

## OMEGA AG-SEEDS (PUNJAB) LIMITED

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### BOARD OF DIRECTORS

Mr.N.V. R. Mohan Rao	Managing Director
Mrs. Leena N Parekh	Director
Mr.Rakesh Jain	Director
Mr. N N Parekh	Director
Mr. N.V. Raghunadh	Director
Mr. Obulreddy Puppala	Director

### AUDITORS

M/s. Sankaram & Associates  
Chartered Accountants  
H No 7-1-58, Flat No 303,  
Amrutha Business Complex,  
Opp: Lal Banglow, Ameerpet,  
Hyderabad – 500016.

### BANKERS

ING Vysya Bank

### REGISTERED OFFICE

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

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## OMEGA AG-SEEDS (PUNJAB) LIMITED

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### NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of OMEGA AG-SEEDS (PUNJAB) LIMITED will be held on 30<sup>th</sup> September, 2013, at 10.00 A.M. at Hotel Megacity situated at 3-6-335 to 339, Basheerbagh cross Roads, Hyderabad, to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31st March, 2013, the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rakesh Kumar Jain, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Venkata Raghunadh Nerella who retires by rotation and being eligible, offers herself for reappointment.
4. 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 224(1) and other applicable provisions of the Companies Act, 1956, M/s. Mudili Vijaya Krishna & Associates, Chartered Accountants, Vijayawada be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as may be decided by the Board of Directors of the Company in the place of M/s Shankaram & Associates who have expressed their unwillingness to be reappointed”

#### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby accorded to the Board of Directors of the Company, as they may deem fit from time to time, for commencement of all or any of the business proposed in Sub-clause(14) covered under the Object Clause III (c) of the Memorandum of Association of the Company.”

By Order of the Board  
For Omega AG Seeds (Punjab) Limited  
Sd/-  
[N.V.R. Mohan Rao]  
Managing Director

Place : Hyderabad  
Date : 5<sup>th</sup> September, 2013

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

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### **NOTES**

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in relation to the item of Special Business to be transacted at the meeting is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxy form duly completed must reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
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 25<sup>th</sup> September 2013 to 30<sup>th</sup> September, 2013(both days inclusive)
5. Members holding shares in physical form are requested to advise about change of address to Bigshare Services Private Limited. Members holding shares in electronic form are requested to intimate their respective Depository Participants (DPs) about any change of address or Bank mandate and NOT to the Company or Registrar and Transfer Agents.
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.
8. As required under Clause 49 IV(G) of the listing agreement, the relevant information in respect of the Directors seeking re-appointment at the Annual General Meeting is provided in the Report on Corporate Governance forming part of the Annual Report.
9. Corporate members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

### **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, in respect of their electronic holdings through their concerned Depository Participants (DPs), to support the Green Initiative of the Government.

## OMEGA AG-SEEDS (PUNJAB) LIMITED

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### EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

#### Item Nos. 5:

After taking into account the financial resources of the Company and other relevant factors, the Board considered it possible and desirable to diversify the Company's activities by undertaking the business of acquire, collect and gather by fishing or purchase all varieties of sea food (including prawns, shrimps, lobsters, pomfrets etc.) and to process, pack and prepare the same for sale and export, which could be carried on most economically and profitably with the main objects of the Company.

The company is authorized to undertake the proposed business under sub-clause 14 of Clause III(C) of Memorandum of Association. The Board is satisfied that the proposed business can be combined conveniently and advantageously with the existing business of the company under the existing circumstances.

According to section 149(2A) of the Companies Act, 1956, no Company can commence any new business unless the Company has approved the commencement of such new business the company has approved the commencement of such new business by a special resolution passed in that behalf at a general meeting.

As the commencement of the proposed business in terms of sub-clause 14 of clause III(c) of the Memorandum of Association of the Company may be considered to be the commencement of a new business within the meaning of section 149(2A) of the Act, it is necessary to obtain the approval of the members by a special resolution to such commencement of new business pursuant to the said section. The resolution is intended for this purpose.

The Companies Memorandum of Association is open for inspection at the Company's registered office during usual business hours on any working day.

Your directors recommend the resolution for your approval.

None of the Directors of your Company is, in any way, concerned or interested in the said resolution.

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

Place : Hyderabad  
Date : 5<sup>th</sup> September, 2013

Sd/-  
[N.V.R. Mohan Rao]  
Managing Director

## OMEGA AG-SEEDS (PUNJAB) LIMITED

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### Details of the Directors seeking re-appointment in the Twenty first Annual General Meeting pursuant to Clause 49 of Listing Agreement of Stock Exchanges

<b>Name of Director</b>	Mr. Rakesh Kumar Jain	Mr. Venkata RaghunadhNerella
<b>Date of Birth</b>	26-07-1960	01-06-1959
<b>Relationships with other Directors <i>inter-se</i></b>	Nil	Nephew to Mr. N.V.R. Mohan Rao, Managing Director
<b>Date of Appointment</b>	28-05-2011	28-5-2011
<b>Expertise in specific functional areas</b>	Secretarial Matters, Finance, Lagal and administration.	Procurement, processing, marketing.
<b>Qualification</b>	Chartered Accountant	MBA
<b>No. of Equity Shares held in the Company</b>	37084	-----
<b>List of other companies in which Directorships are held</b>	Nil	1)BLUE PARK SEAFOODS PRIVATE LIMITED 2) NERELLA POWER PRIVATE LIMITED
<b>List of committees of the Board of Directors (across all companies) in which chairmanship Membership is held</b>	Nil	Nil

## OMEGA AG-SEEDS (PUNJAB) LIMITED

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### DIRECTORS REPORT

To  
The Members

The Directors of your Company have pleasure in presenting 21<sup>st</sup> Annual Report together with Audited Accounts of the Company for the year ending 31<sup>st</sup> March, 2013.

#### FINANCIAL RESULTS

The financial results of the Company are as under:

(Rs. In Lakhs)

S.No.	Particulars	As	
		31/03/2013	31/03/2012
1.	Turnover(including Interest Income)	127.77	264.67
2.	Operating and Administration Expenses	114.94	255.89
3.	Financial Charges	0.25	8.11
4.	Depreciation	0.72	0.67
5.	Profit/(Loss)	11.86	2.33
6.	Provision for tax	2.29	0.65
7.	Net Profit/(Loss)	9.57	1.68

#### OPERATIONAL HIGHLIGHTS;

During the under review the company has reported net profit of Rs 9.57 lakhs as against the previous year profit of Rs 1.68 lakhs. It was due to increase in other Income and reduction in operating and administrative expenses 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.

#### PERSONNEL:

None of the employee of the Company is in receipt of remuneration for whole / part of the year exceeding the limit prescribed under section 217(2A) of the Companies Act, 1956. The information under section 217(2A) of the Companies Act, 1956 is nil.

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

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### **CORPORATE GOVERNANCE**

In terms of schedule of implementation of corporate governance under clause 49 of listing agreement with stock exchanges, the company has complied with the said provisions.

### **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

Information as per section 217(1)(e) of the companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 is nil.

### **DIRECTORS**

During the period under review, Mr. Rakesh Kumar Jain and Mr. Venkata Raghunadh Nerella retire by rotation at the forth coming Annual General Meeting and being eligible offer themselves for reappointment. The Company received representation u/s. 274(1)(g) of the Companies Act, 1956 from all the directors regarding compliance thereof during the year.

### **LISTING**

The securities of the Company are at present listed at Bombay Stock Exchange Limited, Mumbai

### **AUDITORS REPORT**

The Auditors report on the accounts is self-explanatory and requires no comments.

### **AUDITORS**

The auditors M/s. Sankaram & Associates, Chartered Accountants, Hyderabad retire at the conclusion of forth coming Annual General Meeting and have expressed their unwillingness to be reappointed as Statutory Auditor of the Company in the ensuing AGM. Your directors propose appointment of Mudili Vijaya Krishna & Co.chartered Accountants as statutory auditors of the company until the conclusion of Next Annual General Meeting. M/s Mudili Vijaya Krishna & Co have confirmed to the effect that their appointment, if made, will be in accordance with the provisions of section 224 of the Companies Act, 1956.

### **PUBLIC DEPOSITS.**

During the year under review the company has not accepted any deposits from public in accordance with the Companies Act,1956.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of section 217(2AA) of the Companies Act, 1956 as amended, the Board of Directors confirm that in the preparation of the Statement of Profit and loss for the year ended March 31, 2013 and the Balance Sheet as at that date:—

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

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- The applicable accounting standards have been followed.
- Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company as at the end of 31<sup>st</sup> March, 2013 and the profit of the company for the year ended on that date.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities.
- The annual accounts of the company have been prepared on a going concern basis.

### **FOREIGN EXCHANGE EARNINGS & OUTGO**

Your Company has neither earned any foreign exchange nor incurred any expenditure in foreign exchange during the year under review.

### **ACKNOWLEDGEMENT**

The Board of Directors wishes to record it's gratitude to the banks and concerned government agencies for their cooperation and to the shareholders for trust reposed by them.

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

Place : Hyderabad  
Date : 5<sup>th</sup> September, 2013

Sd/-  
[N.V.R. Mohan Rao]  
Managing Director



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

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### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **i. INDUSTRY STRUCTURE AND DEVELOPMENT**

Agriculture is the dominant sector of Indian economy, which determines the growth and sustainability. About 65 per cent of the population still relies on agriculture for employment and livelihood. India is the first in the world in the production of milk, pulses, jute and jute-like fibres; second in rice, wheat, sugarcane, groundnut, vegetables, fruits and cotton production; and is a leading producer of spices and plantation crops as well as livestock, fisheries and poultry.

In the past few years, Indian agriculture has done remarkably well in terms of output growth. The 11<sup>th</sup> Five Year Plan (2007-12) witnessed an average annual growth of 3.6 per cent in the gross domestic product (GDP) from agriculture and allied sector. The growth target for agriculture in the 12<sup>th</sup> Five Year Plan is estimated to be 4 per cent. Indian agriculture is benefitting huge from rising external demand and the sector's wider participation in the global economy.

#### **ii. OPPORTUNITIES AND THREATS**

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

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

#### **iii. OUTLOOK**

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

#### **iv. RISK AND CONCERNS**

The main risk in the seed industry is erratic monsoon, which is beyond control. The Company feels that with the modernization in Irrigation systems, the seed industry would be able to face the situation better in future. There is an opportunity to accelerate growth in the farming sector which has remained stagnant for over past two decades.

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

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However, several other factors like floods, drought and macro-economic factors like demand and supply of end products will have an impact on this industry.

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

The company has adequate internal control procedure commensurate with its size and nature of the business. The internal control system is supplemented by extensive internal checks, regular reviews by management and well documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements.

### **vi. DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT**

During the year a number of key HR initiatives were taken up to link business objectives with employee performance. The human resources of the Company are adequately motivated to work towards optimal performance. The industrial relations are also cordial.

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

Place : Hyderabad  
Date : 5<sup>th</sup> September, 2013

Sd/-  
[N.V.R. Mohan Rao]  
Managing Director

## OMEGA AG-SEEDS (PUNJAB) LIMITED

### ANNEXURE TO DIRECTORS REPORT

Information as per section 217(1)(e) read with companies (Disclosures of Particulars in the report of board of directors) Rules 1988 and forming part of the directors report for the year ended 31<sup>st</sup> March, 2013.

I. Power and Fuel Consumption	2012-2013	2011-2012.
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.		

## OMEGA AG-SEEDS (PUNJAB) LIMITED

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

## OMEGA AG-SEEDS (PUNJAB) LIMITED

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### 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

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

Place : Hyderabad  
Date : 5<sup>th</sup> September, 2013

Sd/-  
[N.V.R. Mohan Rao]  
Managing Director

## OMEGA AG-SEEDS (PUNJAB) LIMITED

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### REPORT OF THE BOARD OF DIRECTORS ON CORPORATE GOVERNANCE

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

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

#### MANDATORY REQUIREMENTS

##### 1) Company's Philosophy on Corporate Governance

Corporate governance is a synonym for sound management, transparency and disclosure. The Company's philosophy of corporate governance envisages the highest level of transparency, accountability and equity in all its dealings with shareholders, employees, government and lenders. The Company's guiding principles are focused to achieve the highest standards of corporate governance. In compliance with the disclosure requirements of Clause 49 of the Listing Agreement executed with the Stock Exchanges, the details are set out below:

##### 2) Board of Directors

###### Composition:

The Board has an optimum combination of Executive and Non-Executive Directors and is in conformity with Clause 49 of the Listing Agreement entered in to with the Stock Exchange in which Company's shares are listed.

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

Sl.No.	Name	Designation	Category
1	Mr. N.V.R Mohan Rao	Managing Director	Promoter
2	Mr.N. V. Raghunadh	Director	Promoter
3	Mr.N.N.Parek	Director	Independent
4	Mrs. Leena.N. Parekh	Director	Independent
5	Mr. Obulreddy Puppala	Director	Independent
6	Mr.Rakesh Jain	Director	Independent

## OMEGA AG-SEEDS (PUNJAB) LIMITED

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### Conduct of the Board Meetings;

During the year ended 31<sup>st</sup> March, 2013, Six Board Meetings were held on the following dates: 14<sup>th</sup> May 2012, 14<sup>th</sup> August 2012, 29<sup>th</sup> September 2012, 14<sup>th</sup> November 2012, 14<sup>th</sup> February 2013, 22<sup>nd</sup> March 2013.

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

Name of the Director	No. of Board Meetings Attended	Attendance at the last AGM	No. of other directorships in other public companies	Committee positions held in other public companies	
				Chair-person	Member
Mr. N.V.R. Mohan Rao	6	Yes	Nil	Nil	Nil
Mr. N.V. Raghunadh	6	Yes	Nil	Nil	Nil
Mr. N.N. Parek	1	Yes	1	Nil	Nil
Mrs. Leena. N. Parekh	1	Yes	Nil	Nil	Nil
Mr. Obulreddy Puppala	6	No	4	Nil	Nil
Mr. Rakesh Jain	6	Yes	Nil	Nil	Nil

\*\* As at 31<sup>st</sup> March, 2013 (Committee positions include only Audit and Investors' Grievance Committees).

The following directors attended the last Annual General Meeting held on 29<sup>th</sup> September, 2012.

1. Mrs. L.N. Pareskh
2. Mr. N.V.R. Mohan Rao
3. Mr. N.V. Raghunadh
4. Mr. N.N. Parek
5. Mr. Rakesh Jain

### 1) COMMITTEES OF THE BOARD

#### a) AUDIT COMMITTEE

The Audit Committee to oversee audit functions of the Company and it comprises the following three directors as on 31.03.2013

## OMEGA AG-SEEDS (PUNJAB) LIMITED

Sl.No	Name	Nature of Directorship
1	Mr. N.V.R. Mohan Rao	Promoter
2	Mr. Obulreddy Puppala	Independent
3	Mr.Rakesh Jain	Independent

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. N.V.R. Mohan Rao	4
2	Mr. Obulreddy Puppala	4
3	Mr.Rakesh Jain	4

### a) SHAREHOLDERS/INVESTORS GRIEVANCES COMMITTEE

The Committee comprises the following members as on 31/03/2013

Sl.No	Name	Nature of Directorship
1	Mr.N.V. Raghunadh	Promoter
2	Mr. Obulreddy Puppala	Independent
3	Mr.Rakesh Jain	Independent

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

Sl.No	Name	No. of meetings of Shareholders/Investors Grievances Committee attended
1	Mr.N.V. Raghunadh	4
2	Mr. Obulreddy Puppala	4
3	Mr.Rakesh Jain	4

Under Clause 49 of Listing Agreement, constitution of remuneration committee is not a mandatory requirement. However company has constituted Remuneration committee to decide on remuneration to Directors.



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### a) REMUNERATION COMMITTEE

The Committee comprises the following members as on 31/03/2013

Sl.No	Name	Nature of Directorship
1	Mr. N.V. Raghunadh	Promoter
2	Mr. Obulreddy Puppala	Independent
3	Mr.Rakesh Jain	Independent

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

Sl.No	Name	No. of meetings of Remuneration committee attended
1	Mr. N.V. Raghunadh	2
2	Mr. Obulreddy Puppala	2
3	Mr.Rakesh Jain	2

### 4) CODE OF CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT:

The Company has laid down a code of conduct for all Board members and senior management personnel of the company. The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them.

### 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
2011-2012	29.09.2012	10.00 A.M	Hotel Megacity, 3-6-335 to339, Basheerbagh Cross Roads, Hyderabad.
2010-2011	29.09.2011	10.00 A.M	Jullundhur Hotel, SCO-1052-53, Opp: ISBT, Sector 22/B, Chandigarh
2009-2010	30.09.2010	10.00 A.M	Jullundhur Hotel, SCO-1052-53, Opp: ISBT, Sector 22/B, Chandigarh

## OMEGA AG-SEEDS (PUNJAB) LIMITED

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### 1) SPECIAL RESOLUTIONS PASSED DURING THE PREVIOUS 3 AGM'S:

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

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

#### b) The following special resolution was passed in the previous Annual General Meeting held on 29-09-2011

Amendment of Articles to alter the Article relating to Authorised capital due to increase of authorized capital.

#### c) The following special resolution was passed in the previous Annual General Meeting held on 30-09-2010:

- i) "RESOLVED THAT subject to provisions of the Securities Contracts (Regulation) Act 1956, Listing Agreements with the Stock Exchanges and Guidelines/Rules of the Securities Exchange Board of India and/or other applicable laws regulations and guidelines and subject to such approvals and sanctions as may be required, the Board of Directors(hereinafter referred to as "the Board" which term shall include a committee of Directors) be and is hereby authorized to delist Equity Shares of the Company from the Stock Exchange at Ludhiana, Delhi, Kanpur, Mangalore, Hyderabad and Ahmedabad at one time from time to time.
- ii) RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to apply to such stock Exchange/SEBI and take all the required steps in terms of guidelines laid down by SEBI for voluntary delisting of Equity shares of the Company from Stock Exchanges of Ludhiana, Delhi, Kanpur, Mangalore, Hyderabad and Ahmedabad and to decide/settle all the matter related to delisting of shares and also to do all such acts/deeds and things as may be required by the relevant Competent authority for and on behalf of the board.
- iii) RESOLVED FURTHER THAT the Board of Directors may authorise any one of its committees or anyone of its Directors to do all such acts/deeds and things to give effect to the above said resolution."

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### 2) 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

### 3) 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.

### 4) GENERAL INFORMATION TO SHAREHOLDERS

- |  |   |   |
|--|---|---|
| a) Date of Incorporation                     | : | 24 <sup>th</sup> November 1992  |
| b) Registered Office                         | : | 6-3-1099/1/3, Flat No. 203, 2 <sup>nd</sup> Floor,<br>Bhavya's Varun, Saram Villa,<br>Rajbhavan Road, Somajiguda,<br>Hyderabad-500082, Andhra Pradesh, India. |
| c) Date and time of the 21 <sup>st</sup> AGM | : | 30 <sup>th</sup> September 2013   |
| d) Venue of the 21 <sup>st</sup> AGM         | : | Hotel Meghacity, 3-6-335 to 339,<br>Basheerbagh Cross Roads,<br>Hyderabad-500001  |
| e) Financial Calendar                        | : | 1 <sup>st</sup> April, 2012 to 31 <sup>st</sup> March, 2013   |
| f) Date of Book Closure                      | : | 25 <sup>th</sup> Septemebr, 2013 to<br>30 <sup>th</sup> September, 2013 (Both days inclusive)   |
| g) Dividend Payment date                     | : | Not Applicable  |
| h) Listing of Equity shares on               | : |   |

## OMEGA AG-SEEDS (PUNJAB) LIMITED

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- Stock Exchange at : The Bombay Stock Exchange Limited  
PhirozeJeejeebhoy Towers, Dalal Street,  
Mumbai-400001
- Stock Code : **519479**
- i) The Company ISIN Number : **INE112B01013**
- j) Listing on Stock Exchange : The Bombay Stock Exchange Limited,  
Mumbai.

Stock Market Price data for the year 2012-13.

Month	High	Low
April, 2012	29.55	21.45
May, 2012	23.00	17.05
June, 2012	20.90	14.45
July, 2012	16.25	12.95
August, 2012	15.24	11.84
September, 2012	15.30	11.30
October, 2012	15.15	11.90
November, 2012	16.80	11.50
December, 2012	13.00	10.22
January, 2013	12.31	9.75
February, 2013	11.68	7.29
March, 2013	8.80	7.25

## OMEGA AG-SEEDS (PUNJAB) LIMITED

Distribution of shareholding of the company as on 31/03/2013, Category wise, is as below:

Category of Shareholder	No. of	Total No. of Shareholders	Total Shares Shareholding as a % of Total No. of Shares
<b>(A) Shareholding of Promoter and Promoter Group</b>			
<b>(1) Indian</b>			
Individuals / Hindu Undivided Family	2	1596200	20.19
Central Government / State Government(s)	1	799700	10.12
<b>Sub Total</b>	<b>3</b>	<b>2395900</b>	<b>30.31</b>
<b>(2) Foreign</b>			
<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>3</b>	<b>2395900</b>	<b>30.31</b>
<b>(B) Public Shareholding</b>			
<b>(1) Institutions</b>			
Financial Institutions / Banks	1	47000	0.59
<b>Sub Total</b>	<b>1</b>	<b>47000</b>	<b>0.59</b>
<b>(2) Non-Institutions</b>			
Bodies Corporate	45	2275816	28.79
<b>Individuals</b>			
Individual shareholders holding nominal share capital up to Rs. 1 lakh	796	666116	8.43
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	55	2470201	31.25
<b>Any Others (Specify)</b>	<b>10</b>	<b>48967</b>	<b>0.62</b>
Clearing Members	1	3000	0.04
Non Resident Indians	7	8301	0.11
Directors & their Relatives & Friends	2	37666	0.48
<b>Sub Total</b>	<b>906</b>	<b>5461100</b>	<b>69.09</b>
<b>Total Public shareholding (B)</b>	<b>907</b>	<b>5508100</b>	<b>69.69</b>
<b>Total (A)+(B)</b>	<b>910</b>	<b>7904000</b>	<b>100</b>

## OMEGA AG-SEEDS (PUNJAB) LIMITED

Distribution of Share Holding of the company as on 31.03.2013, value wise is as below:

Shareholding of Nominal value Rs.	Shareholders		Shares	
	Number	% of total holders	Number	% of total capital
Upto 5000	556	61.0989%	165349	2.0920%
5001 to 10000	146	16.044%	126421	1.5995%
10001 to 20000	61	6.7033%	110136	1.2796%
20001 to 30000	30	3.2967%	79812	1.0098%
30001 to 40000	16	1.7582%	58170	0.7360%
40001 to 50000	12	1.3187%	56561	0.7156%
50001 to 100000	20	2.1978%	144202	1.8244%
100001 to and above	69	7.5824%	7172349	90.7433%
<b>Total</b>	<b>910</b>	<b>100%</b>	<b>7904000</b>	<b>100%</b>

### Shareholding pattern of the Company as on 31<sup>st</sup> of March 2013

Category	Number of Shares held	% of Total Shareholding
A. Promoters (Incl. Persons Acting in Concert)	23,95,900	30.31
B. Non Promoters	55,08,100	69.69 %
i. Institutions	47,000	0.59%
ii. Corporate Bodies	22,75,816	28.79%
iii. Public (individuals other than above)	31,85,284	40.31 %
<b>Total (A+B)</b>	<b>7904000</b>	<b>100%</b>

By Order of the Board  
For Omega AG Seeds (Punjab) Limited  
Sd/-  
[N.V.R. Mohan Rao]  
Managing Director

Place : Hyderabad  
Date : 5<sup>th</sup> September, 2013

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

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### **AUDITORS RREPORT ON CORPORATE GOVERNANCE**

To

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

We have reviewed the implementation of Corporate Governance procedures by Omega Ag-Seeds( Punjab) Limited, during the year ended 31<sup>st</sup> March 2013, as stipulated in clause 49 of the listing agreement of the said Company with the stock exchanges, with the relevant records on corporate governance, as approved by the board of Directors. The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implantation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor a expression of opinion of the financial statements of the company.

As per schedule of implementation stipulated in clause 49 of the listing agreement with stock exchanges, the company is supposed to comply with all the conditions by 31<sup>st</sup> March 2013. During the year, the company initiated steps to cmply with the requirement of clause 49 of the listing agreements.

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

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

For **SANKARAM & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 003581S

Sd/-

**(M. PALA SANKARAM)**

Proprietor.

M.No. 027068

Date: 30.05.2013

HYDERABAD

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

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### **INDEPENDENT AUDITOR'S REPORT**

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

##### **Report on the Financial Statement**

We have audited the accompanying financial statements of the Omega Ag- Seeds ( Punjab) Limited (The Company) which comprise the Balance sheet as at 31<sup>st</sup> March 2013 the statement of Profit and Loss and Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

##### **Management's Responsibility for the financial statements**

The Management is responsible for the preparation 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 Accounting Standards referred in sub section (3c) of section 211 of the companies act 1956. The responsibility includes the design, implementation and maintenance of internal control 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 the financial statements based on our audit. We conducted our audit in accordance with the Standards on auditing issued by the Institute of Chartered Accounts of India. Those Standards required 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 disclosures in the financial statements. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement whether due to fraud or error. In making these risk statements, the auditor's considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, 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.

##### **Opinion**

In our opinion and to the best of our information and according to the explanation given to us, the financial statements give the information required by the Act in



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

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the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (i) in the case of the Balance sheet, of the state of affairs of the company as at March 31,2013;
- (ii) in the case of Statement of Profit and Loss account , of the profit of the company for the year ended on that date; and
- (iii) in the case of Cash Flow Statement, of the 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 2003 issued by the Central Government of India in terms of sub sec (4A) of section 227 of the Act, we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the order.
2. As required by section 227(3)of the act we report that;
  - (i) We have obtained all the information and explanations which to be best of our knowledge and belief were necessary for the purpose of our audit;
  - (ii) In our opinion, proper books of account, as required by law , we have been kept by the company so far as appears from our examination of these books.
  - (iii) The Balance sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (iv) In our opinion, the Balance sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred in sub sec (3c)of section 211 of the companies Act 1956;
  - (v) On the basis of written representation received from the Directors as on March 31,2013, and taken on record by the Baird of Directors, none of the Directors are disqualified as on March 31,2013, from being appointed as a Director in terms of clause (g) of sub sec (1)of section 274 of the companies act 1956.

For **SANKARAM & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 003581S

Sd/-

**(M. PALA SANKARAM)**

Proprietor.  
M.No. 027068

Date: 30.05.2013  
HYDERABAD

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

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### **ANNEXURE TO THE AUDITOR'S REPORT (referred to in paragraph 5 of our report of even date)**

Referred to our report to the members of Omega Ag- Seeds ( Punjab) Limited for the year ended 31 March 2013.

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) The Company has a phased programme of physical verification of its fixed assets, which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. In accordance with such programme the management has physically verified fixed assets during the year and no material discrepancies were noticed on such verification.  
(c) During the year, Company has not disposed off any substantial part of the fixed assets and the going concern status of the company not affected.
2. (a) The inventory of the company has been physically verified by the management at reasonable intervals during the year.  
(b) The procedure of physical verification appears to be reasonable and adequate in relation to the size of the company and nature of its business, on the basis of information and explanations received by us.  
(c) On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
3. (a) In respect of loans, secured or unsecured, granted or taken by the company to /from companies, firms or other parties covered in the register maintained U/S 301 of the Company's Act, 1956.  
(b) The Company has taken and granted unsecured loans from parties covered in the register maintained U/S 301 of the Company's Act, 1956. We are of the opinion that:- As the agreement with regard to the rate of interest and other terms and conditions of such loans are not executed, we are unable to comment whether such loans are prima facie prejudicial to the interest of the Company.
4. In our opinion and according to information and explanations given us, there is an adequate internal control system commensurate with size of the company and nature of its business with regard to the purchase of inventory, fixed assets and for sale of goods and services. Further on the basis of our examinations, and according to the information and explanations given to us, we have neither come across nor have been informed of any instance of major weakness in the aforesaid internal control system.

## OMEGA AG-SEEDS (PUNJAB) LIMITED

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5. In our opinion there are no contracts or agreements that need to be entered in the register maintained under section 301 of the companies, act 1956. Accordingly, the provision of clause 4(v)(b) of the order is not applicable to the company and hence not commented upon.
6. The Company has not accepted any deposits from the public to which the provision sec 58A, 58AA or any other relevant provisions of the companies act 1956 and the Companies (Acceptance of Deposit) rules, 1975 apply.
7. The Company has not introduced any Internal Audit System.
8. As per information and explanations given to us it is noted that the maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub sec 209 of the act.
9. According to the information and explanations given to us, the Company has not deducted and deposited any PF, ESI with the appropriate authority during the year under audit. As explained to us no undisputed dues payable in respect of Income Tax, Sales Tax, Wealth Tax, Customs Duty, Cess were outstanding as at 31.03.2013 for a period of more than six month from the date they become payable.
10. The Company has not incurred any cash loss during the year and in the immediately preceding financial year.
11. The Company has neither taken any loan from any financial institution or banking institutions during the year nor issued any debentures. Accordingly this clause is not applicable.
12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. Since the company is not a chit fund/Nidhi/Mutual benefit fund/society, the relative reporting requirements if clause 4(xiii) of the companies (Auditor's Report) Order 2003 (as amended) are not applicable.
14. Since the company is not dealing or trading in shares, securities, debentures or other investments, the relative reporting requirements of clause 4(xiv) of the companies(Auditor's Report ) Order 2003(as amended) are not applicable.
15. According to information and explanation given to us the company has not given any guarantee for loans taken by others from bank or financial institutions.
16. According to the information and explanation given to us and as per available records, the company has not availed a fresh term loan from banks.
17. According to the information and explanations given to us and as per the verification of the records of the company on overall basis the company has not utilized short term fund for long term purposes.
18. The company during the period covered by our audit report has not made a preferential allotment of shares to parties or companies covered in the register maintained under sec 301 of the Company's, Act 1956.

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

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19. During the period covered by our audit report the company has not issued debentures.
20. The company has not raised any money by the way of public issue during the year. Therefore the provisions of clause (xx) of the said Order are not applicable to the company.
21. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us we have neither come across any instance of fraud on or by the company noticed or reported during the year nor have we been of such case by the management.

For **SANKARAM & ASSOCIATES**

Chartered Accountants

Firm Reg. No. 003581S

Sd/-

**(M. PALA SANKARAM)**

Proprietor.

M.No. 027068

Date: 30.05.2013

HYDERABAD.

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

**BALANCE SHEET AS AT 31.3.2013**

<b>PARTICULARS</b>	<b>NOTES</b>	<b>AS AT 31.03.2013</b>	<b>AS AT 31.03.2012</b>
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>A) <u>Shareholders Funds</u></b>			
Share Capital	2	79,040,000	79,040,000
Reserves and Surplus	3	130,585	(826,435)
	<b>(A)</b>	<b>79,170,585</b>	<b>78,213,565</b>
<b>B) <u>Non-Current Liabilities</u></b>			
Deferred Tax Liabilities (net)	4	40,942	33,232
	<b>(B)</b>	<b>40,942</b>	<b>33,232</b>
<b>C) <u>Current Liabilities</u></b>			
Short Term borrowings	5	-	5,204,153
Trade Payables			
Other Current Liabilities	6	4,458,062	1,366,950
Short term Provisions	7	221,000	49,330
	<b>(C)</b>	<b>4,679,062</b>	<b>6,620,433</b>
<b>TOTALS</b>	<b>(A+B+C)</b>	<b>83,890,589</b>	<b>84,867,231</b>
<b><u>ASSETS</u></b>			
<b>D) <u>Non-Current Assets</u></b>			
a) Fixed Assets	8		
Tangible Assets		3,557,697	3,611,909
Capital Work In Progress		177,000	177,000
b) Non Current Investments	9	60,599,132	58,796,211
c) Long Term Loan and Advances	14	7,235,416	-
	<b>(D)</b>	<b>71,569,245</b>	<b>62,585,121</b>
<b>E) <u>Current Assets</u></b>			
c) Trade Receivables	10	10,003,654	10,903,654
d) Cash & Bank Balances	11	360,226	395,129
e) Short-term Loans & Advances	12	-	9,308,328
f) Other Current Assets	13	1,957,464	1,674,999
	<b>(E)</b>	<b>12,321,344</b>	<b>22,282,110</b>
<b>TOTALS (D+E)</b>		<b>83,890,589</b>	<b>84,867,231</b>

**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 SANKARAM & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.: 003581S

Sd/-

( M. PALA SANKARAM)

PROPRIETOR

M.NO.: 027068

Date : 30-05-2013

HYDERABAD

**On Behalf of the Board**

Sd/-

NVR Mohan Rao  
Mg. Director

Sd/-

NV Raghunadh  
Director

## OMEGA AG-SEEDS (PUNJAB) LIMITED

### STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2013

PARTICULARS	NOTES	31.03.2013 AMOUNT(Rs)	31.03.2012 AMOUNT(Rs)
<b>INCOME</b>			
<b>REVENUE FROM OPERATIONS</b>			
Sales		10,505,113	24,626,774
<b>OTHER INCOMES</b>	15	2,272,733	2,073,039
<b>Total Rs</b>		<b>12,777,846</b>	<b>26,699,813</b>
<b>EXPENDITURE</b>			
PURCHASE OF STOCK IN TRADE		9,159,181	22,166,946
OPERATING EXPENSES	16	1,665,359	3,422,005
EMPLOYEE BENEFIT EXPENSES	17	670,000	-
FINANCE COST	18	25,364	810,725
DEPRECIATION AND AMORTISATION	8	72,212	67,008
<b>Total Rs</b>		<b>11,592,116</b>	<b>26,466,684</b>
Profit before Tax		1,185,730	233,129
Provision for Tax (MAT)	12	(221,000)	(49,330)
Less: Deferred Tax Liability		(7,710)	(15,316)
Profit/Loss After tax		957,020	168,483
Net Profit/Loss to be carried to Balance Sheet		<b>957,020</b>	<b>168,483</b>
<b>EARNINGS PER EQUITY SHARE</b>			
BASIC		0.12	0.02
DILUTED		0.12	0.03

#### Significant Accounting Policies 1

The accompanying notes are an integral part of the Financial Statements

#### AUDITORS REPORT

As per our separate report of even date

#### FOR SANKARAM & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Reg No.: 003581S

Sd/-

( M. PALA SANKARAM)

PROPRIETOR

M.NO.: 027068

Date : 30-05-2013

HYDERABAD

On Behalf of the Board

Sd/-

NVR Mohan Rao

Mg. Director

Sd/-

NV Raghunadh

Director

## OMEGA AG-SEEDS (PUNJAB) LIMITED

### 2. SHARE CAPITAL

PARTICULARS	AS AT 31.3.2013	AS AT 31.3.2012
<u>Authorised Share Capital</u> 25000000 (PY 5000000) Equity Shares of Rs. 10/- each	250,000,000	250,000,000
<u>Issued,Subscribed &amp; Paid up Capital</u>		
7904000 Equity Share of Rs.10/- each	79,040,000	79,040,000
	<b>79,040,000</b>	<b>79,040,000</b>

### 3. RESERVES & SURPLUS

PARTICULARS	AS AT 31.3.2013	AS AT 31.3.2012
<b>General Reserves</b>		
Balance from last year	(21,154,435)	(21,322,917)
Add: Transfer from Profit And Loss A/C	957,020	168,483
<b>Share Premium</b>	20,328,000	20,328,000
	<b>130,585</b>	<b>(826,435)</b>

### 4. DEFERRED TAX LIABILITY OF CURRENT YEAR

Depreciation as per Income Tax Act	97,162	116,573
Less: Depreciation as per Companies Act	(72,212)	(67,008)
Timing Difference	24,950	49,565
Deferred Tax Liability	7,709	15,316
Rounded off	7,710	15,316
<u>Deferred Tax Liability of Previous years</u>	33,232	17,916
<b>TOTAL DEFERRED TAX LIABILITY</b>	<b>40,942</b>	<b>33,232</b>

### 5. SHORT-TERM BORROWINGS

PARTICULARS	AS AT 31.3.2013	AS AT 31.3.2012
Loan from Pious Law Associates	-	3,017,866
Loan from Leena N. Parekh	-	286,287
	-	<b>3,304,153</b>

## OMEGA AG-SEEDS (PUNJAB) LIMITED

### 6. OTHER CURRENT LIABILITIES

PARTICULARS	AS AT	AS AT
	31.3.2013	31.3.2012
M/S Mauve & Crimson Adv. Agency (P) Ltd.	1,182,500	1,182,500
M/S Jaideep Sharma and Co.	-	66,750
Rent Payable	-	13,400
TDS Payable	25,444	104,300
NVR Mohan Rao	3,020,000	1,900,000
Big Share Services Pvt.Ltd	17,044	-
Outstanding Expenses	213,074	-
	<b>4,458,062</b>	<b>3,266,950</b>

### 7. SHORT TERM PROVISIONS

PARTICULARS	AS AT	AS AT
	31.3.2013	31.3.2012
<b>PROVISION FOR TAX</b>		
Profit Before tax	1,185,730	233,129
Add: Depreciation Dr in P/L	72,212	67,008
Add: ROC Fees being capital expenditure	-	1,153,464
Less: Depreciation allowable as per IT	(97,162)	(86,649)
Less: ROC Fees for Inc in Authorised Capital u/s 35D 20%	-	(230,693)
	1,160,780	1,136,259
Less: Brought forward losses set off	-	(1,106,335)
Taxable Income	1,160,780	29,925
Book profit as per profit and loss a/c	1,185,730	233,129
	<b>221,000</b>	<b>49,330</b>

### 9. NON CURRENT INVESTMENTS

PARTICULARS	AS AT	AS AT
	31.3.2013	31.3.2012
Investment in Gold	621,049	580,041
Other Investments	47,265	47,265
FDR with Indian Overseas Bank, Chandigarh	19,930,818	18,168,905
Gayatri Sea Food and Feeds Pvt Ltd.	40,000,000	40,000,000
	<b>60,599,132</b>	<b>58,796,211</b>



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

<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>										
<b>8: FIXED ASSETS</b>										
Particulars	GROSS BLOCK					DEPRECIATION			NET BLOCK	
	Rate (%)	Opening Balance	Additions/ Revaluation During year	Deletion During Year	Total	As on 01.04.2012	For the Year 2011-13	Total till 31.3.2013	2012 (As on 31.03.2013)	2011 (As on 31.03.2012)
Land		1,888,854	-	-	1,888,854	-	-	-	1,888,854	1,888,854
Vehicles	9.50%	833,692	-	-	833,692	833,691	-	833,691	1	1
Office Equipment	16.21%	196,223	-	-	196,223	196,222	-	196,222	1	1
Furniture & Fixtures	6.33%	65,473	-	-	65,473	65,472	-	65,472	1	1
Furniture & Fixtures- Office	6.33%	104,699	-	-	104,699	104,698	-	104,698	1	1
Furniture & Fixtures- Hyderabad	6.33%	95,969	18,000	-	113,969	3,848	7,214	11,062	102,907	92,121
Cooler KIts	6.33%	6,750	-	-	6,750	4,658	427	5,085	1,665	2,092
BPL-Colour TV	6.33%	7,600	-	-	7,600	4,898	481	5,379	2,221	2,702
Computer 1	16.21%	96,100	-	-	96,100	96,099	-	96,099	1	1
Computer 2	16.21%	87,836	-	-	87,836	57,235	14,238	71,473	16,363	30,601
Capital W-I-P		177,000	-	-	177,000	-	-	-	177,000	177,000
Cycle	7.07%	2,000	-	-	2,000	1,301	141	1,442	558	699
Printer	16.21%	14,800	-	-	14,800	1,800	2,399	4,199	10,601	13,000
Office cum Guest House-Mumbai	1.63%	1,425,982	-	-	1,425,982	165,438	23,244	188,681	1,237,301	1,260,544
Krishna Kunj Co-op HSS- Flat002	1.63%	107,600	-	-	107,600	8,952	1,754	10,706	96,894	98,648
Krishna Kunj Co-op HSS- Flat403	1.63%	106,775	-	-	106,775	8,879	1,740	10,619	96,156	97,896
Air-Conditioner	7.07%	70,352	-	-	70,352	11,470	4,974	16,443	53,908	58,882
Laptop	16.21%	76,266	-	-	76,266	63,168	12,363	75,531	735	13,098
Mobile Phone	4.75%	39,700	-	-	39,700	2,069	1,886	3,955	35,745	37,631
Water Purifier	6.33%	7,940	-	-	7,940	2,387	503	2,890	5,050	5,553
Xerox Machine	7.07%	12,000	-	-	12,000	2,417	848	3,266	8,734	9,583
<b>TOTAL</b>		<b>5,423,611</b>	<b>18,000</b>	-	<b>5,441,611</b>	<b>1,634,701</b>	<b>72,212</b>	<b>1,706,914</b>	<b>3,734,697</b>	<b>3,788,909</b>
Previous Year Total		5,245,392	176,219	-	5,423,611	1,377,113	67,008	1,634,701	3,788,909	3,677,698

## OMEGA AG-SEEDS (PUNJAB) LIMITED

### 10. TRADE RECEIVABLES

PARTICULARS	AS AT 31.3.2013	AS AT 31.3.2012
(Unsecured and considered good)		
(a) Debts outstanding for more than six months:		
<b>MORE THAN SIX MONTHS (Considered Doubtful)</b>		
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
<b>MORE THAN SIX MONTHS(Considered Good)</b>		
Farmers	8,121,274	9,021,274
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	NIL	NIL
	<b>10,003,654</b>	<b>10,903,654</b>

### 11. CASH AND BANK BALANCES

PARTICULARS	AS AT 31.3.2013	AS AT 31.3.2012
Cash in hand	13,907	355,621
<b>Balance with Scheduled banks</b>		
Allahabad Bank	2,953	5,820
Bank of Maharashtra, 1489	1,352	549
Canara Bank A/c no 2600	299	-
ICICI BANK-623505383574	-	37,768
Indian Overseas Bank,Mahim	2	2
Indian Overseas Bank,New Delhi	2,074	2,074
J & K Bank	-	845
Oriental Bank of Commerce - 0023011002527	1,824	4,912
Oriental Bank of Commerce - Derabassi	-	1,002
The Sarvodaya Co- Bank Ltd	-	565
ING VYSYACA	337,816	61,508
	<b>360,226</b>	<b>395,129</b>

### 12. SHORT TERM LOANS & ADVANCES

PARTICULARS	AS AT 31.3.2013	AS AT 31.3.2012
Nitin M. Parekh	-	257,567
	-	<b>257,567</b>

## OMEGA AG-SEEDS (PUNJAB) LIMITED

### 13. OTHER CURRENT ASSETS

<b>PARTICULARS</b>	<b>AS AT 31.3.2013</b>	<b>AS AT 31.3.2012</b>
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	222,148
TDS 2011-12	84,285	133,615
TDS on Deposit	1,734,186	1,234,111
	<b>1,957,464</b>	<b>1,674,999</b>

### 14. Long Term Loans and Advances

<b>PARTICULARS</b>	<b>AS AT 31.3.2013</b>	<b>AS AT 31.3.2012</b>
Mag Multi Trade Pvt Ltd	5,182,905	6,998,750
Mahesh Bhyani	1,500,000	1,500,000
M/s Mauve & Crimson Advance Agency Pvt Ltd	100,000	100,000
Punjab and Sindh Bank	75,000	75,000
Shresth Colonisers Pvt Ltd	100,000	100,000
Ashish Aggarwal	500	-
Loan to Shiv Shanker	50,011	50,011
Vikas Didwania	227,000	227,000
	<b>7,235,416</b>	<b>9,050,761</b>

### 15. OTHER INCOMES

<b>PARTICULARS</b>	<b>AS AT 31.3.2013</b>	<b>AS AT 31.3.2012</b>
Bank Interest	9,250	8,089
Dividend	995	2,425
Interest on Advances	-	1,379,752
Interest on FDRs	2,261,988	665,707
Interest on IT Refund	-	16,566
Misc Income	500	500
	<b>2,272,733</b>	<b>2,073,039</b>

## OMEGA AG-SEEDS (PUNJAB) LIMITED

### 16. OPERATING EXPENSES

PARTICULARS	AS AT 31.3.2013	AS AT 31.3.2012
Audit Fee	59,550	59,500
Advertisement	45,354	30,454
Brochures	-	2,500
Certification Expenses	-	4,500
Computer Expenses	8,000	18,215
Directors' Travelling Expenses	173,875	239,993
Domain Registration	-	499
Donation	5,001	-
Electricity and Water Charges	3,702	14,882
Fees and Taxes	-	9,685
Food Expenses	12,645	26,775
Hotel Bills	-	23,959
Legal & Professional Exp	369,942	171,350
Meeting Expenses	5,400	5,000
Office Expenses	71,927	87,241
Petrol and Diesel	58,275	70,437
Pooja Expenses	13,045	1,792
Postage & Courier Charges	6,577	35,999
Postal Ballot and EGM Notices	-	9,000
Printing & Stationery and Xerox	50,282	53,566
Rent,Rates & Taxes	426,978	483,260
Retainership & Remuneration Exp	-	597,627
ROC Fees	3,621	1,153,464
Secretarial Charges	-	20,000
Telephone and Internet	22,935	24,671
Transfer Agents' Fees	-	63,622
Travelling Expenses	321,725	185,027
Vechicle Repair & Maintenance	6,525	13,377
Website Development Charges	-	13,000
Xerox and Fax	-	2,610
	<b>1,665,359</b>	<b>3,422,005</b>
<b>17. EMPLOYEE BENEFIT EXPENSES</b>		
Staff Salaries	670,000	-
	<b>670,000</b>	-
<b>18. FINANCE COST</b>		
Bank Charges	25,364	29,764
Interest on Bank Overdraft	-	19,956
Interest on Unsecured Loans	-	761,005
	<b>25,364</b>	<b>810,725</b>

## OMEGA AG-SEEDS (PUNJAB) LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

PARTICULAR	31.03.2013	31.03.2012
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/Loss before Tax	1,185,730	233,129
Adjustments to reconcile profit before tax to cash provided by operating activities		
Depreciation and amortization	72,212	67,008
Interest and dividend income	(2,272,733)	(2,073,039)
Interest on Borrowings	-	810,725
Changes in current assets and liabilities		
Sundry Debtors	900,000	(9,165,870)
Short Term Advances and Other Current Assets	9,025,863	(7,462,109)
Long Term Loan and Advances	(7,235,416)	-
Current Liabilities and provisions	(2,162,371)	3,858,261
<b>NET CASH GENERATED BY OPERATING ACTIVITIES</b>	<b>(486,715)</b>	<b>(13,731,895)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of Fixed Assets	(18,000)	(178,219)
FDR With Canara Bank	-	4,480,000
FDR with IOB	(1,761,913)	(532,566)
Interest and dividend income	2,272,733	2,073,039
Change in Non Current Investments	-	(40,580,041)
Purchase of Gold	(41,008)	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>451,812</b>	<b>(34,737,787)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Shares	-	29,040,000
Share premium	-	20,328,000
Interest paid on Borrowings	-	(810,725)
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>	<b>-</b>	<b>48,557,275</b>
Net (decrease)/increase in cash and cash equivalents during the year	(34,903)	87,592
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD/YEAR	395,129	87,592
<b>CASH &amp; CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>360,226</b>	<b>175,185</b>

**On Behalf of the Board**  
Sd/- Sd/-  
**NVR Mohan Rao** **NV Raghunadh**  
Managing Director Director

#### AUDITORS CERTIFICATE

We have verified the above Cash Flow Statement of Omega AG Seeds(Punjab) derived from the audited financial statements for the year ended March 31, 2013 and found the same to be drawn in accordance therewith and also with the requirement of Clause 32 of the listing agreement with stock exchange.

#### FOR SANKARAM & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Reg No.: 003581S

Date: 30.05.2013

HYDERABAD:

Sd/-  
**(M. PALA SANKARAM)**  
PROPRIETOR  
M.NO.: 027058

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

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### **SIGNIFICANT ACCOUNTING POLICES**

#### **A) SYSTEM OF ACCOUTING**

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

#### **B) FIXED ASSETS**

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

#### **C) DEPRECIATION**

Depreciation on all assets has been provided on straight line basis method in the manner and at the rates specified in Schedule –XIV of the companies Act, 1956.

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

- i) The main revenue i.e. Interest on Bank fixed deposits has been accounted for on Accrual basis and expenses related to the year have been accounted for on accrual basis
- ii) Fixed Deposits held with Indian Overseas bank, Chandigarh was matured but renewed in the FY 2012-13.

#### **E) TAXATION**

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

#### **F) PENDING LITIGATION MATTERS:**

##### **a) CASES FILED BY THE COMPANY AS PETITIONER/COMPLAINANT IN CHANDIGARH COURT, BOMBAY HIGH COURT.**

- Suit No. 3128 of 1994 is filed by the company against the lead manager i.e., M/S Vatsa Finance Ltd. and SEBI on account of restraining them from as LEAD MANAGER to the public issue of the company of May ,1994 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 is decreed in companies favor absolutely and the adjudication is pending in the Hon'ble High Court, Bombay in Suo Motto Contempt Petition No. 196 of 1997.
- Suit No.4488/1996 for recovery of Rs.4.00 lakh from M/s Mahalaxmi Dyes & Chemical, Mumbai.
- Criminal Complaint no 217 of 2002 is filed by the company before chief judicial Magistrate 1st Class at Dist. Courts Chandigarh against Indian Overseas Bank,

## OMEGA AG-SEEDS (PUNJAB) LIMITED

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officials' u/s 409 of IPC for not releasing the ORIGINAL DEPOSIT RECEIPT of the company for Rs.69,27,243.15/- and is pending at Chandigarh Court.

- The Suit No.3584 of 1994 filed by the company against the Lead manager M/s. Vatsa Finance Ltd and its Promoters /Directors for recovery of damages in the Public issue of your company in May 1994 for Rs.99 Crores in High Court, Bombay is decreed in your companies favour on February, 2013.
- The Suit No.1319 of 1995 filed by the company against Punjab & Sind Bank for recovery of Rs.500 Crores is pending before Hon'ble High Court, Bombay for adjudication and the issues have already been framed. This includes the recovery of Rs. 75,000/- paid on account of Appraisal Fees of the Public issue and their advertisement through their Advocate Mrs. Rupindre Kaur of Delhi High Court on May, 20,1994 in Hindustan Times.
- The suit filed against Punjab & Sind Bank Fort Branch for Recovery of Rs.1,100/- in the current Account of your company opened in May, 1994 is pending in Appeal No. FA/697/2013 in the Hon'ble High Court ,Bombay for adjudication.
- Defamation case filed against the Ex-Director Mr. Chandrakant Vadilal Shah , case No.0215793/SS/2012 for his Defamatory Letter dated :22<sup>nd</sup> March,2010 addressed to Mr.Nerrela Mohan Rao at Hyderabad calling your company as Bogus company.
- Your company has filed a case against Mr.Vikas Didwania for The Recovery of Loan of Rs.10,00,000/- and is pending adjudication in the City Civil Court at Bombay for his dishonoured cheque given to the company.

### b) CASES FILED AGAINST THE COMPNAY

- Civil Suit No. 472 of 2003 filed against Indian Overseas Bank & Your company **M/s. OMEGA AG SEEDS (PUNJAB) LTD**. The suit is dismissed, and an appeal filed by the PUNJAB AGRO INDUSTRIES LTD, Co-promoter of your company is also dismissed and against which the civil revision application bearing No.2882/2002 is pending in the High Court of Chandigarh for adjudication and is now adjourned to 20<sup>th</sup> August,2013/03<sup>rd</sup> September ,2013 as last chance as per the order passed on the Rakhi day seeking adjournment by the Sr. Advocates who remained absent i.e., Mr.Boparai for PAIC ,for Plaintiff PAIC , and MR. Pramod Goyal for Indian Overseas Bank, Chandigarh in the court of Hon'ble Mr.Justice L.N.Mittalji.
- Punjab Agro Industries Corporation has filed a suit for alterations in the Articles of Association of the company and restricting the company to hold the EGM on 29<sup>th</sup> December, 1995 in view of the financial collaboration agreement executed with them by OASIL.
- RSA 833/2003 field by PAIC against company for permanent injunction restraining the company form holding or modified the Articles of Association of the company and further restrain the company holding Extraordinary Annual General Meeting held on 29.12.1995.
- M/s. Mauve & Crimson Advertising Pvt Ltd., New Delhi has filed a case for passing a decree of permanent injunction thereby restraining Omega Ag-Seeds

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

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(Punjab) Limited and Omega Agro Limited from taking forcible and illegal possession of flat at 7/18, Kalkaji Extension, New Delhi against recovery of Rs 11.82 lacs from the Company.

- Civil suit No. 81 of 2000 in Distt. Court Chandigarh filed by Mr. Teja Singh against the Company for recovery of Rs 4.43 lacs in consideration of seeds supplied by him to the company. Decree was passed against the company and an appeal filed by the company and the said appeal also was dismissed. Company is in the process to file appeal before Punjab and Haryana court at Chandigarh.
- Civil suit No.97 of 2000 in the Dist. Court Chandigarh filed by Mr. Gurinder Singh against the company for recovery of Rs 2.07 lacs in consideration of seeds supplied by him to the company. Decree passed, appeal filed by the company is dismissed. Company is in process to file appeal before Punjab and Haryana court at Chandigarh.
- Civil suit no 82 of year 2000 in the Distt. Court Chandigarh filed by Mr. Ravinder Singh against the company for recovery of Rs 50,901.63 in consideration of seeds supplied by him to the company and rejoinders arising out of aforesaid litigation. Decree passed, appeal filed by the company is dismissed. Company is in process of file appeal before Punjab and Haryana court at Chandigarh.
- Criminal Complaint No.764/2001 filed by the SEBI against the company and its director as a counter blast to your company suit No.3128 of 1994 which is Decreed absolutely in our favour is pending in 47<sup>th</sup> Esplanade Court, C.S.T,Mumbai for the alleged mis-statement in the prospectus of the maiden Public Issue of your company of May, 1994.

### **G) CONTINGENT LIABILITIES**

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

- H)** 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.

### **I) 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.

### **J) STOCK RECEIPT/ TURNOVER**

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



## OMEGA AG-SEEDS (PUNJAB) LIMITED

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

The directors have not claimed any remuneration from the company.

### L) 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
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 Venkatarama	Rs. 30,20,000/-

M) Expenses /Revenue in Foreign currency - NIL

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

O) The company has calculated Deferred Tax liability as at 31.03.2013 in accordance with the Accounting Standards (AS-22) issued by The Institute of Chartered Accountants of India.

P) 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.

Q) In accordance with the Accounting Standard (AS-22) issued by Institute of Chartered Accountants of India, the company has Deferred Tax liability as at 31.03.2013 with regard to timing difference of depreciation of previous years and current year.

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

S) Paise have been rounded to nearest rupee.

### As per our report annexed.

#### FOR SANKARAM & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Reg No.: 003581S

Sd/-

( M. PALA SANKARAM)

PROPRIETOR

M.NO.: 027068

Date : 30-05-2013

HYDERABAD

#### On Behalf of the Board

Sd/-

NVR Mohan Rao

Mg. Director

Sd/-

NV Raghunadh

Director

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## OMEGA AG-SEEDS (PUNJAB) LIMITED

Reg. Office : 6-3-1099/1/2/3, Flat # 203, Bhavya's Varun Sargam Villa,  
Rajbhavan Road, Somajiguda, Hyderabad-500082  
Telefax. : +91-40-23310684; Email: info@omegaagriseeds.com

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### PROXY FORM

I/We.....of ..... being a Member/Members of  
OMEGA AG-SEEDS (PUNJAB) LIMITED hereby appoint.....  
of..... or falling.....him  
of..... or falling.....him  
of..... or falling.....him  
of..... or falling.....him

As my/our Proxy in my/our absence and vote for me/us behalf at the Twenty first Annual General Meeting of the Company to be held on Monday 30th September 2013 at 10.00 a.m. and at any adjournment thereof.

Signed this..... day of ..... 2013

Signature.....

Regd. Folio No.....

₹ 1/-

Note : \* The Proxy-must be deposited at the Regd. Office of the Company not less than 48 hours before the meeting at 6-3-1099/1/2/3, Flat # 203, Bhavya's Varun Sargam Villa, Rajbhavan Road, Somajiguda, Hyderabad-500082  
Telefax : +91-40-23310684; Email: info@omegaagriseeds.com

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## OMEGA AG-SEEDS (PUNJAB) LIMITED

Regd. Office of the Company at 6-3-1099/1/2/3, Flat # 203, Bhavya's Varun Sargam  
Villa, Rajbhavan Road, Somajiguda, Hyderabad-500082  
Telefax : +91-40-23310684; Email: info@omegaagriseeds.com

### ATTENDANCE SLIP

#### 21st Annual General Meeting

Regd. Folio No.....

I/We hereby record my/our presence at the Twenty first Annual General Meeting held at Premises of Hotel Meghacity, 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad – 500 001 on Monday 30th September 2013 at 10.00 a.m.

Proxy(ies) or Shareholder(s) name in Block Letters.....

Signature(s) of Shareholder(s) or Proxy(ies).....

**\* No Gifts will be distributed at the time of 21st Annual General Meeting**