

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 4, comprising of one promoter director and Three 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)	:	1
Non-Executive (Promoters)	:	Nil
Non-Executive (Independent)	:	3
Nominee Director	:	Nil
Total	:	4

Chairman of the company is non-executive.

The particulars relating to the Directors as on 31.03.2010 are given below:-

S.No.	Name	Designation	Nature of Directorship
1.	Mrs. LN Parekh	Chairperson	Promoter
2.	Sh..JN Bagdai (Thakkar)	Director	Independent
3.	Sh..NN Parekh	Director	Independent
4.	Sh Sitaram D Chawan	Director	Independent (DOA 09.03.2009

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 7 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.	30/04/2009	Mumbai	5	4	1
2.	31/07/2009	Mumbai	5	5	NIL
3.	01/09/2009	Chandigarh	5	4	1
4.	29/09/2009	Chandigarh	5	3	2
5.	31/10/2009	Mumbai	5	4	1
6.	21/01/2010	Mumbai	5	4	1
7.	09/03/2010	Mumbai	5	4	1

OMEGA AG-SEEDS (PUNJAB) LIMITED

The attendance of Directors at the meeting for the year 2008-2009 is furnished below:-

S.No.	Name of Director	Number of Board Meeting attended
1.	Mrs. L N Parekh	7
2.	Sh..J N Bagdai (Thakkar)	6
3.	Sh..N N Parekh	7
4.	Sh..Ajay Kumar Singh	1
5.	Sh. Sitaram D Chawan	6

The following Directors attended the last Annual General Meeting held on 29//09/2009

1. Mrs. L N Parekh
2. Sh. N N Parekh
3. Sh..Sitaram D Chawan

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 31/03/2010

The audit committee comprises 3 Directors as on 31.03.2010 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

OMEGA AG-SEEDS (PUNJAB) LIMITED

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

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 well.

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, Andheru (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.

OMEGA AG-SEEDS (PUNJAB) LIMITED

GENERAL BODY MEETING:

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

Financial Year	Date	Time	Venue
31/03/2007	29/09/2007	10.00am	Jullundur Hotel Sector 22 B Chandigarh
31/03/2008	29/09/2008	10.00 am	Jullundur Hotel Sector 22 B Chandigarh
31/03/2009	29/09/2009	10.00 am	Jullundur Hotel Sector 22 B Chandigarh

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 Limited, Mumbai.

Trading of shares has taken place during the year 2009-2010 at the above stock exchanges.