the 29<sup>th</sup> day of September, 2018 At 10.00 a.m. at Hotel Meghacity situated at 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad - 500029, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		Optional *	
<b>Ordinary Business</b>		For	Against
1	Adoption of financial statements for the year ended March 31, 2018		
2	Appoint a Director in place of Mr. Lakshmanarao Kondaveti, who retires by rotation and being eligible, offers herself for reappointment		
<b>Special Business</b>			
3	Regularization of additional Director		

Signed this..... day of..... 2018

Signature of shareholder:

Signature of Proxy holder(s):

**Note:** *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*

**: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**OMEGA AG SEEDS PUNJAB LIMITED**

CIN: L01119TG1992PLC082816

Registered office: 6-3-1099/1/2/3, Flat No. 203, Bhavya's Varun Sargam Villa, Somajiguda,  
Raj Bhavan Road, Hyderabad, Telangana – 500082.

**ATTENDANCE SLIP**

Folio No. .... DP ID No. ....

Client ID No. ....

Name of Member : .....

Name of Proxy holder.....

No. of Share(s) Held : .....

I hereby record my presence at the Twenty Sixth Annual General Meeting of the **OMEGA AG SEEDS PUNJAB LIMITED** held on Saturday, September 29, 2018 at 10.00 A. M., at Hotel Meghacity situated at 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad - 500029, Telangana.

\_\_\_\_\_  
Signature of Member/Proxy

Notes:

- (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) Members are requested to bring their copy of Annual Report for reference at the Meeting.

\_\_\_\_\_