
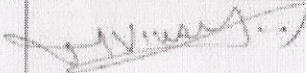


Pursuant to Clause 31 of the Listing Agreement covering letter of Annual Audit Report to be filed with the Stock Exchanges.
(SEBI Circular No: CIR/CFD/DIL/7/2012, dated 13th August, 2012)

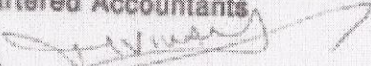
01.	Name of the Company	OMEGA AG SEEDS PUNJAB LIMITED
02.	Annual Financial statement for year ended	31 st March, 2014
03.	Type of Audit observation	Un-qualified
04.	Frequency of observation	Not Applicable
05.	Signed by	
	MANAGING DIRECTOR	
	AUDITOR	
	AUDIT COMMITTEE CHAIRMAN	Rakhee Jain

Place: Hyderabad

Date: 05.09.2014

For MUDILI VIJAYA KRISHNA & Co.,
Chartered Accountants




MUDILI VIJAYA KRISHNA)
Partner : M.No: 211105
Firm No: 011211S

**22nd Annual Report
2013 - 14**

OMEGA AG-SEEDS (PUNJAB) LIMITED

OMEGA AG-SEEDS (PUNJAB) LIMITED

BOARD OF DIRECTORS

Mr. Nerella Mohan Rao Venkatarama	Managing Director
Mrs. Leena N Parekh	Director
Mr. Rakesh Jain	Director
Mr. N N Parekh	Director
Mr. VenkataRaghunadh Nerella	Director
Mr. Obul reddy Puppala	Director

AUDITORS

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

BANKERS

ING Vysya Bank

REGISTERED OFFICE

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

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OMEGA AG-SEEDS (PUNJAB) LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of OMEGA AG-SEEDS (PUNJAB) LIMITED will be held on Tuesday, the 30th September, 2014, 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 Balance Sheet as at 31st March, 2014, Statement of Profit & Loss 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 Mrs. Leena N Parekh, who retires by rotation and being eligible, offers herself for reappointment.
3. **To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

“**RESOLVED** that Mr. Niral Nitin Parekh (DIN: 00621544), who was appointed as a Director of the Company liable to retire by rotation, and who does not seek re-appointment upon expiry of his term at this Annual General Meeting, be not re-appointed a Director of the Company.

FURTHER RESOLVED that the vacancy, so created on the Board of Directors of the Company, be not filled.”

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 139 and other applicable provisions of the Companies Act, 2013, and rules framed thereunder, as amended from time to time, M/s. Mudili Vijaya Krishna & Associates, Chartered Accountants, Vijayawada be and are hereby appointed as Auditors of the Company for 5 (five) consecutive financial years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Seventh Annual General Meeting on a remuneration as may be decided by the Board of Directors of the Company”

SPECIAL BUSINESS:

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

OMEGA AG-SEEDS (PUNJAB) LIMITED

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the Extraordinary General Meeting of the shareholders of the Company held on 14th December 2011 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force), if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow from time to time any sum or sums of moneys which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in ordinary course of business) shall not exceed in the aggregate at any one time Rs.150 Crores (Rupees One Hundred and Fifty Crores Only) irrespective of the fact that such aggregate amount of borrowing outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.”

“RESOLVED FURTHER that for the purpose of giving effect to this resolution any one of the Directors of the Company be and is hereby severally authorized, to do all such acts, deeds, matters and things as it may in their absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

Appointment of Mr. Rakesh Jain as an Independent Director

6. 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, 152 read with Schedule IV and 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 Clause 49 of the Listing Agreement, **Mr. Rakesh Jain** (DIN: 03533277), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from September 30, 2014 up to September 29, 2019.”

Appointment of Mr. Obul Reddy Puppala as an Independent Director

7. 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, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all

OMEGA AG-SEEDS (PUNJAB) LIMITED

other applicable provisions, if any, of the Companies Act, 2013 (“Act”) as amended from time to time and Clause 49 of the Listing Agreement, **Mr. Obul Reddy Puppala** (DIN: 03298444), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from September 30, 2014 up to September 29, 2019.”

Appointment of Mr. Chowdary Muppavarapu as an Independent Director

8. 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, 152 read with Schedule IV and 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 Clause 49 of the Listing Agreement, **Mr. Chowdary Muppavarapu** (DIN: 06465841), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from September 30, 2014 up to September 29, 2019.”

Appointment of Mr. Veera Venkata Satyanarayana Aakana as an Independent Director

9. 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, 152 read with Schedule IV and 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 Clause 49 of the Listing Agreement, **Mr. Veera Venkata Satyanarayana Aakana** (DIN: 06962180), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from September 30, 2014 up to September 29, 2019.”

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

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

“**RESOLVED THAT** pursuant to the provisions of revised Clause 49-VII of the listing Agreement (effective from 1 October 2014) and section 188 of the Companies Act 2013 read with the rules notified there under the approval of the Company be and is hereby

OMEGA AG-SEEDS (PUNJAB) LIMITED

accorded to the Board of Directors, to enter into proposed contracts/arrangement with any time during the financial year 2014-2015:

- 1) Blue Park Seafoods Private Limited (CIN: U05005AP1997PTC027470),
- 2) Gayatri Sea Foods and Feeds Private Limited (CIN:U63020TG2008PTC057168),
- 3) Jayalakshmi Rice Mills (India) Private Limited, (CIN: U15312AP2008PTC057898),
- 4) Nerella Power Private Limited (CIN:U40300AP2010PTC067371),
- 5) Gayatri Bio-Solutions (India) Private Limited, (CIN:U01403AP2010PTC068910),
- 6) YVR Traders Private Limited (CIN:U52500TG2011PTC074922),
- 7) Apex Aqua Agencies (India) Private Limited (CIN: U05004AP2013PTC089876)

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

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

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

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

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

Place : Hyderabad
Date : 30th August , 2014

OMEGA AG-SEEDS (PUNJAB) LIMITED

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 **Monday, September 22, 2014 to Wednesday, September 24, 2014** (both days inclusive) for the purpose of the Annual General Meeting of the Company.
5. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited at E-2/3, Ana Industrial Estate, Sakivihar Road, Saki Naka, Andheru (E), Mumbai - 400072 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to inform M/s. Bigshare Services Private Limited immediately of the change in residential status on return to India for permanent settlement.
 - (d) Register their email address and changes therein from time to time with M/s. Bigshare Services Private Limited. for shares held in physical form and with their respective Depository Participants for shares held in demat form.
6. Members/proxies are requested to hand over the duly filled-in and signed Attendance Slip, at the entrance of the Hall while attending the meeting.
7. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Bigshare Services Private Limited and have it duly filled and sent back to them.
8. As required under Clause 49 IV(G) of the listing agreement, the relevant information in respect of the Directors seeking re-appointment at the Annual General Meeting is provided

OMEGA AG-SEEDS (PUNJAB) LIMITED

in the Report on Corporate Governance forming part of the Annual Report.

9. Corporate members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
12. Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors seeking re-appointment at the meeting are annexed to the Notice.
13. Electronic copy of the Annual Report for 2013-14 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 2013-14 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 22nd 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 22nd 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 the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the 22nd Annual General Meeting to be held on Tuesday, 30th September, 2014 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.

OMEGA AG-SEEDS (PUNJAB) LIMITED

EVSN (E-VOTING SEQUENCE NUMBER)	PAN / Sequence No.	USER ID (DEMAT NUMBER / FOLIO NUMBER)	BANKACCOUNT 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:

PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the Sequence Number in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) Click on the EVSN for the relevant OMEGA AG SEEDS (PUNJAB) LIMITED on which you choose to vote.

OMEGA AG-SEEDS (PUNJAB) LIMITED

- (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 25th September, 2014 from 10.00 a.m. and ends on 26th September, 2014 at 5.30 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 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Sri Nekkanti S R V V S Narayana, Practising Company Secretary (CP No.7839) of M/s Nekkanti S.R.V.V.S. Narayana & Co, Company Secretaries, Hyderabad has been appointed as Scrutiniser for conducting the e-voting process in a fair and transparent manner.

Important Communication to Shareholders

The Ministry of Corporate Affairs, Govt. of India (MCA) as a part of its “Green Initiative in the Corporate Governance”, has allowed paperless compliances by companies, permitting service of all notices/documents including Annual Reports by Companies to its shareholders, through electronic mode instead of physical mode. Shareholders are therefore requested to register their e-mail addresses, Permanent Account Number (PAN), Phone Numbers in respect of their electronic holdings through their concerned Depository Participants (DPs), to support the Green Initiative of the Government.

OMEGA AG-SEEDS (PUNJAB) LIMITED

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 2014.

ITEM No 5

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers and / or any other in the ordinary course of business, except with the consent of the company accorded by way of special resolution.

It is, therefore, necessary that the members pass a special resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No.5 of the notice, to enable to the board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the company. Approval of members is being sought to borrow money up to Rs.150 Crore in excess of the aggregate of the paid up share capital and free reserves of the company.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

ITEM NOS. 6, 7, 8, & 9.

In accordance with section 149 and 152 read with schedule IV of the Companies Act, 2013 that have come into effect from 1st April, 2014 and subsequent notification by the MCA vide its General Circular No. 14/2014 dated 9th June, 2014 the Company is required to appoint its Independent Directors, in accordance with the provisions of the Companies Act, 2013 before 31st March 2015. Further, pursuant to the above provisions, the terms of Independent Directors is not liable to determined by rotation.

The Company has received from each of Mr. Rakesh Jain, Mr. Obul Reddy Puppala, Mr. Chowdary Muppavarapu, and Mr. Veera Venkata Satyanarayana Aakana (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies Act (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in form DIR – 8 pursuant to Rule 14 of the Companies Act (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are disqualified in accordance with sub-section (2) of section 164 of the Companies Act, 2013 and (iii) declaration that they meet the criteria of the Independency as provided in section 149 (6) of the Companies Act, 2013.

The Company has also received notices from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of the above Directors for the office of Directors of the Company

OMEGA AG-SEEDS (PUNJAB) LIMITED

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

The Board recommends the resolutions set forth in the Item Nos. 6, 7, 8, & 9 of the Notice for approval of the members.

ITEM NO 10

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

In terms of proviso to Clause 49-VIII(C) of the Listing Agreement, the proposed contracts / arrangement /transactions relating to transfer or receipt of products, goods, materials or services with related party are material in nature as these transactions are likely to exceed 20% of the net worth or turnover of the Company as per the last audited financial statements of the Company. Therefore, in terms of Clause 49-VIII(C), the contracts/arrangement/transactions with related party requires the approval of unrelated shareholders of the Company by a special resolution.

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

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

The Board recommends the resolution set forth in Item No.10 of the Notice for approval of the unrelated shareholders of the Company.

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

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

Place : Hyderabad
Date : 30th August , 2014

OMEGA AG-SEEDS (PUNJAB) LIMITED

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

Name of Director	Mrs. Leena Nitin Parekh	Mr. Rakesh Jain	Mr. Puppala Obul Reddy	Mr. Muppavarapu Chowdary	Mr. Veera Venkata Satyanarayana Aakana
Date of Birth	27-06-1954	26-07-1960	01-06-1959	19-12-1983	02-04-1973
Relationships with other Directors inter-se	Nil	Nil	Nil	Nil	Nil
Date of Appointment	27-12-2000	28-5-2011	28-5-2011	30-09-2014	30-09-2014
Expertise in specific functional areas		Secretarial Matters, Finance, Legal and administration.	Accounts, Finance, Taxation, Company Law matters	Accounts, Finance and Taxation	Accounts & Finance
Qualification	-----	Chartered Accountant	B.Com., BL., ACS	ACA	B.Com
No. of Equity Shares held in the Company	510	22525	630	Nil	Nil
List of other companies in which Directorships are held	FINESSE CAPITAL INDIA PRIVATE LIMITED	Nil	1) Dot Com Global Ltd. 2) Ctil Limited 3) Macoll Securities Private Limited 4) Upstream Capital Advisors Private Ltd. 5) Nugen Infraprojects Private Limited 6) Bluenine Technologies Private Limited 7) Netocol Systems And Solutions Private Limited 8) Jasmina Industries Limited	Nil	Nil
List of committees of the Board of Directors (across all companies) in which chairmanship	Membership is held	Nil	Nil	Nil	Nil

OMEGA AG-SEEDS (PUNJAB) LIMITED

DIRECTORS REPORT

To
The Members

The Directors of your Company have pleasure in presenting 22nd Annual Report together with Audited Accounts of the Company for the year ending 31st March, 2014.

FINANCIAL RESULTS

The financial results of the Company are as under:

(Rs. In Lakhs)

S.No.	Particulars	As on 31-03-2014	As on 31-03-2013
1	Turnover(including Interest Income)	88.61	127.77
2	Operating and Administration Expenses	84.01	114.94
3	Financial Charges	-	0.25
4	Depreciation	0.61	0.72
5	Profit/(Loss)	3.99	11.85
6	Provision for tax	1.07	2.29
7	Net Profit/(Loss)	2.64	9.56

OPERATIONAL HIGHLIGHTS;

During the year under review the company has reported net profit of Rs 2.64 lakhs as against the previous year profit of Rs.9.56 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.

PERSONNEL:

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

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.

OMEGA AG-SEEDS (PUNJAB) LIMITED

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. Since the company has done only trading operations and has not done any manufacturing operations during the year under review

DIRECTORS

During the period under review, Mrs. Leena Nitin Parekh retire by rotation at the forth coming Annual General Meeting and being eligible offer themselves for reappointment. Mr. Niral Nitin Parekh, liable to retire by rotation, and who does not seek re-appointment upon expiry of his term at this Annual General Meeting, be not re-appointed a Director of the Company.

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. Mudili Vijaya Krishna & Associates, Chartered Accountants, Vijayawada retire at the conclusion of forth coming Annual General Meeting and being eligible, offer themselves for re-appointment as Statutory Auditor of the Company for the next five consecutive financial years i.e., till the conclusion of the annual general meeting 2018-19 subject to ratification in every annual general meeting.

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, 2014 and the Balance Sheet as at that date:—

- 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

OMEGA AG-SEEDS (PUNJAB) LIMITED

state of affairs of the company as at the end of 31st March, 2014 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

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

Place : Hyderabad
Date : 30th August , 2014

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

i. 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.

The country has today emerged as a major player in the global agriculture market. Agriculture accounts for 14 per cent of gross domestic product (GDP) and about 11 per cent of India's total exports; it is also an essential link in the supply chain of the manufacturing sector and at the same time constitutes a big market for industrial products. Currently, India is the world's largest rice exporter and second in terms of wheat exports.

In the past few years, Indian agriculture has done remarkably well in terms of output growth. The 11th 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 12th 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.

The Department of Agriculture and Cooperation under the Ministry of Agriculture is the nodal organisation responsible for development of the agriculture sector in India. The organisation is responsible for formulation and implementation of national policies and programmes aimed at achieving rapid agricultural growth through optimum utilisation of land, water, soil and plant resources of the country.

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.

OMEGA AG-SEEDS (PUNJAB) LIMITED

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 MANAGEMENT

a) CLIMATE RISK

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

b) COMPETITION RISK

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

c) DEPENDENCY RISK

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

d) PRODUCT LIFE-CYCLE RISK

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

v. 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

OMEGA AG-SEEDS (PUNJAB) LIMITED

information complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorizations and ensuring compliance of corporate policies. The internal audit is being carried out by a firm of Chartered Accountant having considerable expertise and experience. The audit is carried on a monthly basis and monthly audit reports are submitted to the management. The Audit Committee reviews the internal audit reports, statutory audit reports, the quarterly and annual financial statements and discusses all significant audit observations and follow up actions arising from them. The statutory auditors of the Company also scrutinize the internal audit reports as part of their statutory audit functions.

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

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

Place : Hyderabad
Date : 30th August , 2014

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 31st March, 2014.

I. Power and Fuel Consumption	2013-2014	2012-2013
1. Electricity		
a) Purchased Units (in Lakhs)		
Total Amount (Rs. In Lakhs)		
Rate/Unit(Rs.)	NIL	NIL
b) Own Generation		
2. Coal: (Steam used for Generation of Steam boiler)		
Qty. (Tones)	NIL	NIL
	NIL	NIL
Total Amount (Rs. In Lakhs)	_____	_____
Averages/Tones (Rs.)	_____	_____
3. FURNACE OIL	NIL	NIL
Consumed Qty. (Kilo Meter.)	_____	_____
Consumed Cost (Rs. In Lakhs)	_____	_____
Averages/Kilo Meter(Rs.)	_____	_____
4. Other/Internal Generation	NIL	NIL
Steam Purchased	_____	_____
Qty. (Tones)	_____	_____
Total Cost (Rs. In Lakhs)	_____	_____
Averages/Kilo Meter(Rs.)	_____	_____
5. Consumption per unit of Production	NIL	NIL
A. Product (Single Super Phosphate)		
Electricity	_____	_____
Coal	_____	_____
Furnace Oil	_____	_____
Steam	_____	_____

OMEGA AG-SEEDS (PUNJAB) LIMITED

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). Following information may be furnished:	NIL	NIL
i) Technology Imported	NIL	NIL
ii) Year of Imported	NIL	NIL
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

OMEGA AG-SEEDS (PUNJAB) LIMITED

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 : 30th August , 2014

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

OMEGA AG-SEEDS (PUNJAB) LIMITED

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. Nerella Mohan Rao Venkatarama	Managing Director	Promoter
2	Mr.VenkataRaghunadh Nerella	Director	Promoter
3	Mr.N.N.Parek	Director	Independent
4	Mrs. Leena.N. Parekh	Director	Independent
5	Mr. ObulreddyPuppala	Director	Independent
6	Mr.Rakesh Jain	Director	Independent

OMEGA AG-SEEDS (PUNJAB) LIMITED

Conduct of the Board Meetings;

During the year ended 31stMarch, 2014, Six Board Meetings were held on the following dates: 30th May 2013, 14th August 2013, 5th September 2013, 30th September 2013, 14th November 2013, 14th February 2014.

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. Nerella Venkatarama Mohan Rao	6	Yes	Nil	Nil	Nil
Mr.Venkata Raghunadh Nerella	6	Yes	Nil	Nil	Nil
Mr.N.N.Parek	0	No	1	—	—
Mrs. Leena. N. Parekh	0	Yes	Nil	Nil	Nil
Mr. Obulreddy Puppala	4	No	4	—	—
Mr.Rakesh Jain	6	Yes	Nil	Nil	Nil

** As at 31st March, 2014 (Committee positions include only Audit and Investors' Grievance Committees).

The following directors attended the last Annual General Meeting held on 30th September, 2013.

1. Mrs. L.N. Parekh
2. Mr.Nerella Venkatarama Mohan Rao
3. Mr.Venkata Raghunadh Nerella
4. Mr. Rakesh Jain

3) 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 31.03.2014

OMEGA AG-SEEDS (PUNJAB) LIMITED

Sl.No	Name	Nature of Directorship
1	Mr. Nerella Mohan Rao Venkatarama	Promoter
2	Mr. ObulreddyPuppala	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.Nerella Mohan Rao Venkatarama	4
2	Mr. ObulreddyPuppala	4
3	Mr.Rakesh Jain	4

b) SHAREHOLDERS/INVESTORS GRIEVANCES COMMITTEE

The Committee comprises the following members as on 31/03/2014

Sl.No	Name	Nature of Directorship
1	Mr.Venkata Raghunadh Nerella	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. Venkata Raghunadh Nerella	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.

OMEGA AG-SEEDS (PUNJAB) LIMITED

c) REMUNERATION COMMITTEE

The Committee comprises the following members as on 31/03/2014

Sl.No	Name	Nature of Directorship
1	Mr.Venkata Raghunadh Nerella	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.Venkata Raghunadh Nerella	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
2012-2013	30.09.2013	10.00 A.M	Hotel Megacity, 3-6-335 to339, Basheerbagh Cross Roads, Hyderabad.
2011-2012	29.09.2012	10.00 A.M	Hotel Megacity, 3-6-335 to339, Basheerbagh Cross Roads, Hyderabad.
2010-2011	30.09.2011	10.00 A.M	Jullundhur Hotel, SCO-1052-53, Opp: ISBT, Sector 22/B, Chandigarh

OMEGA AG-SEEDS (PUNJAB) LIMITED

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

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

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

b) 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.

c) 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.

7) 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

8) 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.

OMEGA AG-SEEDS (PUNJAB) LIMITED

9) GENERAL INFORMATION TO SHAREHOLDERS

- a) Date of Incorporation : 24th November 1992
- b) Registered Office : 6-3-1099/1/3, Flat No. 203, 2nd Floor,
Bhavya'sVarun,
Saram Villa, Rajbhavan Road, Somajiguda,
Hyderabad-500082, Telangana, India
- c) Date and time of the 22nd AGM : 30th September 2014
- d) Venue of the 22nd AGM : Hotel Meghacity, 3-6-335 to 339,
Basheerbagh Cross Roads,
Hyderabad-500001
- e) Financial Calendar : 1st April, 2013 to 31st March, 2014
- f) Date of Book Closure : 22nd September to 24th September, 2014
(Both days inclusive)
- g) Dividend Payment date: Not Applicable
- h) Listing of Equity shares on
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 2013-14.

Month	High	Low
April, 2013	9.61	7.52
May, 2013	8.15	7.12
June, 2013	8.75	7.23
July, 2013	9.45	5.9
August, 2013	8.6	5.8
September, 2013	7.86	6.75
October, 2013	9.44	7.7
November, 2013	7.6	4.65
December, 2013	5.27	4.02
January, 2014	9.19	5.37
February, 2014	9.52	7.36
March, 2014	9.92	7.1

OMEGA AG-SEEDS (PUNJAB) LIMITED

Distribution of shareholding of the company as on 31/03/2014, Category wise, is as below:

Category of Shareholder	No. of Share holders	Total No. of Shares	Total Shareholding as a % of Total No. of Shares
(A) Shareholding of Promoter and Promoter Group			
(1) Indian			
Individuals / Hindu Undivided Family	2	1596200	20.19
Central Government / State Government(s)	0	0	-
Sub Total	2	1596200	20.19
(2) Foreign	0	0	-
Total shareholding of Promoter and Promoter Group (A)	2	1596200	20.19
(B) Public Shareholding	0	0	-
(1) Institutions			
(a) Central 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	38	2102741	26.60
Individuals			
Individual shareholders holding nominal share capital up to Rs. 1 lakh	798	684285	8.66
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	54	2627027	33.24
Any Others (Specify)	0	0	-
Clearing Members	1	81	0.00
Non Resident Indians	7	9300	0.12
Directors & their Relatives & Friends	2	37666	0.48
Sub Total	900	5461100	69.09
Total Public shareholding (B)	902	6307800	79.81
Total (A)+(B)	904	7904000	100.00

OMEGA AG-SEEDS (PUNJAB) LIMITED

Distribution of Share Holding of the company as on 31.03.2014, value wise is as below:

Shareholding of Nominal value Rs.	Shareholders		Shares	
	Number	% of total	Number	% of total capital
Upto 500	553	61.1776%	162868	2.0600%
501 to 1000	146	16.1504%	126842	1.6048%
1001 to 2000	58	6.4159%	95980	1.2143%
2001 to 3000	29	3.2080%	76451	0.9672%
3001 to 4000	19	2.1018%	68530	0.8670%
4001 to 5000	10	1.1062%	47914	0.6062%
5001 to 10000	21	2.3230%	148794	1.8825%
10001 to and above	68	7.5221%	7176621	90.7973%
Total	904	100%	7904000	100.00%

Shareholding pattern of the Company as on 31st of March 2014

Category	Number of Shares held	% of Total Shareholding
A. Promoters (Incl. Persons Acting in Concert)	1596200	20.19
B. Non Promoters	6307800	79.81
i. Institutions	846700	10.71
ii. Corporate Bodies	2102741	26.60
iii. Public (individuals other than above)	3358359	42.49
Total (A+B)	7904000	100.00

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

Place : Hyderabad
Date : 30th August , 2014

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

OMEGA AG-SEEDS (PUNJAB) LIMITED

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 31st March 2014, as stipulated in clause 49 of the listing agreement of the said Company with the stock exchanges, with the relevant records on corporate governance, as approved by the board of Directors. The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implantation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor a expression of opinion of the financial statements of the company.

As per schedule of implementation stipulated in clause 49 of the listing agreement with stock exchanges, the company is supposed to comply with all the conditions by 31st March 2014. During the year, the company initiated steps to comply with the requirement of clause 49 of the listing agreements.

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

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

For Mudili Vijaya Krishna & Associates
Chartered Accountants
Firm Reg. No. 011211S

Sd/-

(Mudili Vijaya Krishna)

Partner

M.No. 211105

Date: 30th August, 2014

Vijayawada

OMEGA AG-SEEDS (PUNJAB) LIMITED

INDEPENDENT AUDITORS REPORT

TO THE MEMBERS OF OMEGA AG SEEDS PUNJAB LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of OMEGA AG SEEDS PUNJAB LIMITED, which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and 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 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 Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 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:

OMEGA AG-SEEDS (PUNJAB) LIMITED

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

For Mudili Vijaya Krishna & Co.

Chartered Accountants

(Firm Registration No. 011211S)

Sd/-

(Mudili Vijaya Krishna)

Partner

Membership No.: 211105.

OMEGA AG-SEEDS (PUNJAB) LIMITED

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 2014.

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.
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.

OMEGA AG-SEEDS (PUNJAB) LIMITED

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 31.03.2014 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 not 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.
19. During the period covered by our audit report the company has not issued debentures.

OMEGA AG-SEEDS (PUNJAB) LIMITED

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 Mudili Vijaya Krishna & Co.
Chartered Accountants
(Firm Registration No. 011211S)

Sd/-
(Mudili Vijaya Krishna)
Partner
Membership No.: 211105.

Date:29-05-2014
Place : HYDERABAD.(Camp)

OMEGA AG-SEEDS (PUNJAB) LIMITED

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

Date: 30th August, 2014

I Certify that —

- a. I have reviewed the financial statements and the cash flow statement for the year 2013-14 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2013-14 which are fraudulent, illegal or violative of the company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee -
 - Significant changes in internal control over the financial reporting during the year 2013-14;
 - Significant changes in accounting policies during the year 2013-14 and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over the financial reporting.

Sd/-
(N.V.R. MOHAN RAO)
Managing Director

Place: Hyderabad
Date: 30th August, 2014

OMEGA AG-SEEDS (PUNJAB) LIMITED

BALANCE SHEET AS AT 31.3.2014

PARTICULARS	NOTES	AS AT 31.03.2014	AS AT 31.03.2013
<i>EQUITY AND LIABILITIES</i>			
A) Shareholders Funds			
Share Capital	2	79,040,000	79,040,000
Reserves and Surplus	3	394,494	130,585
	(A)	79,434,494	79,170,585
B) Non-Current Liabilities			
Deferred Tax Liabilities (net)	4	48,325	40,942
	(B)	48,325	40,942
C) Current Liabilities			
Short Term borrowings		-	-
Trade Payables		1,160,740	
Other Current Liabilities	5	1,434,968	4,458,062
Short term Provisions	6	100,000	221,000
	(C)	2,695,708	4,679,062
TOTALS (A+B+C)		82,178,528	83,890,589
ASSETS			
D) Non-Current Assets			
a) Fixed Assets	7		
Tangible Assets		3,497,113	3,557,697
Capital Work In Progress		177,000	177,000
b) Non Current Investments	8	62,341,387	60,599,132
c) Long Term Loan and Advances	12	7,234,916	7,235,416
	(D)	73,250,416	71,569,245
E) Current Assets			
a) Trade Receivables	9	5,973,961	10,003,654
b) Cash & Bank Balances	10	1,024,102	360,226
c) Short-term Loans & Advances		-	-
d) Other Current Assets	11	1,930,048	1,957,464
	(E)	8,928,111	12,321,344
TOTALS (D+E)		82,178,527	83,890,589

Significant Accounting Policies

1

The accompanying notes are an integral part of the Financial Statements

AUDITORS REPORT

As per our separate report of even date

For Mudili Vijaya Krishna

CHARTERED ACCOUNTANTS

Firm Reg No.: 011211S

Sd/-

(Mudili Vijaya Krishna)

Partner

M.No: 211105

HYDERABAD (Camp)

Date : 29-05-2014

On Behalf of the Board

For Omega Ag Seeds Punjab Limited

Sd/-

NVR Mohan Rao

Mg. Director

Sd/-

NV Raghunadh

Director

OMEGA AG-SEEDS (PUNJAB) LIMITED

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2014

PARTICULARS	NOTES	31.03.2014 AMOUNT(Rs)	31.03.2013 AMOUNT(Rs)
INCOME			
REVENUE FROM OPERATIONS			
Sales		6,925,919	10,505,113
OTHER INCOMES	13	1,935,839	2,272,733
Total Rs		8,861,758	12,777,846
EXPENDITURE			
PURCHASE OF STOCK IN TRADE		6,358,805	9,159,181
OPERATING EXPENSES	14	1,169,470	1,665,359
EMPLOYEE BENEFIT EXPENSES	15	898,910	670,000
FINANCE COST	16	2,697	25,364
DEPRECIATION AND AMORTISATION	7	60,584	72,212
Total Rs		8,490,465	11,592,116
Profit before Tax		371,293	1,185,730
Provision for Tax (MAT)	12	(100,000)	(221,000)
Less: Deferred Tax Liability		(7,383)	(7,710)
Profit/Loss After tax		263,909	957,020
Net Profit/Loss to be carried to Balance Sheet		263,909	957,020
EARNINGS PER EQUITY SHARE			
Basic		0.03	0.12
Diluted		0.03	0.12

Significant Accounting Policies 1

The accompanying notes are an integral part of the Financial Statements

AUDITORS REPORT

As per our separate report of even date

For Mudili Vijaya Krishna

CHARTERED ACCOUNTANTS

Firm Reg No.: 011211S

Sd/-

(Mudili Vijaya Krishna)

Partner

M.No: 211105

HYDERABAD (Camp)

Date : 29-05-2014

On Behalf of the Board

For Omega Ag Seeds Punjab Limited

Sd/-

NVR Mohan Rao

Mg. Director

Sd/-

NV Raghunadh

Director

OMEGA AG-SEEDS (PUNJAB) LIMITED

2 SHARE CAPITAL

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
<u>Authorised Share Capital</u>		
25000000 (PY 5000000) Equity Shares of Rs. 10/- each	250,000,000	250,000,000
Issued,Subscribed & Paid up Capital 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, 2014	
	No. of Shares held	% of Holding
1 NVR Mohan Rao	1596200	20.19%
2 PUNJAB AGRO INDUSTRIES CORP LTD	799700	10.12%
3 KASINATHAGROTECH PRIVATE LIMITED	618000	7.82%
4 YVR TRADERS PRIVATE LIMITED	553451	7.00%
5 YERRAAGENCIES PRIVATE LIMITED	530000	6.71%

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

Particulars	As at 31 st March 2014	As at 31 st March 2013
Equity Shares at the beginning of the year	7904000	7904000
Add : Sahres issued on exercise of employees stock option	-	-
Less Shares cancelled on buy back of equity shares	-	-
Equity shares at the end of the year	7904000	7904000

3 RESERVES & SURPLUS

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
General Reserves		
Balance from last year	(20,197,415)	(21,154,435)
Add: Transfer from Profit And Loss A/C	263,909	957,020
Share Premium	20,328,000	20,328,000
	394,494	130,585

OMEGA AG-SEEDS (PUNJAB) LIMITED

4 DEFERRED TAX LIABILITY OF CURRENT YEAR

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
Depreciation as per Income Tax Act	84,478	97,162
Less: Depreciation as per Companies Act	(60,584)	(72,212)
Timing Difference	23,894	24,950
Deferred Tax Liability	7,383	7,709
Rounded off	7,383	7,710
Deferred Tax Liability of Previous years	40,942	33,232
TOTAL DEFERRED TAX LIABILITY	48,325	40,942

5 OTHER CURRENT LIABILITIES

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
M/S Mauve & Crimson Adv. Agency (P) Ltd.	1,182,500	1,182,500
TDS Payable	15,486	25,444
NVR Mohan Rao	20,000	3,020,000
Big Share Services Pvt.Ltd	-	17,044
Outstanding Expenses	216,982	213,074
	1,434,968	4,458,062

6 SHORT TERM PROVISIONS

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
PROVISION FOR TAX		
Profit Before tax	371,293	1,185,730
Add: Depreciation Dr in P/L	60,584	72,212
Add: ROC Fees being capital expenditure	-	-
Less: Depreciation allowable as per IT	(84,478)	(97,162)
Add Interest on TDS disallowed 20%	25,250	-
	372,648	1,160,780
Less: Brought forward losses set off	-	-
Taxable Income	372,648	1,160,780
Book profit as per profit and loss a/c	371,293	1,185,730
MAT	100,000	221,000

OMEGA AG-SEEDS (PUNJAB) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

7: FIXED ASSETS

Particulars	Rate (%)	Opening Balance	GROSS BLOCK		Total	DEPRECIATION			NET BLOCK	
			Additions/ Revaluation During Year	Deletion During Year		As on 01.04.2013	For the Year 2013-14	Total till 31.3.2014	As on 31.03.2014	As on 31.03.2013
Land		1,888,854	-	-	1,888,854	-	-	-	1,888,854	1,888,854
Vehicles	9.50%	833,692	-	-	833,691	-	-	833,691	1	1
Office Equipment	16.21%	196,223	-	-	196,222	-	-	196,222	1	1
Furniture & Fixtures	6.33%	65,473	-	-	65,472	-	-	65,472	1	1
Furniture & Fixtures - Office	6.33%	104,699	-	-	104,698	-	-	104,698	1	1
Furniture & Fixtures - Hyderabad	6.33%	113,969	-	-	113,969	-	-	113,969	1	1
Cooler Kits	6.33%	6,750	-	-	6,750	-	-	6,750	1	1
BPL - Colour TV	6.33%	7,600	-	-	7,600	-	-	7,600	1	1
Computer 1	16.21%	96,100	-	-	96,099	-	-	96,099	1	1
Computer 2	16.21%	87,836	-	-	87,836	-	-	87,836	1	1
Capital W-I-P		177,000	-	-	177,000	-	-	177,000	1	1
Cycle	7.07%	2,000	-	-	2,000	-	-	2,000	1	1
Printer	16.21%	14,800	-	-	14,800	-	-	14,800	1	1
Office cum Guest House-Mumbai	1.63%	1,425,982	-	-	1,425,982	-	-	1,425,982	1	1
Krishna Kunj Co-op HSS - Flat002	1.63%	107,600	-	-	107,600	-	-	107,600	1	1
Krishna Kunj Co-op HSS - Flat403	1.63%	106,775	-	-	106,775	-	-	106,775	1	1
Air-Conditioner	7.07%	70,352	-	-	70,352	-	-	70,352	1	1
Laptop	16.21%	76,266	-	-	76,266	-	-	76,266	1	1
Mobile Phone	4.75%	39,700	-	-	39,700	-	-	39,700	1	1
Water Purifier	6.33%	7,940	-	-	7,940	-	-	7,940	1	1
Xerox Machine	7.07%	12,000	-	-	12,000	-	-	12,000	1	1
TOTAL		5,441,611	-	-	5,441,611	1,706,914	60,584	1,767,498	3,674,113	3,734,697
Previous Year Total		5,423,611	18,000	-	5,441,611	1,634,701	72,212	1,706,914	3,734,697	3,788,909

OMEGA AG-SEEDS (PUNJAB) LIMITED

8 NON CURRENT INVESTMENTS

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
Investment in Gold	621,049	621,049
Other Investments	47,265	47,265
FDR with Indian Overseas Bank, Chandigarh	21,673,073	19,930,818
Gayatri Sea Food and Feeds Pvt Ltd.	40,000,000	40,000,000
	62,341,387	60,599,132

9 TRADE RECEIVABLES

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
(Unsecured and considered good)		
(a) Debts outstanding for more than six months:		
MORE THAN SIX MONTHS (Considered Doubtful)		
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
MORE THAN SIX MONTHS(Considered Good)		
Farmers	-	8,121,274
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	4,091,581	-
	5,973,961	10,003,654

10 CASH AND BANK BALANCES

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
Cash in hand	324,673	13,907
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
ICICI BANK-623505383574	-	-
Indian Overseas Bank,Mahim	2	2
Indian Overseas Bank,New Delhi	2,074	2,074
J & K Bank	-	-
Oriental Bank of Commerce - 0023011002527	1,824	1,824
Oriental Bank of Commerce - Derabassi	-	-
The Sarvodaya Co- Bank Ltd	-	-
ING VVSYACA	690,926	337,816
	1,024,103	360,226

OMEGA AG-SEEDS (PUNJAB) LIMITED

11 OTHER CURRENT ASSETS

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
Earnest Money Flat- Badalapur	21,000	21,000
Office Rent Advance	60,000	60,000
Security Deposit-MTNL	3,000	3,000
Security Deposit-MSEB Mulund Guesthouse	1,125	1,125
TDS 2010-11	53,868	53,868
TDS 2011-12	84,285	84,285
TDS on Deposit	1,513,186	1,734,186
TDS 2013-14	193,584	
	1,930,048	1,957,464

12 Long Term Loans and Advances

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
Mag Multi Trade Pvt Ltd	5,182,905	5,182,905
Mahesh Bhyani	1,500,000	1,500,000
M/s Mauve & Crimson Advance Agency Pvt Ltd	100,000	100,000
Punjab and Sindh Bank	75,000	75,000
Shresth Colonisers Pvt Ltd	100,000	100,000
Ashish Aggarwal	-	500
Loan to Shiv Shanker	50,011	50,011
Vikas Didwania	227,000	227,000
	7,234,916	7,235,416

13 OTHER INCOMES

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
Bank Interest	-	9,250
Dividend	-	995
Interest on Advances	-	-
Interest on FDRs	1,935,839	2,261,988
Interest on IT Refund	-	-
Misc Income	-	500
	1,935,839	2,272,733

OMEGA AG-SEEDS (PUNJAB) LIMITED

14 OPERATING EXPENSES

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
Audit Fee	60,000	59,550
Advertisement	-	45,354
Computer Expenses	63,575	8,000
Directors' Travelling Expenses	-	173,875
Donation	-	5,001
Electricity and Water Charges	5,101	3,702
Fees and Taxes	66,212	-
Food Expenses	-	12,645
Legal & Professional Exp	262,106	369,942
Meeting Expenses	-	5,400
Office Expenses	61,200	71,927
Petrol and Diesel	109,542	58,275
Pooja Expenses	-	13,045
Postage & Courier Charges	43,806	6,577
Printing & Stationery and Xerox	70,220	50,282
Rent,Rates & Taxes	96,000	426,978
ROC Fees	-	3,621
Telephone and Internet	62,567	22,935
Travelling Expenses	243,891	321,725
Vehicle Repair & Maintenance	-	6,525
Miscellaneous Expenses	25,250	-
	1,169,470	1,665,359

15 EMPLOYEE BENEFIT EXPENSES

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
Staff Salaries	838,440	670,000
Staff Welfare Expenses	60,470	-
	898,910	670,000

16 FINANCE COST

PARTICULARS	AS AT 31.3.2014	AS AT 31.3.2013
Bank Charges	2,697	25,364
	2,697	25,364

Significant Accounting Policies 1

The accompanying notes are an integral part of the Financial Statements

AUDITORS REPORT

As per our separate report of even date

For Mudili Vijaya Krishna

CHARTERED ACCOUNTANTS

Firm Reg No.: 011211S

Sd/-

(Mudili Vijaya Krishna)

Partner

M.No: 211105

HYDERABAD (Camp)

Date : 29-05-2014

On Behalf of the Board

For Omega Ag Seeds Punjab Limited

Sd/-

NVR Mohan Rao

Mg. Director

Sd/-

NV Raghunadh

Director

OMEGA AG-SEEDS (PUNJAB) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

PARTICULAR	31.03.2014	31.03.2013
CASH FLOW FROM OPERATING ACTIVITIES		
Profit/Loss before Tax	371,293	1,185,730
Adjustments to reconcile profit before tax to cash provided by operating activities		
Depreciation and amortization	60,584	72,212
Interest and dividend income	(1,935,839)	(2,272,733)
Interest on Borrowings	-	-
Changes in current assets and liabilities		
Sundry Debtors	4,029,693	900,000
Short Term Advances and Other Current Assets	27,416	9,025,863
Long Term Loan and Advances	500	7,235,416
Current Liabilities and provisions	(2,083,354)	2,162,371
NET CASH GENERATED BY OPERATING ACTIVITIES	470,292.46	(486,715.00)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of Fixed Assets	-	(18,000)
FDR With Canara Bank	-	-
FDR with IOB	(1,742,255)	(1,761,913)
Interest and dividend income	1,935,839	2,272,733
Change in Non Current Investments	-	-
Purchase of Gold	-	41,008
NET CASH USED IN INVESTING ACTIVITIES	193,584	451,812.00
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Shares	-	-
Share premium	-	-
Interest paid on Borrowings	-	-
NET CASH GENERATED FROM FINANCING ACTIVITIES	-	-
Net (decrease)/increase in cash and cash equivalents during the year	663,876	34,903
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD/YEAR	360,226	395,129
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR	1,024,102	360,226

AUDITORS CERTIFICATE

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

For Mudili Vijaya Krishna

CHARTERED ACCOUNTANTS

Firm Reg No.: 011211S

Sd/-

(Mudili Vijaya Krishna)

Partner

M.No: 211105

HYDERABAD (Camp)

Date : 29-05-2014

On Behalf of the Board

Sd/-

NVR Mohan Rao

Managing Director

Sd/-

NV Raghunadh

Director

OMEGA AG-SEEDS (PUNJAB) LIMITED

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

E) TAXATION

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

F) CONTINGENT LIABILITIES

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

- G) 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.

OMEGA AG-SEEDS (PUNJAB) LIMITED

J) MANAGERIAL REMUNERATION & FEE (IF ANY)

The directors have not claimed any remuneration from the company.

- K) In accordance with the Accounting Standards (AS-22) issued by the Institute of Chartered Accountants of India, the Company has Deferred Tax liability as at 31.03.2008 with regard to timing difference of depreciation of previous years and current years as follows:-

Deferred Tax Liability of Current year

DEPRECIATION AS PER INCOME TAX ACT	84,478	
LESS: DEPRECIATION AS PER COMPANIES ACT	(60,584)	
TIMING DIFFERENCE		23,894
DEFERRED TAX LIABILITY		7,383
Deferred Tax Liability of Previous year		7,710
TOTAL DEFERRED TAX LIABILITY		15,093

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

- 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. 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.

OMEGA AG-SEEDS (PUNJAB) LIMITED

- N)** The company has calculated Deferred Tax liability as at 31.03.2014 in accordance with the Accounting Standards (AS-22) issued by The Institute of Chartered Accountants of India.
- O)** In the opinion of the management the value realization of current assets and loans & Advances in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.
- P)** In accordance with the Accounting Standard (AS-22) issued by Institute of Chartered Accountants of India, the company has Deferred Tax liability as at 31.03.2014 with regard to timing difference of depreciation of previous years and current year.
- Q)** Figures for the previous year have been regrouped or rearranged wherever necessary.
- R)** Paise have been rounded to nearest rupee.

S) 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 disassociating 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 favour 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, officials u/s 409 of IPC for not releasing the **ORIGINAL DEPOSIT RECEIPT** of the company for Rs. 69,27,243.15/- and was dismissed by the court and the company is considering filing an appeal against the said order.
- The Suit No. 3584 of 1994 filed by the your 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

OMEGA AG-SEEDS (PUNJAB) LIMITED

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. Rupinder 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 : 22nd March, 2010 addressed to Mr. Nerrela Mohanrao at Hyderabad calling your company as Bogus Company.
- Your company has filed a Case against Mr. Vikas Didwania for The Recovery of Recovery of Loan of Rs. 10,00,000/- and which was dismissed by the Hon'ble court. And is pending adjudication in the City Civil Court at Bombay for his dishonoured Cheque given to the Company.

b) CASES AGAINST THE COMPANY :

- 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 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. C.R.No. 2882/2002 was dismissed by the High Court of Chandigarh on 03rd September, 2013 as revision was not maintainable with liberty to the petitioner to file regular second appeal. PUNJAB AGRO INDUSTRIES LTD has preferred an appeal against the order of 3.9.2013 of the High Court and filed Special Leave Petition (CIVIL) 30570 of 2013 in the Supreme Court which was dismissed on 25.09.2013 with the permission to file appeal within a month's time. Accordingly, PUNJAB AGRO INDUSTRIES LTD has filed a regular appeal RSA 4144 of 2013 which is pending in the Punjab and Haryana High Court.
- 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 filed by PAIC against company for permanent injunction restraining the company from 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.

OMEGA AG-SEEDS (PUNJAB) LIMITED

- 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 (Punjab) Ltd 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 Dist. 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. The Decree Holder has filed a execution petition for recovery of decretal amount.
- 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. The Decree Holder has filed a execution petition for recovery of decretal amount.
- Civil Suit No. 82 of 2000 in the Dist. 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. The Decree Holder has filed a execution petition for recovery of decretal amount.
- 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 47th 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.

As per our report annexed.

For Mudili Vijaya Krishna & Co

Chartered Accountants

Firm Reg. No. 011211S

Sd/-
(Mudili Vijaya Krishna)
Partner M.No: 211105
Hyderabad (Camp)
Date : 29-05-2014

On Behalf of the Board

For Omega AG Seeds (Punjab)Limited

Sd/-
NVR Mohan Rao
Mg. Director

Sd/-
NV Raghunadh
Director

OMEGA AG-SEEDS (PUNJAB) LIMITED

**OMEGA AG SEEDS PUNJAB LIMITED
Form No. MGT-11**

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L01119TG1992PLC082816**

Name of the company: **OMEGA AG SEEDS PUNJAB LIMITED**

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: Address:.....

E-mail Id:.....Signature:....., or failing him

2. Name:Address:.....

E-mail Id:.....Signature:....., or failing him

3. Name:Address:.....

E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the 30th day of September, 2014 At 10 a.m. at Hotel Meghacity situated at 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad - 500029, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

OMEGA AG-SEEDS (PUNJAB) LIMITED

Resolu- tion No.	Ordinary Business	Optional *	
		For	Against
1	Adoption of financial statement for the year ended March 31, 2014		
2	Appoint a Director in place of Mrs. Leena N Parekh, who retires by rotation and being eligible, offers himself for reappointment		
3	Retirement of Mr. Niral Nitin Parekh, who does not seek re-appointment upon expiry of his term at this Annual General Meeting		
4	Appointment of M/s. Mudili Vijaya Krishna & Associates., Chartered Accountants as Auditors		
	Special Business		
5	Approve the Borrowing from time to time shall not exceed in the aggregate at any one time Rs.150 Crores		
6	Appointment of Mr. Rakesh Jain as an Independent Director		
7	Appointment of Mr. Obul Reddy Puppala as an Independent Director		
8	Appointment of Mr. Chowdary Muppavarapu as an Independent Director		
9	Appointment of Mr. Veera Venkata Satyanarayana Aakana as an Independent Director		
10	Approve the material related party contracts/ arrangements/ Transactions		

Signed this..... day of..... 2014

Signature of shareholder:

Signature of Proxy holder(s):



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

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 Second Annual General Meeting of the **OMEGA AG SEEDS PUNJAB LIMITED** held on Tuesday, September 30, 2014 at 10.00 A. M., at Hotel Meghacity situated at 3-6-335 to 339, Basheerbagh Cross Roads, Hyderabad - 500029, Telangana.

Signature of Member/Proxy

Notes:

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