



23rd Annual Report
2014- 15



OMEGA AG-SEEDS (PUNJAB) LIMITED



BOARD OF DIRECTORS

Mr. Nerella Venkata Rama Mohan Rao	Managing Director (wef.28/05/2011)
Mrs. Leena N Parekh	Director (wef.27/12/2000)
Mr. Rakesh Kumar Jain	Director (wef. 28/05/2011)
Mr. Venkata Raghunadh Nerella	Director & CFO(wef.28/05/2011 & 30/08/2014)
Mr. Obul reddy Puppala	Director (wef. 28/05/2011)
Mr. Muppavarapu Chowdary	Director (wef. 30/09/2014)
Mr. Veera Venkata Satyanarayana Aakana	Director (wef. 30/09/2014)

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-500082
E-mail: info@omegaagriseeds.com

BANKERS:

ING Vysya Bank, SD Rod Branch, Secunderabad
Karur Vysya Bank, Ameerpet, Hyderabad

CIN	:	L01119TG1992PLC082816
LISTING	:	Bombay Stock Exchange Limited

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of OMEGA AG-SEEDS (PUNJAB) LIMITED will be held on Wednesday, the 30th September, 2015 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 statement of the company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Nerella Venkata Rama Mohan Rao as Director, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditor and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratify the appointment of M/s. Mudili Vijaya Krishna & Associates, Chartered Accountants, Vijayawada as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company.”

SPECIAL BUSINESS:

4. **To approve the material related party contracts/ arrangements/ Transactions**

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

“RESOLVED THAT pursuant to the provisions of revised Clause 49-VII of the listing Agreement (effective from 1 October 2014) and section 188 of the Companies Act 2013 read with the rules notified there under the approval of the Company be and is hereby accorded to the Board of Directors, to enter into proposed contracts/ arrangement with any time during the financial year 2015-16:

- 1) Blue Park Seafoods Private Limited (CIN: U05005AP1997PTC027470),
- 2) Gayatri Sea Foods and Feeds Private Limited (CIN:U63020TG2008PTC057168),

- 3) Jayalakshmi Rice Mills (India) Private Limited, (CIN: U15312AP2008PTC057898),
- 4) Nerella Power Private Limited (CIN:U40300AP2010PTC067371),
- 5) Gayatri Bio-Solutions (India) Private Limited, (CIN:U01403AP2010PTC068910),
- 6) YVR Traders Private Limited (CIN:U52500TG2011PTC074922),
- 7) Apex Aqua Agencies (India) Private Limited (CIN: U05004AP2013PTC089876)

a 'related party' as defined under section 2(76) of the Companies Act, 2013 and Clause 49-VII(B)(2) of the listing agreement relating to transfer or receipt of products, goods, materials or services for an estimated amount of up to Rs.10 crores (Rupees ten crores only) every Financial Year on such terms and conditions as may be mutually upon between the Company and Related companies.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to decide up on the nature and value of the products, goods, materials or services to be transacted with related companies within the aforesaid limits.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution”

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

Sd/-
[N.V.R. MOHAN RAO]
Managing Director

Place: Hyderabad
Date : 29th August , 2015

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 Thursday, **24th September, 2015 to Wednesday, 26th September, 2015** both days inclusive for the purpose of 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, Ana Industrial Estate, Sakivihar Road, Saki Naka, Andheru (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. As required under Clause 49 IV(G) of the listing agreement, the relevant information in respect of the Directors seeking re-appointment at the Annual General Meeting is provided in the Report on Corporate Governance forming part of the Annual Report.
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.
12. Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors seeking re-appointment at the meeting are annexed to the Notice.
13. Electronic copy of the Annual Report for 2014-15 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 2014-15 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 23rd 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 23rd 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 23rd Annual General Meeting to be held on Wednesday, 30th September, 2015 at 10.00 p.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.

EVS (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
- (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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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. • 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.

- (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.
 - 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 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 27th September, 2015 from 9.00 a.m. and ends on 29th September, 2015 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 24th September, 2015**, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

Sri Nekkanti S R V V S Narayana, Practising Company Secretary (CP No.7839) of M/s Nekkanti S.R.V.V.S. Narayana & Co, Company Secretaries, Hyderabad has been appointed as Scrutiniser 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.

ANNEXURE TO NOTICE:

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 30th September 2015

ITEM NO 4

Mr. Nerella Venkatarama Mohan Rao is a Director in all above said Companies and a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49-VIII(B)(2) of the Listing Agreement. (effective from October 1, 2014).

In terms of proviso to Clause 49-VIII(C) of the Listing Agreement, the proposed contracts /arrangement /transactions relating to transfer or receipt of products, goods, materials or services with related party are material in nature as these transactions are likely to exceed 10% of the net worth or turnover of the Company as per the last audited financial statements of the Company. Therefore, in terms of Clause 49-VIII(C), the contracts / arrangement /transactions with related party requires the approval of unrelated shareholders of the Company by a special resolution.

Mr. Nerella Venkatarama Mohan Rao and Venkata Raghunadh Nerella are interested in the resolution set forth in Item No.10 of the Notice.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item No.4 of the Notice for approval of the unrelated shareholders of the Company.

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

Sd/-
[N.V.R. MOHAN RAO]
Managing Director

Place: Hyderabad
Date : 29th August , 2015

ANNEXED TO THE NOTICE**Details of the Directors seeking for appointment / re-appointment in the Twenty Third Annual General Meeting pursuant to Clause 49 of Listing Agreement of Stock Exchanges**

Name of Director	N.V.R. Mohan Rao
Date of Birth	10 th June. 1962
Date of Appointment	28-05-2011
Expertise in specific functional areas	Procurement, processing, marketing.
Qualification	B.Com
No. of Equity Shares held in the Company	1596200
Directorships in other companies	1. Blue Park Sea foods Pvt. Ltd. 2.Nerella Power Pvt.Ltd. 3. Apex Aqua Agencies (India) Pvt. Ltd.
List of committees of the Board of Directors (across all companies) in which chairmanship Membership is held	Audit Committee
Relationships with other Directors <i>inter-se</i>	NV Raghunadh is Brother's Son

BOARD REPORT

To the Members,

OMEGA AG SEEDS PUNJAB LIMITED

Your Directors have pleasure in submitting their Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2015

1. FINANCIAL RESULTS

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

(Amount in INR)

Particulars	As on 31 st March, 2015	As on 31 st March, 2014
Gross Income	445.66	88.62
Total Expenditure	438.59	84.90
Profit Before Tax	7.07	3.71
Provision for Taxes / Deferred Tax	2.26	1.07
Net Profit	4.81	2.64
Loss brought forward from previous year	—	—
Amount available for appropriations	4.81	2.64
Appropriations		
Transfer to General Reserve	—	—
Balance carried forward to next year	4.81	2.64

2. OPERATIONAL HIGHLIGHTS;

During the last year under review your Company recorded revenues of Rs 445.66 Lakhs as against previous year's revenues of Rs.88.62 lakhs depicting a growth rate of 500% and earned Profit before tax (PBT) of Rs.7.07Lakhs Your directors are sincerely putting their efforts to rollout suitable growth strategies and initiate right measures for putting the company on right track.

3. 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

4. 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

5. DIVIDEND

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

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

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

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

SI. No.	Date of Board meeting	Board strength	No. of directors present
1	29 May 2014	6	5
2	14 Aug 2014	6	5
3	30 Aug 2014	6	5
4	14 Nov 2014	7	6
5	04 Dec 2014	7	6
6	14 Feb 2015	7	6

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board consists of Mr. Nerella Venkata Rama Mohan Rao as Managing Director, and Mrs. Leena N Parekh, Mr. Rakesh Kumar Jain, Mr. Venkata Raghunadh Nerella, Mr. Obul reddy Puppala, Mr. Muppavarapu Chowdary, and Mr. Veera Venkata Satyanarayana Aakana acting as directors of the Company.

The Company had on the recommendation of the Board of Directors appointed Mr. M Chowdary and Mr. VV Satyanarayana A as an Independent Directors with effect from 30.9.2014.

During the period under review, Mr. Nerella Venkata Rama Mohan Rao retires by rotation at the forth coming Annual General Meeting and being eligible offer themselves for reappointment.

Your Company has appointed Mr. Nerella Venkata Rama Mohan Rao and Mr. Venkata Raghunadh Nerella as a Key Managerial Personnel.

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.

9. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

10. 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.

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

The Company is engaged in the agriculture seeds trading sector 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.

12. 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.

13. 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 of the Board of Directors. 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.

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

The Company has not incurred any expenditure on Corporate Social Responsibility during 2014-15 as the provisions of Section 135 of the Companies Act 2013 are not applicable.

15. 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.

16. 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.

17. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, 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. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

18. 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.

19. 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; and

(e) 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.

20. 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.

21. 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.

22. SECRETARIAL AUDIT REPORT

M/s. Manjula & Associates, Company Secretaries, Hyderabad, bearing M.No 31661 and C.P. No. 13279, were appointed as Auditors for secretarial audit for the year 2014-15 under Sec. 204 of the Companies Act, 2013 and they have submitted their report.

23. 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.

24. 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.

The Managing Director attended the meetings to answer the queries raised by the Committee members.

- ◆ Terms of reference in brief as specified by the Board of Directors
- ◆ To identify persons who are qualified to become Director and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board for their appointment and removal and to evaluate performance of each director.
- ◆ To formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

Remuneration Policy:

- ◆ To ensure level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- ◆ To ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks

To ensure remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

25. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

26. STATUTORY AUDITORS

M/s. Mudili Vijaya Krishna & Associates, Chartered Accountants, Vijayawada were appointed as Statutory Auditors for a period of five years in the previous Annual General Meeting held on 30th 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.

27. 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.

28. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSED) 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.

29. 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.

30. 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.

In accordance with the criteria for evaluation contained in the policy of the Company the Board of Directors carried out evaluation of its own performance during the year and that of its four Committees – Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The performance evaluation of the Individual Directors was also carried out as per the evaluation criteria contained in the policy. The Board took the same on record at the Board Meeting held on 25th May 2015.

31. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, consultants and various Government Authorities, particularly, the Reserve Bank of India for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledges gratefully the holding company for its support and confidence reposed on your Company.

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

Place : Hyderabad
Date : 29th August , 2015

Sd/-
[N.V.R. MOHAN RAO]
Managing Director

ANNEXURE - I

**Form No. MR-3
SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[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,
OMEGAAG SEEDS PUNJAB LIMITED,
6-3-1099/1/2/3, Flat No. 203,
Bhavya's VarunSargam Villa, Somajiguda,
Rajbhavan Road, Hyderabad-500082

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. OMEGAAG 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 31st March, 2015 ("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 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder **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, 2011.**
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (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);

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

- i) Secretarial Standards issued by the Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the audit period)
- ii) Listing Agreements entered into by the Company with the National 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, having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the laws applicable specifically to the Company.

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.

Sd/-

MANJULA ALETI

Company Secretary in Practice
ACS 31661:: CP: 13279

Date : 20.08.2015
Place : Hyderabad

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 VarunSargam Villa,
Somajiguda, Rajbhavan Road,
Hyderabad-500082

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

1. Maintenance of secretarial record 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.

Sd/-

MANJULA ALETI

Company Secretary in Practice
ACS 31661:: CP: 13279

Date : 20.08.2015
Place : Hyderabad

ANNEXURE - II**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015**

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	OMEGAAG 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 Indl. 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	seeds processing for propogation	164	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	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 share holders	No. of Shares held at the beginning of the year (As on 31st March, 2014)				No. of Shares held at the end of the year (As on 31st March, 2015)				% 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 Corp.			-	0.00%			-	0.00%	0.00%
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	799,700		799,700	10.12%	799,700		799,700	10.12%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	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	1,954,241	148,500	2,102,741	26.60%	1,941,956	148,500	2,090,456	26.45%	-0.58%
ii) Overseas			-	0.00%			-	0.00%	0.00
b) Individuals				0.00%					
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	459,865	224,420	684,285	8.66%	518697	222,020	740,717	9.37%	8.25%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,116,327	1,510,700	2,627,027	33.24%	1054225	1,492,200	2,546,425	32.22%	-3.07%
c) Others (specify)									
Non Resident Indians	9,300		9,300	0.12%	24701		24,701	0.31%	165.60%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members	81		81	0.00%	46759		46,759	0.59%	7.16%
Directors Relatives	37,666		37,666	0.48%	12042		12,042	0.15%	-68.03%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	3,577,480	1,883,620	5,461,100	69.09%	3,598,380	1,862,720	5,461,100	69.09%	0.00%
Total Public (B)	3,624,480	2,683,320	6,307,800	79.81%	3,645,380	2,662,420	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)	5,220,680	2,683,320	7,904,000	100.00%	5,241,580	2,662,420	7,904,000	100.00%	0.00%

(ii) Shareholding of Promoter

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during
		No. of shares of the Company	% of total pledged/encumbered to total shares	% of shares	No. of Shares of the Company	% of total pledged/encumbered to total shares	% of Shares the year	
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)

Sl. No.	Particulars	Date	Reason	Shareholding at the at the beginning of the year		Cumulative Shareholding at the end of 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%
	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):*

Sl. No.	Particulars	Date	Reason	Shareholding at the at the beginning of the year		Cumulative Shareholding at the end of the year	
				No. of Shares	% of total shares	No. of Shares	% of total shares
1	Name: PUNJAB AGRO INDUSTRIES CORPLTD						
	At the beginning of the year	4/1/2014		799,700	10.12%	799,700	10.12%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	3/31/2015		799,700	10.12%	799,700	10.12%
2	Name :KASINATH AGROTECH PRIVATE LIMITED						
	At the beginning of the year	4/1/2014		618,000	7.82%	618,000	7.82%
	Changes during the year		-	-	0.00%	-	0.00%
	At the end of the year	3/31/2015		618,000	.82%	618,000	7.82%
3	Name :YVR TRADERS PRIVATE LIMITED						
	At the beginning of the year	4/1/2014		553,451	7.00%	553,451	7.00%
	Changes during the year	-	Transfer	35,000	0.44%	518,451	6.56%
	At the end of the year	3/31/2015		518,451	6.56%	518,451	6.56%
4	Name :YERRA AGENCIES PRIVATE LIMITED						
	At the beginning of the year	4/1/2014		530,000	6.71%	530,000	6.71%
	Changes during the year	-	Transfer	35,000	0.44%	495,000	6.26%
	At the end of the year	3/31/2015		495,000	6.26%	495,000	6.26%

5	I PADMAJA RANI						
	At the beginning of the year	4/1/2014		157,400	1.99%	157,400	1.99%
	Changes during the year		-	-	0.00%	157,400	1.99%
	At the end of the year	3/31/2015		157,400	1.99%	157,400	1.99%
6	SERENITY FINANCE PRIVATE LIMITED						
	At the beginning of the year	4/1/2014		140,300	1.78%	140,300	1.78%
	Changes during the year		-	-	0.00%	140,300	1.78%
	At the end of the year	3/31/2015		140,300	1.78%	140,300	1.78%
7	MAHENDRA KUMAR JAIN						
	At the beginning of the year	4/1/2014		131,460	1.66%	131,460	1.66%
	Changes during the year		-	-	0.00%	131,460	1.66%
	At the end of the year	3/31/2015		131,460	1.66%	131,460	1.66%
8	SHOBHANA NARENDRA KUMAR SHAH						
	At the beginning of the year	4/1/2014		87,074	1.10%	115,680	1.46%
	Changes during the year		-	28,606	0.36%	115,680	1.46%
	At the end of the year	3/31/2015		115,680	1.46%	115,680	1.46%
9	REEHARI KAGITHA						
	At the beginning of the year	4/1/2014		118,141	1.49%	118,141	1.49%
	Changes during the year	-	Transfer	5,000	0.06%	113,141	1.43%
	At the end of the year	3/31/2015		113,141	1.43%	113,141	1.43%
10	RAMESH C DESAI						
	At the beginning of the year	4/1/2014		100,000	1.27%	100,000	1.27%
	Changes during the year	-		-	0.00%	100,000	1.27%
	At the end of the year	3/31/2015		100,000	1.27%	100,000	1.27%

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each key Managerial personnel	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: Nerella Venkata Rama Mohan Rao						
	At the beginning of the year			1,596,200	19.4965%	1,596,200	20.19%
	Changes during the year				0.69840%	NIL	0.00%
	At the end of the year			1,596,200	20.19%	1,596,200	20.19%
2	Name: Rakesh Kumar Jain						
	At the beginning of the year		22,525		0.15%	22,525	0.28%
	Changes during the year		10,483		0.13%	12,042	0.15%
	At the end of the year		12,042		0.15%	12,042	0.15%
3	Name: Leena N Parekh						
	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: Venkata Raghunadh Nerella						
	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: Obul reddy Puppala						
	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: 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%
7	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%

V. INDEBTEDNESS

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

No.	Secured Loans excluding	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			
SN.	Particulars of Remuneration	Name of MD/WTD/ Manager Nerella Venkata Rama Mohan Rao Designation: Managing Director	Total Amount (Rs/Lac)
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

No.	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 (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

No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		CEO	CFO	CS	
	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 fee imposed	Authority [RD/NCLT/ Court]	Appeal made, if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment			NIL		
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Indian seed Industry is one of the vibrant ones in the world. In value India is estimated at 12154 Cr and 6th in rank after USA, China, France, Brazil and Canada.

i. AGRICULTURE ECONOMIC SCENARIO

Over 3 billion people - half the world's population live in rural areas. Agriculture is the livelihood of approximately 2.5 billion of them. With the world population growing @ 1% a year, an estimated 752 million people are going to be added by 2022 thus putting additional demand on food while the area for farming remains static.

Against this backdrop, it's imperative that the additional food needs be met from enhancing productivity. For many emerging economies, especially those like India, agriculture is the engine of economic growth. Agriculture in most of the developing economies is known for the larger contribution to national GDP.

Whereas in case of developed economies percentage contribution of agriculture to the national GDP is inconspicuous. Experts believe that developing countries and emerging economies will play an increasingly important role in agricultural markets in near future.

ii. SEED INDUSTRY OUTLOOK

Cotton, Maize and paddy are expected to be the main growth drivers. With ascendancy in income levels and lifestyle, the demand for vegetables is likely to go up concomitantly subscribing to the growth of vegetable seed market.

In the near future, organised players and seed companies with a strong R&D and diversified portfolio of products are expected to reap the benefits.

iii. 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.

iv. BUSINESS STRATEGY

The size, diversity and the overall steady growth of the Seed industry in India offer great potential for the company to proactively adopt strategies to sustain leadership position in the Industry. Also, the company is focused on strengthening the front end and back end business activities with a view to have better visibility of end products in the market place across the spectrum and sustainable sourcing

and origination capabilities to capture the value chain. The focus is also targeted towards achieving continuous improvement in products, processes and service offerings to serve customers. The company is in the process of adding businesses with diversification to support growth strategy, leverage upstream and downstream strengths and sustain presence in agriculture segments, within the overall product portfolio in agriculture sector.

v. OPPORTUNITIES AND THREATS

Global population has been growing at ever faster rates and has crossed the 7 billion mark. Asia is home to approximately 60% of the world's population with India accounting for 1.2 billion people. This large and growing population has material ramifications on the global food production and supply dynamics. The global demand for cereals for food and animal feed is forecast to grow from the current 2.1 billion tons a year to nearly 3 billion tons by 2050. Economic development and the resulting income growth in the developing nations will drive dietary consumption practices to high-protein diets which are more food grain intensive. The implication of all the above factors is that the productivity of agricultural land will need to increase to meet the growing demand.

Agriculture in the current environment faces challenges from multiple fronts; it has to produce sufficient food and fibre to feed the growing population with a smaller rural labor force, contribute to inclusive development in developing Nation while adopting sustainable agricultural practices and adapt to climate change.

vi. INDUSTRY OUTLOOK

While the growth in agricultural sector has slowed, India continues to be one of the largest agricultural producers with over 50% of its population engaged in various parts of the agriculture value chain. In addition, with over a billion people to feed, food security is of strategic importance to India. Now, Food Security Bill is on the cards for introduction in both the houses of Indian Parliament by the Government of India

vii. RISK AND CONCERNS

a) PRICE VOLATILITY

Your Company is exposed to commodity price fluctuations in its business. All major raw materials as well as finished goods being agro-based are subject to market price variations. Prices of these commodities continue to be linked to both domestic and international prices, which in turn are dependent on various Macro/Micro factors. Also Commodities are increasingly becoming asset classes. Prices of the Raw materials and finished products manufactured by your Company fluctuate widely due to a host of local and international factors. Your Company continues to place a strong emphasis on the risk management and has successfully introduced and adopted various measures for hedging the price fluctuations in order to minimise its impact on profitability. Also, your Company

has initiated setting-up of a government framework to upgrade itself to a robust risk management system.

b) GOVERNMENT POLICIES

The policies announced by the Government have been progressive and are expected to remain likewise in future, and have generally taken an equitable view towards various stake holders, including domestic farmers, industry, consumers etc.

c) CLIMATE RISK

Changing climate conditions such as continuous dry spell, or excessive rainfall may drastically impact commercial seed production of the Company. The Company's diverse product portfolio of commercial crops (cotton and sunflower) food crops (corn, rice, and millets), vegetable crops and quantum of seed reserves help de-risk from any contingency. Further, the Company's hybrids with enhanced buffering capacity to withstand a biotic stress help overcome the weather aberrations.

d) COMPETITION RISK

In the extremely competitive seed business, cut-throat competition from peers can impact the Company's trade. The Company's ability to innovate from long term investment in R&D for knowledge driven products and sustained quality assurance serves as impregnable barriers to the Company's business. In addition to this, the Company has an aggressive market which helps in marketing the Company's products across the country

e) DEPENDENCY RISK

Dependency on any one particular product/seed may affect the growth prospects of the Company. The Company has developed an array of wide ranging products with the judicious use of genetic wealth of germplasm in order to minimize its dependency on any single hybrid or single crop. In addition to this, the Company continuously refurbishes its product portfolio by phasing out extant products and focusing on new and improved products.

f) PRODUCT LIFE-CYCLE RISK

Technological advances at a fast pace are accelerating the innovative product development which in turn is shortening the shelf life of a product/ seed. The Company's continuous investment in Research & Development and the ability to develop an array of new product pipeline helps to mitigate the product life-cycle risk and keeps it ahead of competition

viii. RISK MANAGEMENT INITIATIVES

Persistent volatility in commodities and currency highlights the importance of risk management practices and their role in protecting the structured margin of

the organisation. Given the nature of the business, your Company is exposed to market risks primarily arising from movements in currencies and commodity prices. To manage these risks, we have put in place integrated risk management program which is designed to capture underlying risks from each business and put in place limits and mitigates to address these risks.

Risk management continues to be the cornerstone of our business decisions and efforts to protect business margins. Your Company has put in place a system of limiting exposures to market on the principles of value at risk. It is also engaged in commodity hedging to reduce the impact of volatility in the prices of the agricultural commodities. Your Company also pro-actively engaged in foreign exchange hedging to manage currency risks.

ix. 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. The internal audit is being carried out by a firm of Chartered Accountant having considerable expertise and experience. The audit is carried on a monthly basis and monthly audit reports are submitted to the management. The Audit Committee reviews the internal audit reports, statutory audit reports, the quarterly and annual financial statements and discusses all significant audit observations and follow up actions arising from them. The statutory auditors of the Company also scrutinize the internal audit reports as part of their statutory audit functions.

x. 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**

Sd/-
[N.V.R. MOHAN RAO]
Managing Director

Place: Hyderabad
Date : 29th August , 2015

Information as per section 134(3) read with companies (Disclosures of Particulars in the report of board of directors) Rules 1988 and forming part of the directors report for the year ended 31st March, 2015.

I.	Power and Fuel Consumption	2014-2015	2013-2014.
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) Qty. (Tones)	NIL	NIL
		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 there of 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 Clause 49 of 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 Clause 49 of the Listing Agreement entered in to with the Stock Exchange in which Company's shares are listed.

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

Sl.No.	Name	Designation	Category
1	Mr. NVR Mohan Rao	Managing Director	Promoter
2	Mr.Venkata Raghunadh Nerella	CFO	Promoter
3	Mrs. Leena.N. Parekh	Director	Woman Director
4	Mr. Obulreddy Puppala	Director	Independent
5	Mr.Rakesh Jain	Director	Independent
6	Mr. M. Chowdary	Director	Independent
7	Mr. A.V.V Satyanarayana.	Director	Independent

Conduct of the Board Meetings;

During the year ended 31st March, 2015, Six Board Meetings were held on the following dates: 29th May, 2014, 14th August, 2014, 30th August, 2014, 14th November, 2014, 4th December, 2014 and 14th February, 2015.

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 Director-ships in other public companies	Committee Positions held in other public Companies	
				Chair-person	Member
Mr.NVR Mohan Rao	6	Yes	Nil	Nil	Nil
Mr.Venkata Raghunadh Nerella	5	Yes	Nil	Nil	Nil
Mrs.Leena N.Parekh	4	No	1	--	--
Mr.Obulreddy Puppala	5	No	4	NIL	NIL
Mr.Rakesh Jain	6	Yes	NIL	--	--
Mr.N N Parekh	NIL	NIL	NIL	NIL	NIL
Mr.Chowdary Muppavarapu	3	Yes	NIL	NIL	NIL
Mr.Veera Venkata Satyanarayana Akkana	3	Yes	NIL	NIL	NIL

** As at 31st March, 2015 (Committee positions include only Audit and Investors' Grievance Committees).

The following directors attended the last Annual General Meeting held on 30th September, 2014.

1. Mr.N V R Mohan Rao
2. Mr.Venkata Raghunadh Nerella
3. Mr. Rakesh Jain
4. Mr. Chowdary Muppavarapu
5. Mr. Veera Venkata Satyanarayana Aakana

3) COMMITTEES OF THE BOARD

The Board of Directors has constituted four 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 31st March, 2015

Sl. No.	Name	Nature of Directorship	Designation	No.of Meetings held	No.of Meetings attended
1	Mr.M.Chowdary	Independent	Chairman	4	4
2	Mr.NV Raghunadh	Promoter	Member	4	4
3	Mr.Veera Venkata Satyanarayana Akkana	Independent	Member	4	4

b) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee comprises the following members as on 31st March, 2015

Sl. No.	Name	Nature of Directorship	Designation	No.of Meetings held	No.of Meetings attended
1	Mr.Veera Venkata Satyanarayana Akkana	Independent	Chairman	4	4
2	Mr.NVR Mohan Rao	Promoter	Member	4	4
3	Mr.Chowdary Muppavarapu	Independent	Member	4	4

c) NOMINATION AND REMUNERATION COMMITTEE

The Committee comprises the following members as on 31st March, 2015

Sl. No.	Name	Nature of Directorship	Designation	No. of Meetings held	No. of Meetings attended
1	Mr.Veera Venkata Satyanarayana Akkana	Independent	Chairman	1	1
2	Mr.M.Chowdary	Independent	Member	1	1
3	Mr.Rakesh Kumar Jain	Independent	Member	1	1

d) RISK MANAGEMENT COMMITTEE

The Committee comprises the following members as on 31st March, 2015

Sl. No.	Name	Nature of Directorship	Designation	No. of Meetings held	No. of Meetings attended
1	Mr.Veera Venkata Satyanarayana Akkana	Independent	Chairman	1	1
2	Mr.M.Chowdary	Independent	Member	1	1
3	Mr.Rakesh Kumar Jain	Independent	Member	1	1

4) INDEPENDENT DIRECTORS MEETING

During the year under review, the Independent Directors met on January 30, 2015, 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.

Name of the person	Possession	Number of Meetings held	Number of Meetings attended
Mr. Rakesh Kumar Jain	Chairman	1	1
Mr. Obul reddy Puppala	Member	1	1
Mr. Muppavarapu Chowdary	Member	1	1
Mr. Veera Venkata Satyanarayana Aakana	Member	1	1

The details of the composition of the Committee, meetings held, attendance at the meetings along with sitting fees paid, are given in Table

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
2013-14	30.09.2014	10.00 AM	Hotel Meghacity, 3-6-335 to 339 Basheerbagh Cross Roads Hyderabad
2012-13	30.09.2013	10.00 AM	Hotel Meghacity, 3-6-335 to 339 Basheerbagh Cross Roads Hyderabad
2011-12	30.09.2012	10.00 AM	Hotel Meghacity, 3-6-335 to 339 Basheerbagh Cross Roads Hyderabad

6) POSTAL BALLOT

No resolution was passed through Post Ballot during the FY 2014-15

7) BOOK CLOSURE:

The register of members and share transfer books of the Company shall remain closed from September 24, 2015 to September 26, 2015 (both days inclusive).

8) SPECIAL RESOLUTIONS PASSED DURING THE PREVIOUS 3 AGM'S:**a) The following special resolution was passed in the previous Annual General Meeting held on 30-09-2014**

- i) Approve the Borrowing from time to time shall not exceed in the aggregate at any one time Rs.150 Crores.
- ii) To approve the material related party contracts/ arrangements/ Transactions.

b) The following special resolution was passed in the previous Annual General Meeting held on 30-09-2013

- i) Commencement of all or any of the business proposed in sub-clause (14) covered under clause III (C) of the Memorandum of Association

c) The following special resolution was passed in the previous Annual General Meeting held on 29-09-2012

- i) Amendment of Memorandum of Association to alter the object clause relating to inserting the new clause after clause III(A)(2).
- ii) Create, offer, follow on offer, issue and allotment of such number of Equity shares, Global Depository Receipts, American Depository Receipts, Foreign Currency Convertible Bonds, and /or any other financial instruments convertible into Equity Shares.

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

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 th November 1992
b)	Registered Office	6-3-1099/1/3, Flat No. 203, 2 nd Floor, Bhavya's Varun, Saram Villa, Rajbhavan Road, Somajiguda, Hyderabad-500082, Telangana, India
c)	Day, Date & time of the 23 rd AGM	Wednesday, 30 th September, 2015 at 10.00 A.M.
d)	Venue of the 23 rd AGM:	Hotel Meghacity, 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad-500001
e)	Financial Calendar	1 st April, 2014 to 31 st March, 2015
f)	Date of Book Closure (Both days inclusive)	24 th September, 2015 to 26 th September, 2015
g)	Dividend Payment date	Not Applicable
h)	Listing of Equity shares on Stock Exchange at	The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001, Stock Code: 519479
i)	The Company ISIN Number	INE112B01013
j)	Listing on Stock Exchange	The Bombay Stock Exchange Limited, Mumbai.
k)	Last date for Receipt of Proxies	28 th September, 2015 (Before 10.00 A.M at the Registered office of the company.

Stock Market Price data for the year 2014-15.

Month	High	Low
April, 2014	10.89	8.89
May, 2014	10.90	9.36
June, 2014	12.90	7.98
July, 2014	16.70	12.15
August, 2014	15.67	13.00
September, 2014	24.05	14.50
October, 2014	38.85	19.05
November, 2014	52.80	31.75
December, 2014	51.90	38.00
January, 2015	47.00	20.75
February, 2015	32.35	19.50
March, 2015	31.30	16.00

Category of Shareholder	No. of Shareholders	Total No. of Shares	Total Shareholding as a % of total No. of Shares
(A) Shareholding of Promoter and Promoter Group			
(1) Indian			
Individuals / Hindu Undivided Family	2	1596200	20.19
Central Government / State Government(s)	0	0	-
Sub Total	2	1596200	20.19
(2) Foreign	0	0	-
Total shareholding of Promoter and Promoter Group (A)	2	1596200	20.19
(B) Public Shareholding	0	0	-
(1) Institutions			
(a) Central Govt./ State Government(s)	1	799700	10.12
(b) Financial Institutions / Banks	1	47000	0.59
Sub Total	2	846700	10.71
(2) Non-Institutions			
Bodies Corporate	57	2090456	26.44
Individuals			
Individual shareholders holding nominal share capital up to Rs. 1 lakh	901	740717	9.37
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	50	2546425	32.22
Any Others (Specify)	0	0	-
Clearing Members	16	46759	0.59
Non Resident Indians	8	24701	0.31
Directors & their Relatives & Friends	1	12042	0.15
Sub Total	1033	5461100	69.09
Total Public shareholding (B)	1035	6307800	79.81
Total (A)+(B)	1037	7904000	100.00

Distribution of shareholding of the company as on 31st March, 2015, Category wise, is as below:

Distribution of Share Holding of the company as on 31st March, 2015, value wise is as below:

Shareholding of Nominal Value Rs.	Shareholders		Shares	
	Number	% of total holder	Number	% of total capital
Upto 5000	654	63.07	183315	2.32
5001 to 10000	154	14.85	135303	1.71
10001 to 20000	66	6.36	107806	1.36
20001 to 30000	34	3.28	89524	1.13
30001 to 40000	15	1.45	53801	0.68
40001 to 50000	17	1.64	82944	1.05
50001 to 100000	30	2.89	218403	2.76
100000 and above	67	6.46	7032904	88.98
TOTAL	1037	100.00%	7904000	100.00%

Shareholding pattern of the Company as on 31st of March 2015

Category	Number of Shares held	% of Total Shareholding
A. Promoters (Incl. Persons Acting in Concert)	1596200	20.19
B. Non Promoters	6307800	79.81
i. Institutions	846700	10.71
ii. Corporate Bodies	2090456	26.44
iii. Public (individuals other than above)	3370644	42.65
Total (A+B)	7904000	100.00

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

Place: Hyderabad
Date : 29th August , 2015

Sd/-
[N.V.R. MOHAN RAO]
Managing Director

AUDITORS REPORT ON CORPORATE GOVERNANCE

To

THE MEMBERS OF OMEGA AG-SEEDS (PUNJAB) LIMITED

We have reviewed the implementation of Corporate Governance procedures by Omega Ag-Seeds(Punjab) Limited, during the year ended 31st March 2015, as stipulated in clause 49 of the listing agreement of the said Company with the stock exchanges, with the relevant records on corporate governance, as approved by the board of Directors. The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implantation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor a expression of opinion of the financial statements of the company.

As per schedule of implementation stipulated in clause 49 of the listing agreement with stock exchanges, the company is supposed to comply with all the conditions by 31st March 2015. During the year, the company initiated steps to comply with the requirement of clause 49 of the listing agreements.

On the basis of our review and according to the information and explanations to us, the conditions for corporate governance, as stipulated in corporate governance clause of the listing agreement with the stock exchanges have been complied with in all material respects by the company and that no investor grievances is/ are pending for a period of exceeding one month against the company as per the records maintained by the company.

We further state that such compliance is neither an assurance as to the true viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **Mudili Vijaya Krishna & Associates**

Chartered Accountants

Firm Reg. No. 011211S

Sd/-

(Mudili Vijaya Krishna)

Proprietor.

M.No. 211105

Date : 29th May, 2015

Place: Hyderabad (Camp)

INDEPENDENT AUDITORS REPORT**TO THE MEMBERS OF OMEGA AG SEEDS PUNJAB LIMITED****REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of **OMEGA AG SEEDS PUNJAB LIMITED**, which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE 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 and presentation of these standalone financial statements and Cash Flow Statements, that give a true and fair view of the financial position, financial performance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

AUDITORS' RESPONSIBILITY:

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the

overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION: In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

(a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;

(b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and

(c) In the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. The Companies (Auditor's Report) Order, 2015 (the Order) issued by the Central Government of India in terms of Sub Section (11) of the section 143 of the Act, we give in the Annexure a Statement on the matters specified in the Paragraph 3 and 4 of the Order, to the extent applicable
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss comply with 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 March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

For Muddili Vijaya Krishna & Associates

Chartered Accountants

Firm Regn.No. 011211S

Sd/-

[MUDILI VIJAYA KRISHNA]

Partner - M.No.211105

Place: Hyderabad (Camp)

Date : 29th May, 2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) physical verification of inventory has been conducted at reasonable intervals by the management;
- (b) The procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business
- (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) (a) The Company has not granted loans to any of the bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (b) The Company has not granted loans to any of the bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'), Thus paragraph 3(iii)(b) of the Order is not applicable to the Company,.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax,

duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
 - (c) paragraph 3(vii)(c) of the Order is not applicable to the Company
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company did not obtained any term loans during the year. Hence paragraph 3(xi) of the Order is not applicable to the Company
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For Muddili Vijaya Krishna & Associates

Chartered Accountants
Firm Regn.No. 011211S

Sd/-

[MUDILI VIJAYA KRISHNA]

Partner - M.No.211105

Place: Hyderabad (Camp)

Date : 29th May, 2015

**CEO/CFO CERTIFICATION TO THE BOARD
(Under Clause 49(V) of Listing Agreement)**

Date: 29th August, 2015

I Certify that —

- a. I have reviewed the financial statements and the cash flow statement for the year 2014-15 and that to the best of our knowledge and belief:
- ◆ These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ◆ These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2014-15 which are fraudulent, illegal or violative of the company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee -
- ◆ Significant changes in internal control over the financial reporting during the year 2014-15;
 - ◆ Significant changes in accounting policies during the year 2014-15 and that the same have been disclosed in the notes to the financial statements; and
 - ◆ Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over the financial reporting.

Place: Hyderabad
Date : 29th August , 2015

Sd/-
[N.V.R. MOHAN RAO]
Managing Director

BALANCE SHEET AS AT 31.3.2015

PARTICULARS	NOTES	AS AT 31.03.2015	AS AT 31.03.2014
<u>EQUITY AND LIABILITIES</u>			
<u>A) Shareholders Funds</u>			
Share Capital	2	79,040,000	79,040,000
Reserves and Surplus	3	875,537	394,494
	(A)	79,915,537	79,434,494
<u>B) Non-Current Liabilities</u>			
Deferred Tax Liabilities (net)	4	112,309	48,325
	(B)	112,309	48,325
<u>C) Current Liabilities</u>			
Short Term borrowings		-	-
Trade Payables		10,333,500	1,160,740
Other Current Liabilities	5	2,827,576	1,434,968
Short term Provisions	6	281,215	100,000
	(C)	13,442,291	2,695,708
TOTALS (A+B+C)		93,470,137	82,178,527
<u>ASSETS</u>			
<u>D) Non-Current Assets</u>			
a) Fixed Assets	7		
Tangible Assets		3,387,867	3,497,113
Capital Work In Progress		-	177,000
b) Non Current Investments	8	63,973,272	62,341,387
c) Long Term Loan and Advances	12	7,234,916	7,234,916
	(D)	74,596,055	73,250,416
<u>E) Current Assets</u>			
d) Trade Receivables	9	16,204,480	5,973,961
e) Cash & Bank Balances	10	840,630	1,024,103
f) Short-term Loans & Advances		-	-
g) Other Current Assets	11	1,828,972	1,930,048
	(E)	18,874,082	8,928,111
TOTALS (D+E)		93,470,137	82,178,527

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
CHARTERED ACCOUNTANTS

On Behalf of the Board
For Omega Ag Seeds Punjab Limited

Sd/-

Firm Reg No.: 011211S
(Mudili Vijaya Krishna)
Partner - M.No.211105
HYDERABAD (Camp)
Date: 29th May, 2014

Sd/-

NVR Mohan Rao
Mg. Director

Sd/-

NV Raghunadh
Director

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2015

PARTICULARS	NOTES	31.03.2015 AMOUNT(Rs)	31.03.2014 AMOUNT(Rs)
<u>INCOME</u>			
REVENUE FROM OPERATIONS			
Sales		42,503,410	6,925,919
OTHER INCOMES	13	2,062,959	1,935,839
Total Rs		44,566,369	8,861,758
<u>EXPENDITURE</u>			
PURCHASE OF STOCK IN TRADE		41,800,689	6,358,805
OPERATING EXPENSES	14	1,389,983	1,169,470
EMPLOYEE BENEFIT EXPENSES	15	555,880	898,910
FINANCE COST	16	3,529	2,697
DEPRECIATION AND AMORTISATION	7	109,246	60,584
Total Rs		43,859,327	8,490,466
Profit before Tax		707,042	371,292
Provision for Tax (MAT)	12	(162,015)	(100,000)
Less:Deferred Tax Liability		(63,984)	(7,383)
Profit/Loss After tax		481,043	263,909
Net Profit/Loss to be carried to Balance Sheet		481,043	263,909
EARNINGS PER EQUITY SHARE			
Basic		0.06	0.03
Diluted		0.06	0.03

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
CHARTERED ACCOUNTANTS
 Firm Reg No.: 011211S

On Behalf of the Board
For Omega Ag Seeds Punjab Limited

(Mudili Vijaya Krishna)
 Partner
 M.No: 211105
 HYDERABAD (Camp)
 Date: 29th May, 2014

NV Raghunadh **NVR Mohan Rao**
Managing Director **Director**

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

PARTICULARS	AS AT 31.3.2015	AS AT 31.3.2014
<u>Authorised Share Capital</u> 25000000 (PY 5000000) Equity Shares of Rs. 10/- each	250,000,000	250,000,000
<u>Issued,Subscribed & 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:		
Particulars	As At March 31, 2015	
	No. of Shares held	% of Holding
1. NVR Mohan Rao	1596200	20.19%
2. PUNJAB AGRO INDUSTRIES CORP LTD	799700	10.12%
3. KASINATH AGROTECH PRIVATE LIMITED	618000	7.82%
4. YVR TRADERS PRIVATE LIMITED	518451	6.56%
5. YERRA AGENCIES PRIVATE LIMITED	495000	6.26%

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

Particulars	As at 31 st March, 2015	As at 31 st March 2014
Equity Shares at the beginning of the year	7904000	7904000
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	7904000	7904000

3 RESERVES & SURPLUS

PARTICULARS	AS AT 31.3.2015	AS AT 31.3.2014
<u>General Reserves</u>		
Balance from last year	(19,933,506)	(20,197,415)
Add: Transfer from Profit And Loss A/C	481,043	263,909
<u>Share Premium</u>	20,328,000	20,328,000
	875,537	394,494

4 DEFERRED TAX LIABILITY OF CURRENT YEAR

PARTICULARS	AS AT 31.3.2015	AS AT 31.3.2014
Depreciation as per Income Tax Act	75,990	84,478
Less: Depreciation as per Companies Act	286,294	(60,584)
Timing Difference	210,304	23,894
Deferred Tax Liability	63,984	7,383
Rounded off	63,984	7,383
<u>Deferred Tax Liability of Previous years</u>	48,325	40,942
TOTAL DEFERRED TAX LIABILITY	112,309	48,325

5. OTHER CURRENT LIABILITIES

PARTICULARS	AS AT 31.3.2015	AS AT 31.3.2014
M/S Mauve & Crimson Adv. Agency (P) Ltd.	1,182,500	1,182,500
TDS Payable	2,059	15,486
NVR Mohan Rao	1,520,000	20,000
Rakesh Jain	39,729	-
Big Share Services Pvt.Ltd	27,548	-
Outstanding Expenses	55,740	216,982
	2,827,576	1,434,968

6 SHORT TERM PROVISIONS

PARTICULARS	AS AT 31.3.2015	AS AT 31.3.2014
PROVISION FOR TAX		
Salaries Payable	119,200	-
Profit Before tax	707,042	371,293
Add: Depreciation Dr in P/L	109,246	60,584
Add: ROC Fees being capital expenditure	-	-
Less: Depreciation allowable as per IT	(75,990)	(84,478)
Add Interest on TDS disallowed 20%	-	25,250
	740,298	372,648
Less: Brought forward losses set off	-	-
Taxable Income	740,298	372,648
Book profit as per profit and loss a/c	707,042	371,293
MAT	162,015	100,000
MAT	281,215	100,000

Depreciation As Per Companies Act, 1956
SCHEDULE-7: FIXED ASSETS.

31.03.2014										31.03.2016			
No	Name of the Asset	Cost of the Asset	Date of Acquisitions	Additions	No. of Years of useful life	Useful Life as per schedule II of Companies Act, 2013	Step-1 Opening carrying value (1.4.2014)	Step-2 Residual value of Asset	Step-3 Net carrying Value	Step-4 Remaining Useful Life	Step-5 Rate of Depreciation (%)	Step-6 (i) Amount of Depreciation charged to P & L	Step-7 Net Carrying Value of the Assets at 31.3.2015
01	Land	1,888,854	24-Nov-92	No	0.00		1,888,854	--	1,888,854	0.00	--	--	1,888,854
02	Vehicles	833,592	24-Nov-92	No	21.36	8	1	1	1	0.00	--	--	1
03	Furniture & Fittings	65,873	24-Nov-92	No	21.36	10	1	1	1	0.00	--	--	1
04	Furniture & Fittings	104,589	24-Nov-92	No	21.36	10	1	1	1	0.00	--	--	1
05	Furniture & Fittings	3,286	07-Apr-11	No	2.98	10	2,462	164	2,498	7.02	14.25	356	2,306
06	Furniture & Fittings	3,286	10-Apr-11	No	2.98	10	2,481	153	2,328	7.02	14.24	331	2,149
07	Furniture & Fittings	3,286	08-May-11	No	2.90	10	2,039	125	1,914	7.10	14.08	269	1,770
08	Furniture & Fittings	3,286	10-May-11	No	2.98	10	5,733	351	5,381	7.11	14.07	757	4,875
09	Furniture & Fittings	3,286	30-Jun-11	No	2.75	10	10,237	621	9,616	7.25	13.80	1,327	8,510
10	Furniture & Fittings	3,286	14-Jul-11	No	2.72	10	15,626	950	14,676	7.28	13.73	2,015	13,612
11	Furniture & Fittings	3,286	19-Jul-11	No	2.70	10	14,524	877	13,647	7.30	13.70	1,870	12,654
12	Furniture & Fittings	3,286	21-Jul-11	No	2.70	10	7,043	425	6,618	7.30	13.69	906	6,137
13	Furniture & Fittings	3,286	07-Aug-11	No	2.66	10	14,552	875	13,677	7.35	13.60	1,861	12,651
14	Furniture & Fittings	3,286	20-Dec-11	No	2.98	10	4,405	258	4,147	7.72	12.95	537	3,888
15	Furniture & Fittings	3,286	04-Dec-11	No	1.40	10	16,392	900	15,452	8.60	11.63	1,802	14,558
16	Office Equipment	6,750	24-Nov-92	No	21.36	10	1,238	1	1,237	0.00	--	1,237	1
17	Office Equipment	7,500	24-Nov-92	No	21.36	10	1,740	1	1,739	0.00	--	1,739	1
18	Office Equipment	196,223	24-Nov-92	No	21.36	5	1	1	1	0.00	--	--	1
19	Office Equipment	2,000	24-Nov-92	No	21.36	5	416	1	415	0.00	--	415	1
20	Office Equipment	26,352	05-Jul-07	No	6.74	5	13,827	11,100	13,826	0.00	--	13,826	1
21	Office Equipment	22,000	07-May-11	No	2.90	5	17,483	1,100	16,383	2.10	47.68	7,806	9,676
22	Office Equipment	22,000	09-Jun-11	No	2.91	5	17,524	1,985	16,524	2.19	45.68	7,548	10,075
23	Office Equipment	35,700	23-Feb-11	No	3.10	5	33,859	1	31,874	1.90	52.67	16,788	17,071
24	Office Equipment	12,000	25-May-09	No	4.85	3	7,896	1	7,885	0.15	675.93	7,885	1
25	Computer & Data Process	96,100	24-Nov-92	No	21.36	3	1	1	1	0.00	--	--	1
26	Computer & Data Process	64,336	24-Nov-92	No	21.36	3	500	1	499	0.00	--	499	1
27	Computer & Data Process	21,100	07-Apr-11	No	2.98	3	1,500	1	1,499	0.02	6,083.33	1,499	1
28	Computer & Data Process	2,350	14-Sep-11	No	2.95	3	125	1	124	0.15	219.86	124	1
29	Computer & Data Process	14,800	30-Jun-11	No	2.75	3	8,202	740	7,462	0.25	405.56	7,462	740
30	Computer & Data Process	76,266	24-Nov-92	No	21.36	3	1	1	1	0.00	--	--	1
31	Buildings	1,425,982	18-Feb-05	No	9.12	60	1,214,057	71,299	1,142,758	50.88	1.97	23,459	1,191,558
32	Buildings	107,500	23-Feb-07	No	7.10	60	95,140	5,380	89,760	52.90	1.89	1,697	93,443
33	Buildings	106,775	23-Feb-07	No	7.10	60	96,416	6,339	89,077	52.90	1.89	1,694	92,732
34	Plant & Machinery	7,940	24-Nov-92	No	21.36	15	4,547	1	4,546	0.00	--	4,546	1
	TOTAL						3,487,113	92,656	3,404,463			109,245	3,397,867

8 NON CURRENT INVESTMENTS

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2014
Investment in Gold	621,049	621,049
Other Investments	47,265	47,265
FDR with Indian Overseas Bank, Chandigarh	23,304,958	21,673,073
Gayatri Bio Solutions (India) Pvt Ltd.	8,170,000	--
Gayatri Sea Food and Feeds Pvt Ltd.	31,830,000	40,000,000
	63,973,272	62,341,387

9 TRADE RECEIVABLES

PARTICULARS	AS AT 31.3.2015	AS AT 31.3.2014
(Unsecured and considered good)		
(a) Debts outstanding for more than six months:		
<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
(b) Other Debts	14,322,100	4,091,581
	16,204,480	5,973,961

10 CASH AND BANK BALANCES

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
Cash in hand	282,643	324,673
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	503,835	
ING VYSYACA	45,649	690,926
	840,630	1,024,103

11 OTHER CURRENT ASSETS

PARTICULARS	AS AT 31.3.2015	AS AT 31.3.2014
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 2010-11	53,868	53,868
TDS 2011-12	84,285	84,285
TDS on Deposit	1,593,680	1,513,186
TDS 2013-14	12,014	193,584
	1,828,972	1,930,048

12 Long Term Loans and Advances

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2014
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
Ashish Aggarwal	-	-
Loan to Shiv Shanker	50,011	50,011
Vikas Didwania	227,000	227,000
	7,234,916	7,234,916

13 OTHER INCOMES

PARTICULARS 31.3.2015	AS AT 31.3.2014	AS AT
Interest on FDRs	2,062,959	1,935,839
	2,062,959	1,935,839

14 OPERATING EXPENSES

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2014
Audit Fee	60,000	60,000
Advertisement	22,844	-
Carraige Inwards	51,625	-
Carraige Outwards	52,180	
Computer Expenses	88,128	63,575
Conveyance	111,080	
Electricity and Water Charges	9,726	5,101
Fees and Taxes	306,723	66,212
Labour	96,532	
Legal & Professional Exp	23,000	262,106
Office Expenses	74,080	61,200
Petrol and Diesel	-	109,542
Postage & Courier Charges	3,322	43,806
Printing & Stationery and Xerox	66,614	70,220
Rent,Rates & Taxes	83,000	96,000
Telephone and Internet	24,269	62,567
Travelling Expenses	139,860	243,891
Miscellaneous Expenses	177,000	25,250
	1,389,983	1,169,470
15 EMPLOYEE BENEFIT EXPENSES		
Staff Salaries	510,500	838,440
Staff Welfare Expenses	45,380	60,470
	555,880	898,910
16 FINANCE COST		
Bank Charges	3,529	2,697
	3,529	2,697

As per our separate report of even date
For Mudili Vijaya Krishna
 CHARTERED ACCOUTANTS
 Firm Reg No.: 011211S

On Behalf of the Board
For Omega Ag Seeds Punjab Limited

Sd/-
 (Mudili Vijaya Krishna)
 Partner
 M.No: 211105
 HYDERABAD (Camp)
 Date: 29th May, 2014

Sd/- Sd/-
NV Raghunadh NVR Mohan Rao
Managing Director Director

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS	31.03.2015	31.03.2014
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Profit/Loss before Tax	707,042	371,293
<u>Adjustments to reconcile profit before tax to cash provided by operating activities</u>		
Depreciation and amortization	286,246	60,584
Interest and dividend income	(2,062,959)	(1,935,839)
Interest on Borrowings	-	-
<u>Changes in current assets and liabilities</u>		
Sundry Debtors	10,230,519	4,029,693
Short Term Advances and Other Current Assets	101,076	27,416
Long Term Loan and Advances	-	500
Current Liabilities and provisions	10584568.00	(2,083,354)
NET CASH GENERATED BY OPERATING ACTIVITIES	(614,546.00)	470,293.00
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
Purchases of Fixed Assets	-	-
FDR With Canara Bank	-	-
FDR with IOB	(1,631,885)	(1,742,255)
Interest and dividend income	2,062,959	1,935,839
Change in Non Current Investments	-	-
Purchase of Gold	-	-
NET CASH USED IN INVESTING ACTIVITIES	431,074	193,584.00
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from issue of Shares	-	-
Share premium	-	-
Interest paid on Borrowings	-	-
NET CASH GENERATED FROM FINANCING ACTIVITIES	-	-
Net (decrease)/increase in cash and cash equivalents during the year	(183,472)	663,876
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD/YEAR	1,024,103	360,226
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR	840,631	1,024,102

On Behalf of the Board
For Omega Ag Seeds Punjab Limited

Sd/- Sd/-
NV Raghunadh NVR Mohan Rao
Managing Director Director

AUDITORS CERTIFICATE

We have verified the above Cash Flow Statement of Omega AG Seeds(Punjab) derived from the audited financial statements for the year ended March 31, 2014 and found the same to be drawn in accordance therewith and also with the requirement of Clause 32 of the listing agreement with stock exchange.

For Mudili Vijaya Krishna

CHARTERED ACCOUNTANTS

Firm Reg No.: 011211S

Sd/-

(Mudili Vijaya Krishna)

Partner

M.No: 211105

HYDERABAD (Camp) Date: 29.05.2015

SIGNIFICANT ACCOUNTING POLICES

A) SYSTEM OF ACCOUTING

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 on straight line basis method 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) T AXATION

The provisions of Tax has been created keeping view the provisions of section 115JB of income Tax Act 1961.

F) CONTINGENT LIABILITIES

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

G) 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.

b) CASES FILED AGAINST THE COMPANAY

- 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 29th 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 & Crimison 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.
- Civil suit No. 81 of 2000 in Distt. Court Chandigarh filed by Mr. Teja Singh against the Company for recovery of Rs 4.43 lacs in consideration of seeds supplied by him to the company .Decree was passed against the company and an appeal filed by the company and the said appeal also was dismissed . Company is in the process to file appeal before Punjab and Haryana court at Chandigarh.
- Civil suit no 97 of year 2000 in the Distt. Court Chandigarh filed by Mr.Teja Singh against the company for recovery of Rs 2.07 lacs in consideration of seeds supplied by him to the company. Decree passed,appeal filed by the company is dismissed . Company is in the process of filing appeal before Punjab and Haryana court at Chandigarh.
- Civil suit of year 2000 in the Distt. Court Chandigarh filed by Mr. Gurinder Singh against the company for recovery of Rs 4.43 lacs in consideration of seeds supplied by him to the company. Decree passed, appeal filed by the

company is dismissed. Company is in process to file appeal before Punjab and Haryana court at Chandigarh.

- Civil suit no 82 of year 2000 in the Distt. Court Chandigarh filed by Mr. Ravinder Singh against the company for recovery of Rs 50,901.63/- in consideration of seeds supplied by him to the company and rejoinders arising out of aforesaid Litigation. Decree passed, appeal filed by the company is dismissed. Company is in process of file appeal before Punjab and Haryana court at Chandigarh.
- 64/2010 is pending in 47th 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 & Crimision 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 & Crimision 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 DISCLOSERS (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. Key Managerial Personnel	
Mr.Nerella Mohan Rao Venkatarama	Managing Director
Mr. Rakesh Kumar Jain	Director

- 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 Mohan Rao Venkatrama Rs. 15,20,000/-

Mr. Rakesh Kumar Jain Rs. 39729/-

- 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 31.03.2015 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) In accordance with the Accounting Standard (AS-22) issued by Institute of Chartered Accountants of India, the company has Deferred Tax liability as at 31.03.2015 with regard to timing difference of depreciation of previous years and current year.
- Q) Figures for the previous year have been regrouped or rearranged wherever necessary.
- R) Paise have been rounded to nearest rupee.

As per our separate report of even date

For Mudili Vijaya Krishna

Chartered Accountants

Firm Reg No.: 011211S

On Behalf of the Board

For Omega Ag Seeds Punjab Limited

Sd/-

(Mudili Vijaya Krishna)

Partner

M.No: 211105

HYDERABAD (Camp)

Date: 29th May, 2014

Sd/-

NV Raghunadh

Managing Director

Sd/-

NVR Mohan Rao

Director

Resolu- tion No	Ordinary Business	Optional	
		For	Against
1	Adoption of financial statement for the year ended March 31, 2015		
2	Appoint a Director in place of Mr. Nerella Venkata Rama Mohan Rao, who retires by rotation and being eligible, offers herself for reappointment		
3	Ratify the appointment of M/s. Mudili Vijaya Krishna & Associates., Chartered Accountants as Auditors for the FY 2015-16		
	Special Business		
1	Approve the material related party contracts/ arrangements/ Transactions		

Signed this day of 2015

Signature of shareholder:

Signature of Proxy holder(s):

Affix Revenue Stamp Re.1/-

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.

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:....., or 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
23rd. Annual general meeting/ Extraordinary general meeting of the company, to be held
on the 30th day of September, 2015 At 10 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:

OMEGA AG SEEDS PUNJAB LIMITEDCIN: **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 Second Annual General Meeting of the **OMEGA AG SEEDS PUNJAB LIMITED** held on Wednesday, September 30, 2015 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/Proxyholders are requested to produce the attendance slip duly signed for admission to the Meetinghall.
- (2) Members are requested to bring their copy of Annual Report for reference at the Meeting.

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

BOOK POST

**If Undelivered, Please return to
OMEGA AG-SEEDS (PUJNAB) LIMITED**
6-3-1099/1/2/3, Flat # 203
Bhavya's Varun Sargam Villa, Rajbhavan Road
Somajiguda, Hyderabad-500082
Telefax. No.: +91-40-23310684
Email: info@omegaagriseeds.com