



CAMSON SEEDS LIMITED

**Annual Report
2016 - 2017**



DISCLAIMER

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions.

This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set our anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



Annual Report 2016-17

The Board of Directors

Mr. Dharendra Kumar	Chairman and Managing Director
Mr. Karan Singh	Executive Director
Dr. Anurudh Kumar Singh	Independent Director
Mrs. Reeta Satish Gangwani	Independent Director
Mr. Declan Pearse Macfadden	Independent Director
Mr. Peter Kennedy	Director
Mr. Manoj Srivastava	Independent Director
Mrs. Tay Geok Lan	Director

Board Committees

Audit Committee

Mr. Declan Pearse Macfadden	Chairman, Independent Director
Mrs. Reeta Satish Gangwani	Member, Independent Director
Dr. Anurudh Kumar Singh	Member, Independent Director
Mr. Karan Singh	Member, Executive Director

Nominations and Remuneration Committee

Dr. Anurudh Kumar Singh	Chairman, Independent Director
Mrs. Reeta Satish Gangwani	Member, Independent Director
Mr. Manoj Srivastava	Member, Independent Director

Stakeholders' Relationship Committee

Dr. Anurudh Kumar Singh	Chairman, Independent Director
Mr. Karan Singh	Member, Executive Director
Mr. Dharendra Kumar	Member, Managing Director

Website: www.camsonseeds.com

Email ID: info@camsonseeds.com

Registered Office

Survey Number 75 and 129
Madagondanahalli Village, MaddhureHobli
Doddaballapur, Bangalore -561 203

Auditors

Messrs. YCRJ & Associates Private Ltd
Chartered Accountants
No. 236, 3rd Floor, 14th Main
"F" Block, Sahakarnagar
Bangalore, Karnataka - 560092

Bankers

HDFC Bank
State Bank of India
ICICI Bank

Registrar & Transfer Agents

Integrated Registry Management Services
Pvt. Ltd.
Registrar and Share Transfer Agents
No.30, Ramana Residency, 4th Cross,
Sampige Road, Malleshwaram,
Bangalore— 560 023
[Tel:+91-80-23460815-818](tel:+91-80-23460815-818)



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Message from Chairman and Managing Director



Message from Chairman and Managing Director

Dear Valued Shareholders,

I hope this letter finds you in good spirits.

It gives me immense pleasure to welcome you all to our 4th Annual General Meeting.

After successful de-merger of our seeds business, we are trying to increase our presence in the market.

The seed industry is growing through many churns as many companies are being bought and sold internationally and this is also impacting the Indian industry too.

We are also facing acute drought, particularly in few states of South India as well as in east, which again has impacted the production as well as marketing of seeds.

After the demerger, we at Camson are building and strengthening the team in all the departments of the Company.

We take pride in our own research through which we have obtained many new hybrids and are confident of the performance of these hybrids in the market. Your Company offers a wide portfolio of high quality hybrids which are aimed at improving crop yields and produce quality seeds thereby augmenting farmer's income.

Your Company continues to focus on technology and innovation with new product development and innovative value addition to variants of existing products to make them more effective and efficient. Your Board believes that this will further enhance the Company's market position and set the platform to achieve greater heights in the near future.

The year 2016-17 has been a dynamic one for India, with the economic activities shaped by tax reforms, normal southwest monsoon after two preceding drought years, globally weak commodity prices and demonetization drive. It is heartening to see Agriculture sector returning to higher growth numbers, as policy push and near normal monsoons boosted sowings and consequent consumption. Agriculture, being the mainstay of Indian society, closely drives the fortunes of around half a billion livelihood.

Future is unpredictable but prevention is better than cure, these two sentences are perfectly resembled to Indian agriculture. Weather is uncertain, pests, diseases and weeds are unknown and water is alarming but then too selecting crop according to soil health, judicious use of pesticide and fertilizer, farmer friendly technique, best storage capacity are the core solutions for securing food for future.

The road ahead is filled with challenges and opportunities. We are fully equipped to grab the opportunities and face any challenges the market throws up.



I would like to put on record our sincere appreciation to all our shareholders, customers, vendors, bankers and all stakeholders for their unwavering support and cooperation.

We look forward to a bright future of your Company ahead.

Best Wishes,

Dhirendra Kumar
Chairman and Managing Director



NOTICE



NOTICE

NOTICE is hereby given that the 4th Annual General Meeting of the members of Camson Seeds Limited will be held on Tuesday, 19th September, 2017, at 03.00 p.m. at Sree Nandhana Palace No. 4034, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560 038, to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2017, the Statement of Profit and Loss of the Company for the year ended as on that date together with the Auditors' Report thereon and the Board's Report including Secretarial Audit Report.
2. To appoint a Director in place of Mr. Karan Singh (holding DIN:00920982), who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), Messrs. YCRJ & Associates (FRN: 006927S), Chartered Accountants, who holds office upto the conclusion of ensuing Annual General Meeting be and is hereby appointed to hold office from the conclusion of this Annual General Meeting until the Conclusion of 9th Annual General Meeting subject to ratification of the Members at every Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.”

SPECIAL BUSINESS :

4. Appointment of Statutory Auditors to fill casual vacancy:

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), the appointment of Statutory Auditors, Messrs. YCRJ & Associates (FRN: 006927S), Chartered Accountants, by the Board of the Directors of the Company, due to the casual vacancy caused by the resignation of Messrs Deloitte Haskins & Sells, LLP (FRN:117366W/W-100018), Chartered Accountants be and is hereby ratified. “



5. Appointment of Mr. Peter Joseph Kennedy as the Director of the Company:

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 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), Mr. Peter Joseph Kennedy (holding DIN: 06377043), who was appointed as an Additional Director with effect from 26th October, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

6. Appointment of Mr. Declan Pearse Macfadden (DIN: 02843315) as a Director:

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 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), Mr. Declan Pearse Macfadden (holding DIN: 02843315), who was appointed as an Additional Director with effect from 10th February, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

7. Appointment of Mr. Declan Pearse Macfadden (DIN: 02843315) as an Independent Director of the Company:

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Listing Regulations, Mr. Declan Pearse Macfadden (holding DIN: 02843315) who was appointed as an Independent Director at the Board Meeting held