

OMEGA AG-SEEDS (PUNJAB) LIMITED

REPORT OF THE BOARD OF DIRECTORS ON CORPORATE GOVERNANCE

The report corporate Governance forms part of Director's report to the shareholders of the company. This report gives an insight into the organizational structure of the company.

VISION AND PHILOSOPHY ON THE CODE OF GOVERNANCE

It is the endeavour of the company to attain the goal of Corporate Governance.

BOARD OF DIRECTORS

Composition:

The present strength of board directors of the company is 5, comprising of one promoter director and Four independent directors having diversified professional experience. All the directors are non-executive directors and there is no whole time directors in the company. Detail of Directors of the company is as below:-

Executive (Promoters)	:	Nil
Non-Executive (Promoters)	:	1
Non-Executive (Independent)	:	4
Nominee Director	:	Nil
Total	:	5

Chairman of the company is non-executive.

The particulars relative to the Directors as on 31.03.2007 are given below:-

S.No.	Name	Designation	Nature of Directorship
1.	Mrs. L.N. Parekh	Chairperson	Promoter
2.	Sh. J.N. Bagdai (Thakkar)	Director	Independent
3.	Sh. N.N. Parikh	Director	Independent
4.	Sh. J.M. Tanna	Director	Independent
5.	Sh. R.C. Dutt	Director	Independent

CONDUCT OF BOARD MEETING:

The meeting of the board are ordinarily required to be held at least once in quarter and four times in a year. During the year, the board met 8 times on the following dates.

S.No.	Date of Meeting	Place of Meeting	Total Number of Directors on the Board	Number of Directors Present	Number of Directors for whom leave of absence granted
1.	29/04/2006	Mumbai	4	4	Nil
2.	22/07/2006	Mumbai	4	3	1
3.	25/09/2006	Chandigarh	4	3	1
4.	31/10/2006	Mumbai	4	4	Nil
5.	31/01/2007	Mumbai	4	4	Nil
6.	01/02/2007	Mumbai	4	4	Ni

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The attendance of Directors at the meeting for the year 2006-2007 is furnished below:-

S.No.	Name of Director	Number of Board Meeting attended
1.	Mrs. L.N. Parekh	6
2.	Sh. J.N. Bagdai (Thakkar)	6
3.	Sh. N.N. Parekh	6
4.	Sh. J.M. Tanna	3

The following Directors attended the last Annual Meeting held on 25/09/2006.

1. Mrs. L.N. Parekh
2. Sh. J.N. Bagdai (Thakkar)

COMMITTEE OF THE BOARD OF DIRECTORS:

The board constituted the following committees:

1. Audit Committee to oversee audit functions of the company.
2. Shareholders/Investors Grievances Committee to look into the redressal of shareholders/Investors Grievances.

The audit Committee of the board has been constituted by the board of Directors on 31/10/2005 and is in operation as on 31/03/2007.

The audit committee comprises 3 Directors as on 31.03.2007 and details are given below:-

S.No.	Name	Nature of Directorship
1.	Mrs. L.N. Parekh	Promoter
2.	Sh. J.N. Bagdai (Thakkar)	Independent
3.	Sh. N.N. Parekh	Independent

The attendance of Directors of the above meeting are furnished below:-

S.No.	Name of Director	Number of Meeting of Audit Committee Attended
1.	Mrs. L.N. Parekh	4
2.	Sh. J.N. Bagdai (Thakkar)	4
3.	Sh. N.N. Parekh	4

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Shareholders/Investors Grievances Committee

The share holders/investors grievances committee has been constituted with the following directors as the member of the committee; constituted on 31/10/2002. The committee has been reconstituted on 31/01/2007 to and continues to operate today .

S.No.	Name	Number of Meeting of Shareholders/investors Grievances Committee Attended
1.	Mrs. L.N. Parekh	1
2.	Sh. J.N. Bagdai (Thakkar)	1
3.	Sh. N.N. Parekh	1

In addition to above there is a share transfer committee as

Compliance Officer:

Sh. Mayur M Parekh has been designated as compliance officer.

Common Agency/Share Transfer Agent:

The company has appointed M/s Bigshare Services Pvt. Ltd., 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 Pvt. Ltd
E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (E),
Mumbai-400072
Ph:022-28473747,28475207 Fax:022-28525207
e-mail : bigshare@bom7.vsnl.net.in

REMUNERATION COMMITTEE

Under clause 49 of Listing Agreement constitution of remuneration committee is not a mandatory requirement. Since the company is not paying remuneration to any of its directors, company has not constituted committee and its meetings are nil.

GENERAL BODY MEETING:

Details of last 3 Annual General Meetings are given Below:-

Financial Year	Date	Time	Venue
31/03/2004	30/09/2004	10.00am	Regd. Office
31/03/2005	30/09/2005	10.00am	Regd. Office
31/03/2006	25/09/2006	10.00am	Jullundur Hotel SCO 1052-53 Sector 22-B, Chandigarh

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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.

GENERAL INFORMATION TO SHAREHOLDERS

1. Listing on Stock Exchanges:

Presently the shares of the company are listed on the following stock exchanges:

1. The Bombay Stock Exchange Ltd., Mumbai

No trading of shares has been taken place during the year 2006-2007 at any of the above stock exchanges. Distribution of share holding of the company as on 31/03/2007, Category wise, is as below:

Category	Number of Share held	% of age of Shareholders
Promoters*	2273643	45.47%
Persons acting in Concert #	0	0
Sub-Total	2273643	45.47%
Non-Promoters Holding		
Mutual Funds		
-IDR holders		
-Shareholders	0	0
Bank, Financial Institutions, Insurance Companies	47000	0.94%
-IDR holders		
-Shareholders	0	0
Sub-Total	47000	0.94%
Others		
Private Corporate Bodies		
-IDR holders		
-Shareholders	1036400	20.73%
Persons resident outside India		
-Individuals		
-Others	139600	2.79%
Indian Public		
-IDR holders		
-Shareholders	1503357	30.07%
Any other (please specify)	0	0
Sub-Total	2679357	53.59%
GRAND TOTAL	5000000	100.00%

