

BOARD OF DIRECTORS

1) Mr. Nerella Venkata Rama Mohan Rao	Managing Director (wef. 28/05/2011)
2) Mrs. Leena N Parekh	Director (wef.27/12/2000)
3) Mr. Rakesh Kumar Jain	Director (wef. 28/05/2011)
4) Mr. Muppavarapu Chowdary	Director (wef. 30/09/2014)
5) Mr. Veera Venkata Satyanarayana Aakana	Director (wef. 30/09/2014)
6) Mr. Bollina Chandra Subhash	Whole time Director & CFO (w.e.f. 13/02/2016)
7) Mr. Achuta Ramaiah Pavuluri	Director (w.e.f 14/11/2015)

AUDITORS:

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

REGISTERED OFFICE:

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

BANKERS

ING Vysya Bank

CIN : L01119TG1992PLC082816
LISTING : Bombay Stock Exchange Limited

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NOTICE OF 24th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of the Members of OMEGA AG-SEEDS (PUNJAB) LIMITED will be held on Friday, the 30th September, 2016, 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, 2016, the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Nerella Venkata Rama Mohan Rao as Director, who retires by rotation and being eligible, offers him-self 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. **Appointment of Mr. Achuta Ramaiah Pavuluri as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from Time to time, Mr. Achuta Ramaiah Pavuluri (DIN: 07121706), who was appointed as an additional director of the company, categorised as independent director by the Board of Directors with effect from November 14, 2015, and who holds office up to the date of ensuring Annual General Meeting of the Company, in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under section 160 of the companies Act,2013, from a member proposing Mr. Achuta Ramaiah Pavuluri (DIN: 07121706) for the office of Director, be and is hereby appointed as Independent Director of the Company, with effect from November 14, 2015 up to November 13, 2020, not liable to retire by rotation.”

5. **Regularisation of Additional Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including

any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Bollina Chandra Subhash (DIN: [06749633](#)) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 14th November, 2015 and who holds office up to the date of next Annual General Meeting of the Company, in terms of Section 161 of Companies Act, 2013 (“the Act”), but who is eligible for the appointment, be and is hereby appointed as Director of the Company whose office shall be liable to retire by rotation be and is hereby appointed as a Director of the Company.”

6. Ratification of appointment of Mr. Bollina Chandra Subhash as Whole time director:

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Compensation Committee, and approval of the Board and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications and re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s), consent of the members of the company be and is hereby accorded to the appointment of Mr. Bollina Chandra Subhash (DIN: [06749633](#)), as Whole time Director of the company for a period of 5 years with effect from 13th February, 2016 to 12th February, 2021 and such other terms and conditions as set out and approved by board of directors of the company from time to time.”

7. Re appointment of Mr. Nerella Venkata Rama Mohan Rao as Managing Director:

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Nerella Venkata Rama Mohan Rao, as Managing Director (designated as “Executive Chairman”) of the Company for a period of 5 years with effect from May 28, 2016 to May 27, 2021, and such other terms and conditions as set out and approved by board of directors of the company from time to time.”

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

Sd/-

Place : Hyderabad
Date : 13th August , 2016

[N.V.R. MOHAN RAO]
Managing Director
DIN: [00830116](#)

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 Friday, **23rd September, 2016 to Sunday, 25th September, 2016** 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. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ re-appointment

9. Corporate members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. Electronic copy of the Annual Report for 2015-16 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 2015-16 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 24th 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 24th 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 24th Annual General Meeting to be held on Friday, 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

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the Sequence Number in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • 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 Tuesday the 27th September, 2016 from 9.00 a.m. and ends on Thursday the 29th September, 2016 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, 2016**, 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, Practicing 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, 2016.

Item No.4

During the year, the Board of Directors of the Company has appointed Mr. Achuta Ramaiah Pavuluri (DIN: 07121706) as an Additional Director of the Company, categorized as Independent, at their meeting held on the 14th November, 2015. He holds office up to the date of ensuring Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.

The Company has also received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Achuta Ramaiah Pavuluri (DIN: 07121706) for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

In view of above, it is proposed to appoint Mr. Achuta Ramaiah Pavuluri as a Independent Director of the Company from the date of 14th November, 2015.

The Company has received (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. Achuta Ramaiah Pavuluri (DIN: 07121706) to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In terms of Schedule IV of the Companies Act, 2013, the Board is of the opinion that Mr. Achuta Ramaiah Pavuluri (DIN: 07121706), fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and is independent

of the management. Further, pursuant to the above provisions, the terms of Independent Directors is not liable to determined by rotation.

Except Mr. Achuta Ramaiah Pavuluri none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No. 4 of this Notice.

The Board recommends the resolutions set forth in the Item Nos. 6, of the Notice for approval of the members.

Item No.5

During the year, the Board of Directors of the Company has appointed Mr. Bollina Chandra Subhash (DIN: 06749633) as an Additional Director of the Company at their meeting held on the 14th November, 2015. He holds office up to the date of ensuring Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.

In view of above, it is proposed to appoint Mr. Bollina Chandra Subhash as a Director of the Company from the date of this Annual General Meeting.

In this regard the Company has received request in writing from a member of the company proposing Mr. Bollina Chandra Subhash candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Bollina Chandra Subhash on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption.

Except Mr. Bollina Chandra Subhash none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No. 5 of this Notice.

ITEM NO 6

Notice has been received from a member signifying their intention to propose appointment of Mr. Bollina Chandra Subhash as Whole-time Director cum CFO of the Company along with requisite fee.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Compensation Committee the Board of Directors of the Company vide resolution passed on 13th February, 2016 approved appointment of Mr. Bollina Chandra Subhash as CFO cum Whole-time Director on the Board of the Company with effect from February 13, 2016.

The appointment will be valid subject to approval of the members of the Company at general meeting. Further, considering the qualifications and experience of Mr. Bollina Chandra Subhash, your Board thought it fit to appoint him as Whole time Director of the Company.

According to the provisions contained in Section 196, 197 and 203 read with the schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personal) Rules, 2014, approval of the members is required by way of Ordinary Resolution for appointment and payment of remuneration.

Accordingly the Board of Directors recommends the resolution in relation to the appointment of Whole-time Director set out in the said item 7 for the approval of the members of the Company.

None of the directors, key managerial personnel and their relatives except Mr. Bollina Chandra Subhash interested or concerned directly or indirectly in the said resolutions set out at item no.6.

ITEM NO 7

Mr. Nerella Venkata Rama Mohan Rao (DIN: 00830116), who was appointed as Managing Director by the members for a period of 5 years with effect from May 28, 2016 was expired on May 28, 2016.

The Nomination and Remuneration Committee, in its meeting held on August 13, 2016 recommended and the Board of Directors, in its meeting held on August 13, 2016, approved the re-appointment of Mr. Nerella Venkata Rama Mohan Rao (holding DIN 00830116), as Managing Director of the Company for a period of 5 (Five) years with effect from May 28, 2016, for remainder of duration of appointment upto May 28, 2021 subject to the approval of the shareholders in the General Meeting and the Central Government, if required.

Keeping in view that Mr. Nerella Venkata Rama Mohan Rao has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Nerella Venkata Rama Mohan Rao as Managing Director designated as Executive Chairman.

Disclosure as required under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and disclosures requirement) regulations, 2015 is given hereunder and Annexure to this Notice.

According to the provisions contained in Section 196, 197 and 203 read with the schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personal) Rules, 2014, approval of the members is required by way of Ordinary Resolution for re-appointment and payment of remuneration.

Accordingly the Board of Directors recommends the resolution in relation to the re-appointment of Managing Director set out in the said item 8 for the approval of the members of the Company.

None of the directors, key managerial personnel and their relatives except Mr. Nerella Venkata Rama Mohan Rao interested or concerned directly or indirectly in the said resolutions set out at item no.7.

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

Place : Hyderabad
Date : 13th August , 2016

Sd/-
[N.V.R. MOHAN RAO]
Managing Director
DIN: [00830116](#)

ANNEXED TO THE NOTICE

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

Name of Director	Mr. N.V.R. Mohan Rao	Mr. Achuta Ramaiah Pavuluri	Mr. Bollina Chandra Subhash
Date of Birth	10 th June. 1962	6 th January, 1962	7 th May, 1978
Date of Appointment	28-05-2011	14th November, 2015	14th November, 2015
Expertise in specific functional areas	Procurement, processing, marketing.	About 25 years experience in the areas of audit and assurance services, taxation and finance .	Administrative Professional
Qualification	B.Com	FCA	B Tech
No. of Equity Shares held in the Company	1596200	Nil	Nil
Directorships in other companies	1. Blue Park Sea Foods Pvt. Ltd. 2. Nerella Power Pvt.Ltd. 3. Apex Aqua Agencies (India) Pvt. Ltd.	1. Tyson Comer Estates Private Limited	Nil
List of committees of the Board of Directors (across all companies) in which chairmanship Membership is held	Audit Committee	Nil	Nil
Relationships with other Directors <i>inter-se</i>	Nil	Nil	Nil

BOARD REPORT

To the Members,
OMEGA AG SEEDS PUNJAB LIMITED

Your Directors have pleasure in submitting their 24th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2016

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, 2016	As on 31 st March, 2015
Gross Income	6829992	44566369
Total Expenditure	6302234	43859327
Profit Before Tax	527758	707042
Provision for Taxes / Deferred Tax	264118	225999
Net Profit	263640	481043

2. OPERATIONAL HIGHLIGHTS;

During the last year under review our Company Gross revenue from operations has decreased to Rs 68.29 Lakhs for the current year as against 445.66 Lakhs in the previous year recording a decline to only 15.36% and earned Profit before tax (PBT) of Rs.2.63 Lakhs. It was due to decrease in net sales during the year. 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 TO RESERVES:

The Company has not transferred any amount to the General Reserve out of current year's profits and the same is in compliance with the applicable provisions prescribed under the Companies Act, 2013.

7. 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.

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

During the year Five 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:

Sl. No.	Date of Board meeting	Board strength	No. of directors present
1	29 May 2015	7	7
2	14 Aug 2015	7	6
3	29 Aug 2015	7	6
4	14 Nov 2015	7	6
5	13 Feb 2016	7	6

9. 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. Muppavarapu Chowdary, and Mr. Veera Venkata Satyanarayana Aakana, Mr. Achuta Ramaiah Pavuluri and Mr. Bollina Chandra Subhash acting as directors of the Company.

Mr. Obul reddy Puppala has submitted his resignation letter from the possession of Independent Director as well as director of the company and the same was approved by the Board on 14th November, 2015 with effect from 14th November, 2015 and Mr. Venkata Raghunadh Nerella, has submitted his resignation letter from the Position of Whole time Director as well as Director of the company and the same was approved by the Board on 13th February, 2016 with effect from 13th February, 2016.

The Board of Directors has upon the recommendations of the Nomination and Remuneration Committee, appointed Mr. Achuta Ramaiah Pavuluri and Mr. Bollina Chandra Subhash as an Additional Directors with effect from 14th November, 2015.

Further Mr. Achuta Ramaiah Pavuluri designated as Independent Non executive director with effect from 14th November, 2015, Mr. Bollina Chandra Subhash appointed as Whole time Director cum CFO with effect from 13th February, 2016.

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. Bollina Chandra Subhash 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.

10. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

11. 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.

12. 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.

13. 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.

14. 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.

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

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

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, Clause 49 of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. 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. Korepu Mallesham & Co. Company Secretaries, Hyderabad, bearing M.No 19161 and C.P. No. 8277, were appointed as Auditors for secretarial audit for the year 2015-16 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.

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.

24. DEPOSITS

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

25. STATUTORY AUDITORS

M/s. Mudili Vijaya Krishna & Associates, Chartered Accountants, Vijayawada were appointed as Statutory Auditors for a period of five years in the 22nd 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.

26. SHARES

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

27. 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.

28. 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.

29. 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 three Committees – Audit 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.

30. ACKNOWLEDGEMENTS

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

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

Place : Hyderabad
Date : 13th August, 2016

Sd/-
[N.V.R. MOHAN RAO]
Managing Director
DIN: 00830116

Sd/-
[B Chandra Subhash]
Director & CFO
DIN: 06749633

ANNEXURE - I**Form No. MR-3
SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

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

To

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

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

Based on our verification of M/s. Omega Ag Seeds Punjab Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 ("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, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under ***except compliance relating to the appointment of Company Secretary Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 201.***
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The erstwhile Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit Period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);

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

- i) Secretarial Standards issued by the Institute of Company Secretaries of India and approved by Government of India on Meetings of the Board of Directors and General Meetings.
- ii) Listing Agreement (till November 30, 2015) entered into by the Company with the National Stock Exchange and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (From 1st December, 2015)

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

We further report that:

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

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

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

We further report that, as per the explanations given to us and the representations made by the Management and relied upon by us, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

**For KOREPU MALLESHAM & CO.
Company Secretaries**

Date : 13th August, 2016
Place : Hyderabad

Sd/-
(Mallesham Korepu)
Proprietor
M.No.19162, C.P.No.8277

Note:

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

ANNEXURE – A

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

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

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

**For KOREPU MALLESHAM & CO.
Company Secretaries**

Date : 13th August, 2016
Place : Hyderabad

Sd/-
(Mallesham Korepu)
Proprietor
M.No.19162, C.P.No.8277

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY
--

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	seeds processing for propogation	0164	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
---	--	--	--	--	--

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Not applicable	-	-	-	

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% 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			--	0.00%			--	0.00%	0.00%
d) State Govt(s)		799,700	799,700	10.12%		799,700	799,700	10.12%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	47,000	799,700	846,700	10.71%	47,000	799,700	846,700	10.71%	0.00%

2. Non-Institutions									
a) Bodies Corp.				0.00%					
i) Indian	1,941,956	148,500	2,090,456	26.45%	1,863,149	148,500	2,011,649	25.45%	- 3.77%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals				0.00%					
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	518,697	222,020	740,717	9.37%	813277	260,620	1,073,897	13.59%	44.98%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1,054,225	1,492,200	2,546,425	32.22%	1049470	1,277,200	2,326,670	29.44%	-8.63%
c) Others (specify)									
Non Resident Indians	24,701		24,701	0.31%	33301		33,301	0.42%	34.82%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members	46,759		46,759	0.59%	3,541		3,541	0.04%	-92.43%
Directors Relatives	12,042		12,042	0.15%	12,042		12,042	0.15%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	,3,598,380	,1,862,720	5,461,100	69.09%	3,774,780	1,686,320	5,461,100	69.09%	0.00%
Total Public (B)	3,645,380	2,662,420	6,307,800	79.81%	3,821,780	2,486,020	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)	5,241,580	2,662,420	7,904,000	100.00%	5,417,980	2,486,020	7,904,000	100.0%	0.00%

(ii) Shareholding of Promoter

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

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

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: PUNJAB AGRO INDUSTRIES CORP LTD						
	At the beginning of the year	4/1/2015		799,700	10.12%	799,700	
	Changes during the year	-		-	0.00%	799,700	10.12%
	At the end of the year	3/31/2016		799,700	10.12%	799,700	10.12%
2	Name :KASINATH AGROTECH PRIVATE LIMITED						
	At the beginning of the year	4/1/2015		618,000	7.82%	618,000	7.82%
	Changes during the year	-		-	0.00%	618,000	7.82%
	At the end of the year	3/31/2016		618,000	7.82%	618,000	7.82%
3	Name :YVR TRADERS PRIVATE LIMITED						
	At the beginning of the year	4/1/2015		518,451	6.56%	518,451	6.56%
	Changes during the year	-	Transfer	-	0.00%	618,451	6.56%
	At the end of the year	3/31/2016		518,451	6.56%	518,451	6.56%
4	Name :YERRA AGENCIES PRIVATE LIMITED						
	At the beginning of the year	4/1/2015		495,000	6.26%	495,000	6.26%
	Changes during the year	-	Transfer	-	0.00%	495,000	6.26%
	At the end of the year	3/31/2016		495,000	6.26%	495,000	6.26%

5	Name :I PADMAJA RANI						
	At the beginning of the year	4/1/2015		164,356	2.08%	16,435	1.99%
	Changes during the year	-	Transfer	-	0.00%	16,435	1.99%
	At the end of the year	3/31/2016		164,356	2.08%	16,435	1.99%

6	Name :SERENITY FINANCE PRIVATE LIMITED						
	At the beginning of the year	4/1/2015		140,300	1.78%	140,300	1.78%
	Changes during the year	-		-	0.00%	140,300	1.78%
	At the end of the year	3/31/2016		140,300	1.78%	140,300	1.78%

7	Name :MAHENDRA KUMAR JAIN						
	At the beginning of the year	4/1/2015		132,460	1.68%	132,460	1.68%
	Changes during the year	-	Transfer	-	0.00%	132,460	1.68%
	At the end of the year	3/31/2016		132,460	1.68%	132,460	1.68%

8	Name :SREEHARI KAGITHA						
	At the beginning of the year	4/1/2015		113,141	1.43%	113,141	1.43%
	Changes during the year	-	Transfer	-	0.00%	113,141	1.43%
	At the end of the year	3/31/2016		113,141	1.43%	113,141	1.43%

9	Name :RAMESH C DESAI						
	At the beginning of the year	4/1/2015		100,000	1.27%	100,000	1.27%
	Changes during the year	-		-	0.00%	100,000	1.27%
	At the end of the year	3/31/2016		100,000	1.27%	100,000	1.27%

10	Name :ARVIND VIRMANI						
	At the beginning of the year	4/1/2015		98,800	1.25%	98,800	1.25%
	Changes during the year	-		-	0.00%	98,800	1.25%
	At the end of the year	3/31/2016		98,800	1.25%	98,800	1.25%

S. 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	20.19%	1,596,200	20.19%
	Changes during the year				0	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			526	0.01%	526	0.01%
	At the end of the year			+526	0.01%	526	0.01%
					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%

8	Name: Bollina Chandra Subhash					
	At the beginning of the year			0.00%	-	0.00%
	Changes during the year			0.00%	NIL	0.00%
	At the end of the year			0.00%	-	0.00%
9	Name: Achuta Ramaiah Pavuluri					
	At the beginning of the year			0.00%	-	0.00%
	Changes during the year			0.00%	NIL	0.00%
	At the end of the year			0.00%	-	0.00%

V. DEBENTURES

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

Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
Name	Mr. Nerella Venkata Rama Mohan Rao		(Rs/Lac)
Designation	Managing Director		
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			-
Stock Option			-
Sweat Equity			-
Commission			-
- as % of profit			-
- others, specify			-
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

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

Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name	CEO	CFO	(Rs/Lac)
Designation			CS	
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	-	-	-	-
Stock Option	-	-	-	-
Sweat Equity	-	-	-	-
Commission				
- as % of profit	-	-	-	-
- others, specify	-	-	-	-
Others, please specify	-	-	-	-
Total	-	-	-	-

No remuneration is paid

Remuneration to Managing Director, Wholetime Directors and/or Manager

Remuneration is not paid

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

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

i. OVERVIEW OF THE AGRICULTURAL SECTOR

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. INDUSTRY STRUCTURE AND DEVELOPMENT

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

iii. 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 our customers. The company is in the processing 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.

iv. OPPORTUNITIES AND THREATS

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

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

v. RISK AND CONCERNS

1. Price Volatility
2. Government Policies
3. Climate Risk
4. Competition Risk
5. Dependency Risk
6. Product Life-Cycle Risk

vi. RISK MANAGEMENT INITIATIVES

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

vii. 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.

viii. CAUTIONARY STATEMENT

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

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

Place	: Hyderabad	Sd/- [N.V.R. MOHAN RAO]	Sd/- [B Chandra Subhash]
Date	: 13 th August , 2016	Managing Director DIN: 00830116	Director & CFO DIN: 06749633

ANNEXURE TO DIRECTORS REPORT

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are forming part of the directors report for the year ended 31st March 2016 are as follows:

		2015-2016	
I.	Power and Fuel Consumption 2014-2015.		
1.	Electricity		
	a) Purchased Units (in Lakhs)		
	Total Amount (Rs. In Lakhs)		
	Rate/Unit(Rs.)	NIL	NIL
	b) Own Generation		
2.	Coal: (Steam used for Generation of Steam boiler)	NIL	NIL
	Qty. (Tones)	NIL	NIL
	Total Amount (Rs. In Lakhs)	_____	_____
	Averages/Tones (Rs.)	_____	_____
3.	FURNACE OIL	NIL	NIL
	Consumed Qty. (Kilo Meter.)	_____	_____
	Consumed Cost (Rs. In Lakhs)	_____	_____
	Averages/Kilo Meter(Rs.)	_____	_____
4.	Other/Internal Generation	NIL	NIL
	Steam Purchased	_____	_____
	Qty. (Tones)	_____	_____
	Total Cost (Rs. In Lakhs)	_____	_____
	Averages/Kilo Meter(Rs.)		
5.	Consumption per unit of Production	NIL	NIL
	A. Product (Single Super Phosphate)		
	Electricity	_____	_____
	Coal	_____	_____
	Furnace Oil	_____	_____
	Steam	_____	_____
II.	TECHNOLOGY ABSORPTION	NIL	NIL
	Efforts made in technology absorption	_____	_____
	As per B of the Annexure to the Rules.		
1.	Research & Development (R & D)	NIL	NIL
A)	Specified areas in which (R & D) carried out by the company	_____	_____
B)	Benefits derived as result of the above R&D:	NIL	NIL
		_____	_____

C)	Expenditure on R & D	NIL	NIL
	i) Capital	_____	_____
	ii) Recurring	_____	_____
	iii) Total	_____	_____
	iv) Total R & D Expenditure as a percentage of total turnover	_____	_____
2.	Technology absorption, adaptation, and innovation	NIL	NIL
A)	Efforts in brief made towards technology absorption adaptation and innovations	NIL	NIL
B)	Benefits derived as a result of the above efforts e.g. product improvement cost reduction, product development, import substitution etc.	NIL	NIL
C)	In case of imported technology (imported during the last five year reckoned from the beginning of the financial year).	NIL	NIL
	Following information may be furnished:		
	i) Technology Imported		
	ii) Year of Imported		
	iii) Had technology been fully absorbed	NIL	NIL
	iv) If not fully absorbed, areas where this has not taken Place reason there of and future plan action	NIL	NIL.
		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 the Listing Agreement entered in to with the Stock Exchange in which Company's shares are listed.

Presently the Board consists of 7 directors, whose composition is as under:

Sl.No.	Name	Designation	Category
1	Mr. Nerella Mohan Rao Venkatarama	Managing Director	Promoter
2	Mr. Bollina Chandra Subhash	Whole time Director & CFO	Non Promoter-Executive
3	Mrs. Leena.N. Parekh	Director	Independent
4	Mr. Rakesh Jain	Director	Independent
5	Mr. M. Chowdary	Director	Independent
6	Mr. A.V.V Satyanarayana.	Director	Independent
7	Mr. Achuta Ramaiah Pavuluri	Director	Independent

Note: Mr. Bollina Chandra Subhash and Mr. Pavuluri Achuta Ramaiah were appointed as directors with effect from 14th Nov, 2015.

Mr. Obulreddy Puppala has resigned for the post of Director with effect from 14th November, 2015 and Mr. Venkata Raghunadh Nerella has resigned for the post of Director with effect from 13th February, 2016.

Conduct of the Board Meetings ;

During the year ended 31st March, 2016, Five Board Meetings were held on the following dates: 29th May, 2015, 14th August, 2015, 29th August, 2015, 14th November, 2015, and 13th February, 2016.

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	Attendan ce at the last AGM	No.of other directorships in other public companies	Committee positions held in other public companies	
				Chair-person	Member
Mr. Nerella Venkatarama Mohan Rao	5	Yes	Nil	Nil	Nil
Mr. Bollina Chandra Subhash	1	No	Nil	Nil	Nil
Mrs. Leena. N. Parekh	1	No	Nil	----- --	-----
Mr. Achuta Ramaiah Pavuluri	1	No	Nil	Nil	Nil
Mr.Rakesh Jain	5	Yes	Nil	----- --	-----
Mr. Chowdary Muppavarapu	5	Yes	Nil	Nil	Nil
Mr. Veera Venkata Satyanarayana Aakana	5	Yes	Nil	NIL	NIL

** As at 31st March, 2016 (Committee positions include only Audit and Investors' Grievance Committees).

The following directors attended the last Annual General Meeting held on 30th September, 2015.

1. Mr.Nerella Venkatarama Mohan Rao
2. Mr.Venkata Raghunadh Nerella (was resigned on 13th February, 2016)
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 Three Board Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors. Details on

the composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided below.

a) AUDIT COMMITTEE

The Audit Committee to oversee audit functions of the Company and it comprises the following three directors as on 31st March, 2016

Sl.No	Name	Nature of Directorship	Designation
1	Mr. Chowdary Muppavarapu	Independent	Chaiman
2	Mr. Nerella Venkata rama Mohan Rao	Promoter	Member
3	Mr. Veera Venkata Satyanarayana Aakana	Independent	Member

The attendance of members of the above committee at their meetings are furnished below:

Sl.No	Name	No. of meetings of audit committee attended
1	Mr.Nerella Mohan Rao Venkatarama	4
2	Mr. Chowdary Muppavarapu	4
3	Mr. Veera Venkata Satyanarayana Aakana	4

b) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee comprises the following members as on 31st March, 2016

Sl.No	Name	Nature of Directorship	Designation
1	Mr. Veera Venkata Satyanarayana Aakana	Independent	Chaiman
2	Mr.Nerella Mohan Rao Venkatarama	Promoter	Member
3	Mr. Chowdary Muppavarapu	Independent	Member

The attendance of members of the above committee at their meetings are furnished below:

Sl.No	Name	No. of meetings of Stakeholders Relationship Committee attended
1	Mr.Nerella Mohan Rao Venkatarama	4
2	Mr. Veera Venkata Satyanarayana Aakana	4
3	Mr. Chowdary Muppavarapu	4

c) NOMINATION AND REMUNERATION COMMITTEE

The Committee comprises the following members as on 31st March, 2016

Sl.No	Name	Nature of Directorship	Designation
1	Veera Venkata Satyanarayana Aakana	Independent	Chairman
2	M.Chowdary	Independent	Member
3	Rakesh Kumar Jain	Independent	Member

The attendance of members of the above committee at their meetings are furnished below:

Sl.No	Name	No. of meetings of Nomination and Remuneration committee attended	Designation
1	Veera Venkata Satyanarayana Aakana	4	Chairman
2	M.Chowdary	4	Member
3	Rakesh Kumar Jain	4	Member

4) INDEPENDENT DIRECTORS MEETING

During the year under review, the Independent Directors met on November 14, 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.

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

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

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
2014-2015	30.09.2015	10.00 A.M	Hotel Megacity, 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad.
2013-2014	30.09.2014	10.00 A.M	Hotel Megacity, 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad.
2012-2013	30.09.2013	10.00 A.M	Hotel Megacity, 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad.

6) POSTAL BALLOT

No resolution was passed through Post Ballot during the FY 2015-16

7) BOOK CLOSURE:

The register of members and share transfer books of the Company shall remain closed from September 23, 2016 to September 25, 2016 (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 30-09-2015**

i) To approve the material related party contracts/ arrangements/ Transactions.

b) The following special resolution was passed in the previous Annual General Meeting held on 30-09-2014

ii) Approve the Borrowing from time to time shall not exceed in the aggregate at any one time Rs.150 Crores.

iii) To approve the material related party contracts/ arrangements/ Transactions.

c) 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

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 24 th AGM | : | Wednesday, 30 th September, 2015 at 10.00 A.M. |
| d) Venue of the 24 th AGM | : | Hotel Meghacity, 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad-500001 |
| e) Financial Calendar | : | 1 st April, 2015 to 31 st March, 2016 |
| f) | | |
| g) Date of Book Closure | : | 23 rd September, 2016 to 25 th September, 2016 (Both days inclusive) |
| h) Dividend Payment date | : | Not Applicable |
| i) Listing of Equity shares on Stock Exchange at | : | The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001, Stock Code: 519479 |
| j) The Company ISIN Number | : | INE112B01013 |
| k) Listing on Stock Exchange | : | The Bombay Stock Exchange Limited, Mumbai. |
| l) Last date for Receipt of Proxies | : | 28 th September, 2015 (Before 10.00 A.M at the registered office of the company. |

Stock Market Price data for the year 2015-16.

Month	High	Low
April, 2015	18.5	16.2
May, 2015	18.6	13.8
June, 2015	18.45	9.05
July, 2015	13.06	8.19
August, 2015	11.6	7.29
September, 2015	9.54	6.23
October, 2015	11.00	6.9
November, 2015	11.65	7.6
December, 2015	11.29	8.15
January, 2016	9.48	7.6
February, 2016	10.00	8.55
March, 2016	9.48	7.41

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	1	1596200	20.19
Central Government / State Government(s)	0	0	-
Sub Total	1	1596200	20.19
(2) Foreign	0	0	-
Total shareholding of Promoter and Promoter Group (A)	1	1596200	20.19
(B) Public Shareholding	0	0	-
(1) Institutions			
(a) Central Government / 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	44	2011649	25.45
Individuals			
Individual shareholders holding nominal share capital up to Rs. 2 lakh	1052	1073897	13.58
Individual shareholders holding nominal share capital in excess of Rs.2 lakh	36	2326670	29.43
Any Others (Specify)	0	0	-
Clearing Members	6	3541	0.04
Non Resident Indians	7	33301	0.42
Directors & their Relatives & Friends	1	12042	0.15
Sub Total	1146	5461100	69.09
Total Public shareholding (B)	1148	6307800	79.81
Total (A)+(B)	1149	7904000	100.00

Shareholding pattern of the Company as on 31st of March 2016

Distribution of shareholding of the company as on 31st March, 2016, Category wise, is as below:

Distribution of Share Holding of the company as on 31st March, 2016, value wise is as below:

Shareholding of Nominal value Rs.	Shareholders		Shares	
	Number	% of total holders	Number	% of total capital
Upto 5000	725	63.04	1923540	2.43
5001 to 10000	168	14.60	1462750	1.85
10001 to 20000	84	7.30	1347480	1.70
20001 to 30000	40	3.47	1047780	1.32
30001 to 40000	21	1.82	747710	0.94
40001 to 50000	17	1.47	819310	1.03
50001 to 100000	31	2.69	2180720	2.75
100000 and above	63	5.56	69510710	87.94
Total	1149	100.00%	7904000	100.00%

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

Place : Hyderabad
Date : 13th August, 2016

Sd/-
[N.V.R. MOHAN RAO]
Managing Director
DIN: [00830116](#)

Sd/-
[B Chandra Subhash]
Director & CFO
DIN: [06749633](#)

AUDITORS REPORT ON CORPORATE GOVERNANCE

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

We have examined all the relevant records of Omega Ag-Seeds(Punjab) Limited for the purpose of certifying compliance of the conditions of the Corporate Governance under Clause 49 of the listing agreement of the said Company with the stock exchanges for the period from April 01, 2015 to November 30, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from December 01, 2015 to March 31, 2016. We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to 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. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and Regulations.

We further state that such compliance is neither an assurance as to the future 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: 13th August, 2016
Vijayawada

INDEPENDENT AUDITOR'S 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 ('the Company'), which comprise the Balance Sheet as at 31 March 2016, 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 financial 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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. 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 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, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

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 purposes of our audit.

(b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance sheet, the Statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i) There are no matters to be reported there under the pending litigations, which will alter the financial position of the Company;
- ii) The Company is not required to make provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative
- iii) There are no matters to be reported there under in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For MUDILI VIJAYA KRISHNA &Co.,
Chartered Accountants**

**Place: Hyderabad (Camp)
Date: 30-05-2016**

Sd/-
**(MUDILI VIJAYA KRISHNA)
Partner , M.No: 211105
Firm Reg No: 011211S**

ANNEXURE – A TO THE AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) All the fixed assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
 - (ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the stock records were not material.
- (iii) The Company has not granted any loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Thus, Paragraph 3 (iii)(a), (iii) (b) and (iii) (c) of the order is not applicable to the Company.
 - (iii) In our opinion and according to the information and explanations given to us, the Company has not, granted any loans, made investments, guarantees and security, thus compliance with the provisions of section 185 and 186 of the Act are not applicable. Hence Paragraph 3 (iv) of the order is not applicable to the Company.
- (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 products rendered by the Company. Hence Paragraph 3(vi) of the order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues on account of Income tax, Sales tax, Service tax, Customs duty, Excise duty, Cess as at 31st March 2016, which have not been deposited on account of dispute.
- (viii) According to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of dues to the banks
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans obtained during the year were applied for the purpose, which they were raised.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid or provided managerial remuneration during the year. Hence, Paragraph 3(xi) of the order is not applicable.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For MUDILI VIJAYA KRISHNA & Co.,
Chartered Accountants**

**Place : Hyderabad(Camp)
Date : 30-05-2016**

Sd/-
**(MUDILI VIJAYA KRISHNA)
Partner , M.No: 211105
Firm Reg No: 011211S**

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **OMEGA AG SEEDS PUNJAB LIMITED** as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition,

use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For MUDILI VIJAYA KRISHNA &Co.,
Chartered Accountants**

**Place : Hyderabad(Camp)
Date : 30-05-2016**

Sd/-
**(MUDILI VIJAYA KRISHNA)
Partner , M.No: 211105
Firm Reg No: 011211S**

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

Date: 13th August, 2016

We, Nerella Venkata Rama Mohan Rao, Managing Director and Bollina Chandra Subhash, Whole time Director and Chief Financial Officer, to the best of our knowledge and belief, hereby certify that:

- 1) We have reviewed the financial statements including the cash flow statement for the financial year ended 31 March 2016 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2015-16 which are fraudulent, illegal or violative of the company's code of conduct;
- 3) 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.
- 4) We have indicated to the Auditors and the Audit Committee -
 - i. Significant changes in internal control over the financial reporting during the year 2015-16;
 - ii. Significant changes in accounting policies during the year 2015-16 and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over the financial reporting.

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

Place	: Hyderabad	Sd/- [N.V.R. MOHAN RAO]	Sd/- [B Chandra Subhash]
Date	: 13 th August, 2016	Managing Director & CEO DIN: 00830116	Whole time Director & CFO DIN: 06749633

BALANCE SHEET AS AT 31.3.2016

PARTICULARS	NOTES	As at 31.3.2016	AS AT 31.03.2015
<u>EQUITY AND LIABILITIES</u>			
<u>A) Shareholders Funds</u>			
Share Capital	2	79,040,000	79,040,000
Reserves and Surplus	3	1,139,177	875,537
		(A)	79,915,537
<u>B) Non-Current Liabilities</u>			
Deferred Tax Liabilities (net)	4	112,152	112,309
		(B)	112,309
<u>C) Current Liabilities</u>			
Trade Payables		10,333,500	10,333,500
Other Current Liabilities	5	2,813,859	2,827,576
Short term Provisions	6	188,236	281,215
		(C)	13,442,291
TOTALS (A+B+C)		93,626,924	93,470,137
<u>ASSETS</u>			
<u>D) Non-Current Assets</u>			
a) Fixed Assets	7		
Tangible Assets		3,317,854	3,387,867
Capital Work In Progress			
b) Non Current Investments	8	65,903,444	63,973,272
c) Long Term Loan and Advances	12	7,234,916	7,234,916
		(D)	74,596,055
<u>E) Current Assets</u>			
c) Trade Receivables	9	15,110,127	16,204,480
d) Cash & Bank Balances	10	482,966	840,630
f) Other Current Assets	11	1,577,618	1,828,972
		(E)	18,874,082
TOTALS (D+E)		93,626,924	93,470,137

Significant Accounting Policies

1

The accompanying notes are an integral part of the Financial Statement.

As per our separate report of even date

For Mudili Vijaya Krishna & Co.,

Chartered Accountants

Firm Regn.No.0112115

Sd/-

(Mudili Vijaya Krishna)

Partner

M.No.211105

Hyderabad (Camp)

Dt.30.05.2016

On behalf of the Board

For Omega Ag Seeds Punjab Limited

Sd/-

NVR Mohan Rao
Managing Director

Sd/-

B.Chandra Subhash
Director & CFO

STATEMENT OF PROFIT & LOSS ACCOUNT AS AT 31.3.2016

PARTICULARS	NOTES	AS AT 31.3.2016 Amount Rs.	AS AT 31.3.2015 Amount Rs.
INCOME			
INCOME FROM OPERATIONS			
Sales		4,935,110	42,503,410
OTHER INCOME	13	<u>1,894,882</u>	<u>2,062,959</u>
	TOTAL	<u>6,829,992</u>	<u>44,566,369</u>
EXPENDITURE			
PURCHASE OF STOCK IN TRADE			
		4,714,095	41,800,689
OPERATING EXPENSES	14	1,168,016	1,369,243
EMPLOYEE BENEFIT EXPENSES	15	350,110	555,880
FINANCE COST		--	--
DEPRECIATION AND AMORTISATION	7	<u>70,013</u>	<u>109,246</u>
	TOTAL	<u>6,302,234</u>	<u>43,859,327</u>
Profit before Tax		527,758	707,042
Provision for Tax	12	-163,236	-162,015
Less: Deferred Tax Liability (DTA)		157	-63,984
Profit/Loss After Tax		364,679	481,043
Income Tax Adjustments of earlier years		<u>-101,039</u>	--
Net Profit/Loss to be carried to Balance Sheet		<u>263,640</u>	<u>481,043</u>
EARNINGS PER EQUITY SHARE			
Basic		0.03	0.06
Diluted		0.03	0.06
Significant Accounting Policies	1		

The accompanying notes are an integral part of the Financial Statements.

AUDITORS REPORT

As per our separate report of even date

For Mudili Vijaya Krishna & Co.,

Chartered Accountants

Firm Regn.No.0112115

Sd/-

(Mudili Vijaya Krishna)

Partner

M.No.211105

Hyderabad (Camp)

On behalf of the Board

For Omega Ag Seeds Punjab Limited

Sd/-

NVR Mohan Rao

Managing Director

Sd/-

B.Chandra Subhash

Director & CFO

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

in Rs.

PARTICULARS	AS AT 31.3.2016	AS AT 31.3.2015
<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, 2016	As At March 31, 2015
	No. of Shares held	No. of Shares held
NVR Mohan Rao	1,596,200	1,596,200
PUNJAB AGRO INDUSTRIES CORP LTD	799,700	799,700
KASINATH AGROTECH PRIVATE LIMITED	618,000	618,000
YVR TRADERS PRIVATE LIMITED	518,451	518,451
YERRA AGENCIES PRIVATE LIMITED	495,000	495,000

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

In Rs.

Particulars	As at March 31, 2016	As at 31 st March 2015
Equity Shares at the beginning of the year	7,904,000	7,904,000
Add : Sahres issued on exercise of employees stock option	-	-
Less Shares cancelled on buy back of equity shares	-	-
Equity shares at the end of the year	7,904,000	7,904,000

3. RESERVES & SURPLUS

PARTICULARS	In Rs.	
	AS AT 31.3.2016	AS AT 31.3.2015
<u>General Reserves</u>	-	-
Balance from last year	19,452,463	19,933,506
Add: Transfer from Profit And Loss A/C	263,640	481,043
<u>Share Premium</u>	20,328,000	20,328,000
	1,139,177	875,537

4. DEFERRED TAX LIABILITY/ASSET

LIABILITY/ASSET	In Rs.	
	AS AT 31.3.2016	AS AT 31.3.2015
Depreciation as per Income Tax Act	69,506	75,990
Less: Depreciation as per Companies Act	70,013	286,294
Timing Difference	-507	210,304
Deferred Tax Asset	-157	63,984
Rounded off	-157	63,984
<u>Deferred Tax Liability of Previous years</u>	112,309	48,325
TOTAL DEFERRED TAX LIABILITY	112,152	112,309

5.OTHER CURRENT LIABILITIES

In Rs.

PARTICULARS	AS AT	AS AT
	31.3.2016	31.3.2015
M/S Mauve & Crimson Adv. Agency (P) Ltd.	1,182,500	1,182,500
TDS Payable	24,559	2,059
NVR Mohan Rao	1,520,000	1,520,000
Rakesh Jain	-	39,729
Big Share Services Pvt.Ltd	-	27,548
Outstanding Expenses	86,800	55,740
	2,813,859	2,827,576

6.SHORT TERM PROVISIONS

in Rs.

PARTICULARS	AS AT	AS AT
	31.3.2016	31.3.2015
PROVISION FOR TAX		
Salaries Payable	25,000	119,200
Profit Before tax	527,758	707,042
Add: Depreciation Dr in P/L	70,013	109,246
Add: ROC Fees being capital expenditure	-	-
Less: Depreciation allowable as per IT	-69,506	75,990
Add Interest on TDS disallowed 20%	-	-
	528,265	740,298
Less: Brought forward losses set off		-
Taxable Income	528,265	740,298
Book profit as per profit and loss a/c	527,759	707,042
MAT/Tax	163,236	162,015
	188,236	281,215

Method of Depreciation: SLM

Sl No	Asset Category	Cost of the Asset	Date of Acquisition	Useful Life as per Schedule II of Companies Act, 2013	Residual value of Asset	Net Carrying Value	Rate of Depreciation (%)	Opening carrying value of the Asset as at 01/04/2015	Remainin g Useful Life:	Amount of Depreciation to charged to P&L (2016)	Net carrying value of the Asset as at 31/3/2016
1	Land	1,888,854	24-Nov-92	0	-	1,888,854	-	1,888,854	-	-	1,888,854
2	Vehicles	833,692	24-Nov-92	8	1	1	-	1	-	-	1
3	Furniture and fittings	654,73	24-Nov-92	10	1	1	-	1	-	-	1
4	Furniture and fittings	1046,99	24-Nov-92	10	1	1	-	1	-	-	1
5	Furniture and fittings	3,286	7-Apr-11	10	164	2,498	14.25	2,306	6.02	35.6	1,950
6	Furniture and fittings	3,060	16-Apr-11	10	153	2,328	14.24	2,149	6.02	33.1	1,818
7	Furniture and fittings	2,500	9-May-11	10	125	1,914	14.08	1,770	6.10	26.9	1,501
8	Furniture and fittings	7,026	10-May-11	10	351	5,381	14.07	4,975	6.11	75.7	4,218
9	Furniture and fittings	124,10	30-Jun-11	10	62.1	9,616	13.80	8,910	6.25	1,32.7	7,583
10	Furniture and fittings	190,00	14-Jul-11	10	95.0	14,676	13.73	13,612	6.28	2,01.5	11,597
11	Furniture and fittings	175,37	29-Jul-11	10	87.7	13,647	13.70	12,654	6.30	1,87.0	10,784
12	Furniture and fittings	8,500	28-Jul-11	10	42.5	6,618	13.69	6,137	6.30	90.6	5,231
13	Furniture and fittings	175,00	7-Aug-11	10	87.5	13,677	13.60	12,691	6.35	1,86.1	10,830
14	Furniture and fittings	5,150	20-Dec-11	10	25.8	4,147	12.95	3,868	6.72	53.7	3,331
15	Furniture and fittings	180,00	4-Nov-12	10	90.0	15,492	11.63	14,590	7.60	1,80.2	12,788
16	Office equipment	6,750	24-Nov-92	10	1	1,237	-	1	-	-	1
17	Office equipment	7,600	24-Nov-92	10	1	1,739	-	1	-	-	1
18	Office equipment	1962,23	24-Nov-92	10	1	1	-	1	-	-	1
19	Office equipment	2,000	24-Nov-92	5	1	415	-	1	-	-	1
20	Office equipment	263,52	5-Jul-07	5	1	13,826	-	1	-	-	1
21	Office equipment	220,00	7-May-11	5	1,100	16,383	47.65	9,676	1.10	7,80.6	1,870
22	Office equipment	220,00	9-Jun-11	5	1,100	16,524	45.68	10,075	1.19	7,54.8	2,527
23	Office equipment	397,00	23-Feb-11	5	1,985	31,874	52.67	17,071	0.90	16,78.8	283
24	Office equipment	120,00	25-May-09	5	1	7,885	675.93	1	-	-	1
25	Computers and data processing units	961,00	24-Nov-92	3	1	1	-	1	-	-	1
26	Computers and data processing units	643,96	24-Nov-92	3	1	499	-	1	-	-	1
27	Computers and data processing units	211,00	7-Apr-11	3	1	1,499	-	1	-	-	1
28	Computers and data processing units	2,350	14-Sep-11	3	1	124	-	1	-	-	1
29	Computers and data processing units	148,00	30-Jun-11	3	74.0	7,462	-	74.0	-	-	74.0
30	Computers and data processing units	762,66	24-Nov-92	3	1	1	-	1	-	-	1
31	Buildings	1,425,982	18-Feb-05	60	71,299	1,142,758	1.97	1,191,598	49.88	22,45.9	1,169,139
32	Buildings	107,600	23-Feb-07	60	5,380	89,760	1.89	93,443	51.90	1,69.7	91,746
33	Buildings	1,067,75	23-Feb-07	60	5,339	89,077	1.89	92,732	51.90	1,68.4	91,048
34	Plant and Machinery	7,940	24-Nov-92	15	1	4,546	-	1	-	-	1
									3,387,867	7,013	3,317,854

8. NON-CURRENT INVESTMENTS

in Rs.

PARTICULARS	AS AT	
	31.3.2016	31.3.2015
Investment in Gold	621,049	621,049
Other Investments	47,265	47,265
FDR with Indian Overseas Bank, Chandigarh	25,235,130	23,304,958
Gayatri Bio Solutions (India) Pvt Ltd.	8,170,000	8,170,000
Gayatri Sea Food and Feeds Pvt Ltd.	31,830,000	31,830,000
	65,903,444	63,973,272

9. TRADE RECEIVABLES

in Rs.

PARTICULARS	AS AT	
	31.3.2016	31.3.2015
(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	13,227,747	14,322,100
	15,110,127	16,204,480

10.CASH AND BANK BALANCES

in Rs.

PARTICULARS	in Rs.	
	AS AT 31.3.2016	AS AT 31.3.2015
Cash in hand	383546	282,643
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	41459.47	503,835
ING VYSYACA	49456.55	45,649
	482,966	840,630

11.OTHER CURRENT ASSETS

in Rs.

PARTICULARS	in Rs.	
	AS AT 31.3.2016	AS AT 31.3.2015
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
TDS 2011-12		84,285
TDS on Deposit		1,593,680
TDS 2013-14		12,014
TDS Receivable	1,492,493	
	1,577,618	1,828,972

12.LONG TERM LOANS AND ADVANCES

in Rs.

PARTICULARS	AS AT	AS AT
	31.3.2016	31.3.2015
Mag Multi Trade Pvt Ltd	5,182,905	5,182,905
Mahesh Bhyani	1,500,000	1,500,000
M/s Mauve & Crimson Advance Agency Pvt Ltd	100,000	100,000
Punjab and Sindh Bank	75,000	75,000
Shresth Colonisers Pvt Ltd	100,000	100,000
Loan to Shiv Shanker	50,011	50,011
Vikas Didwania	227,000	227,000
	7,234,916	7,234,916

13.OTHER INCOMES

in Rs.

PARTICULARS	AS AT	AS AT
	31.3.2016	31.3.2015
Interest on FDRs	1894882	2,062,959
	1,894,882	2,062,959

14. OPERATING EXPENSES

in Rs.

PARTICULARS	in Rs.	
	AS AT 31.3.2016	AS AT 31.3.2015
Audit Fee	60000	60,000
Advertisement	6943	22,844
Carraige Inwards	-	51,625
Carraige Outwards	-	52,180
Computer Expenses	39015	88,128
Conveyance	88500	111,080
Electricity and Water Charges	-	9,726
Fees and Taxes	363774	306,723
Labour	-	96,532
Legal & Professional Exp	87000	23,000
Office Expenses	110512	74,080
Postage & Courier Charges	46065	3,322
Rent,Rates & Taxes	192000	83,000
Miscellaneous Expenses	-	177,000
Website Development and renewal	12063	-
Bank Charges	348.53	3,529
	1,168,016	1,369,243

15. EMPLOYEE BENEFIT EXPENSES

in Rs.

	in Rs.	
	AS AT 31.3.2016	AS AT 31.3.2015
Staff Salaries	320000	510,500
Staff Welfare Expenses	30110	45,380
	350,110	555,880

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE NO.1: CORPORATE INFORMATION

Omega Ag Seeds Punjab Limited ("The Company") was incorporated on 24.11.1992 and the CIN being 101119TG1992PLC082816. The Company is engaged in the business of dealing in agricultural products.

NOTE NO.2: SIGNIFICANT ACCOUNT POLICIES

A) SYSTEM OF ACCOUNTING

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

B) FIXED ASSETS

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

C) DEPRECIATION

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

D) REVENUE /EXPENSES RECOGNITION

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

E) TAXATION

(a) Accounting for Taxes on Income:

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

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

F) CONTINGENT LIABILITIES

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

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

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.
- Criminal Complaint No.288 of 2016 filed by the company against Sampada Agricoltd Tech Private Limited under Section 138 of NI Act for dishonor of cheque filed in XVIII ACMM Court, Hyderabad.

b) CASES FILED AGAINST THE COMPNAY

- Punjab Agro Industries Corporation has filed a suit for alterations in the Articles of Association of the company and restricting the company to hold the EGM on 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 & Crimision Advertising Pvt Ltd., New Delhi has filed a case for passing a decree of permanent injunction thereby restraining Omega Ag-Seeds (Punjab) Limited and Omega Agro Limited from taking forcible and illegal possession of flat at 7/18, Kalkaji Extension , New Delhi against recovery of Rs 11.82 lacs from the Company.
- 764/2010 is pending in 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 DISCLOSURES (AS-18)

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

A.	PARTY	RELATION
	Omega Ag-Seeds (India) Limited	Promoter Company
	Punjab Agro Ind. Corporation (PAIC)	Promoter Company

B. Key Managerial Personnel

Mr.Nerella Mohan Rao Venkatarama	Managing Director
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- 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/-

- 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 31.03.2016 in accordance with the Accounting Standards (AS-22) issued by The Institute of Chartered Accountants of India.
- O) In the opinion of the management the value realization of current assets and loans & Advances in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.
- P) **Segment reporting:** The Company has operated in only one segment i.e., trading in agricultural products, during the year.

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

R) CONTINGENT LIABILITIES:

- a) There were no contingent liabilities as on 31st March, 2016.
- b) Estimated amount of contracts remaining to be executed on Capital Accounts and not provided for – NIL -.

S) EARNINGS PER SHARE:

a) Basic Earning per Share:

i	Number of Equity Shares outstanding at the beginning of the year	79,04,000
ii.	Number of Equity Shares issued during the year	NIL
iii.	Total number of equity shares outstanding at the end of the year (used for denominator for calculating EPS)	79,04,000
iv.	Profit available to shareholders	2,63,040
v.	Basic Earning per Share (face value Rs.10/-)	0.03

b) Diluted Earning per Share:

i	Number of Equity Shares outstanding at the beginning of the year	79,04,000
ii.	Number of Equity Shares issued during the year	NIL
iii.	Total number of equity shares outstanding at the end of the year (used for denominator for calculating EPS)	79,04,000
iv.	Profit available to shareholders	2,63,040
v.	Basic Earning per Share (face value Rs.10/-)	0.03

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

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

U) REMUNERATION TO AUDITORS:

Details	31 st March, 2016	31 st March, 2015
Audit Fee	60,000	60,000
TOTAL	60,000	60,000

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

W) Paise have been rounded to the nearest rupee.

As per our report annexed.
For Mudili Vijaya Krishna & Co
 Chartered Accountants
 Firm Reg. No. 011211S

On Behalf of the Board
For Omega AG Seeds (Punjab)Limited

Sd/-
(Mudili Vijaya Krishna)

Sd/-
NVR Mohan Rao

Sd/-
B.Chandra Subhash

Partner M.No: 211105
Hyderabad (Camp)

Managingg. Director Director & CFO

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 IDLSignature:....., or failing him

2. Name: Address:.....
 E-mail IDLSignature:....., or failing him
3. Name:Address:.....
 E-mai Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual general meeting/ Extraordinary general meeting of the company, to be held on the 30th day of September, 2016 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:

Resolution No.		Optional *	
		For	Against
Ordinary Business			
1	Adoption of financial statement for the year ended March 31, 2016		
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 2016-17		
Special Business			
4	Appointment of Mr. Achuta Ramaiah Pavuluri as an Independent Director.		
5	Regularization of additional Director		
7	Appointment of Mr. Bollina Chandra Subhash as Whole time director		
8	Re appointment of Mr. Nerella Venkata Rama Mohan Rao as Managing Director		

Signed this..... day of..... 2016

Signature of Shareholder :

Signature of Proxy holder(s)

Affix Revenue
Stamp

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

CIN: L01119TG1992PLC082816

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

ATTENDANCE SLIP

Folio No. DP ID No.

Client ID No.

Name of Member :

Name of Proxy holder.....

No. of Share(s) Held :

I hereby record my presence at the Twenty Fourth Annual General Meeting of the **OMEGA AG SEEDS PUNJAB LIMITED** held on Friday, September 30, 2016 at 10.00 A. M., at Hotel Meghacity situated at 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad - 500029, Telangana.

Signature of Member/Proxy

Notes:

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